

ELLIE MAE INC  
Form 4  
September 10, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Anderman Sigmund

(Last) (First) (Middle)

C/O ELLIE MAE, INC., 4155  
HOPYARD ROAD, SUITE 200

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ELLIE MAE INC [ELLI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/09/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 09/09/2013 <sup>(1)</sup>            |  | D                              | 20,200 <sup>(2)</sup>   | \$ 30.5827 <sup>(3)</sup>   | D  |   |
| Common Stock                    | 09/09/2013 <sup>(1)</sup>            |  | D                              | 34,800 <sup>(2)</sup>   | \$ 31.1988 <sup>(4)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   | 12,489  | I  | AFF CRT <sup>(5)</sup>                                |
| Common Stock                    |                                      |  |                                |   | 10,000  | I  | by 401(k) Plan  |
|                                 |                                      |  |                                |   | 436,841   | I  |   |

Common  
Stock

by Trust  
(6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Anderman Sigmund<br>C/O ELLIE MAE, INC.<br>4155 HOPYARD ROAD, SUITE 200<br>PLEASANTON, CA 94588 | X             |           | Chief Executive Officer |       |

## Signatures

By: LeeAnn Linck, Attorney-in-fact For: Sigmund Anderman 09/10/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
  - (2) Reflects shares of common stock issued and sold in connection with the Compensation Committee of the Board of Directors certification on August 20, 2013 of the achievement of performance goals under the 2012 performance share awards. 25% of the total shares awarded were issued as fully vested shares on or about September 6, 2013. An additional 25% of the total shares awarded will vest on each of

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August 6, 2014, August 6, 2015, and August 6, 2016, subject to continuous service through such dates.

The price reported is a weighted average price. The shares were sold in multiple transactions ranging from \$29.88 to \$30.88, inclusive.

- (3) The reporting person undertakes to provide to Ellie Mae, Inc., any security holder of Ellie Mae, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

The price reported is a weighted average price. The shares were sold in multiple transactions ranging from \$30.8801 to \$31.54, inclusive.

- (4) The reporting person undertakes to provide to Ellie Mae, Inc., any security holder of Ellie Mae, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.

- (5) These shares are held by the AFF Charitable Remainder Trust, of which the reporting person and his wife are trustees. The reporting person disclaims beneficial ownership of the shares except to the extent of his and his wife's pecuniary interest therein.

- (6) These shares are held by Sigmund Anderman, Trustee of the Sigmund and Susan Anderman Family Trust dated March 3, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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