

Davis Craig
Form 4
April 17, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Davis Craig

(Last) (First) (Middle)

C/O ELLIE MAE, INC., 4420
ROSEWOOD DRIVE, SUITE 500

(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)

04/17/2019

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)

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	04/17/2019		D		2,105 (1)	\$ 99 0	D
Common Stock	04/17/2019		D		74,586 (2)	\$ 99 0	I by Trust

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 8.85	04/17/2019		D		21,666		<u>(3)</u>	08/26/2020	Common Stock	21,666
Non-Qualified Stock Option (right to buy)	\$ 15.34	04/17/2019		D		12,000		<u>(3)</u>	05/15/2022	Common Stock	12,000
Non-Qualified Stock Option (right to buy)	\$ 22.2	04/17/2019		D		12,000		<u>(3)</u>	05/29/2023	Common Stock	12,000
Non-Qualified Stock Option (right to buy)	\$ 26.69	04/17/2019		D		12,000		<u>(3)</u>	05/21/2024	Common Stock	12,000
Non-Qualified Stock Option (right to buy)	\$ 66.63	04/17/2019		D		3,455		<u>(3)</u>	06/17/2025	Common Stock	3,455

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Craig C/O ELLIE MAE, INC. 4420 ROSEWOOD DRIVE, SUITE 500 PLEASANTON, CA 94588			X	

Signatures

/s/ Craig Davis 04/17/2019

**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).

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated February 11, 2019, by and among Ellie Mae, Inc., a Delaware corporation ("Issuer"), EM Eagle Purchaser, LLC, a Delaware limited liability company ("Parent") and EM Eagle Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"), on April 17, 2019, Merger Sub merged with and

(1) into Issuer (the "Merger"), with Issuer continuing as the surviving corporation and a wholly owned subsidiary of Parent. Pursuant to the terms of the Merger Agreement, at the effective time of the Merger ("Effective Time"), each restricted stock unit, whether vested or unvested, was cancelled and converted into the right to receive a cash amount equal to (i) the aggregate number of shares subject to the restricted stock unit award multiplied by (ii) \$99.00.

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated February 11, 2019, by and among Ellie Mae, Inc., a Delaware corporation ("Issuer"), EM Eagle Purchaser, LLC, a Delaware limited liability company ("Parent") and EM Eagle Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"), on April 17, 2019, Merger Sub merged with and

(2) into Issuer (the "Merger"), with Issuer continuing as the surviving corporation and a wholly owned subsidiary of Parent. Pursuant to the terms of the Merger Agreement, at the effective time of the Merger ("Effective Time") each share of Common Stock was cancelled and converted into the right to receive \$99.00 in cash, without interest.

Pursuant to the Merger Agreement, at the Effective Time, each stock option, whether vested or unvested, was cancelled and automatically

(3) converted into the right to receive a cash amount equal to (i) the aggregate number of shares subject to such option multiplied by (ii) \$99.00 less the applicable per share exercise price under such option.

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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