

Osnoss Joseph
 Form 3
 December 12, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Silver Lake Group, L.L.C. | | (Month/Day/Year) | Cornerstone OnDemand Inc [CSOD] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O SILVER LAKE,Â 2775 | | 12/08/2017 | | |
| SAND HILL ROAD, SUITE 100 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| MENLO PARK,Â CAÂ 94025 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|--|--------------|--------------|-----------------|-------------------------|------------------|---|---|
| 5.75% Convertible Senior Notes due 2021 <u>(1)</u> <u>(2)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 5,196,232 <u>(5)</u> | \$ 42 <u>(6)</u> | I | Held through SLP Chicago Holdings, L.P. <u>(7)</u> |
| 5.75% Convertible Senior Notes due 2021 <u>(1)</u> <u>(3)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 1,803,760 <u>(5)</u> | \$ 42 <u>(6)</u> | I | Held through SLC Chicago Co-Invest II, L.P. <u>(8)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Silver Lake Group, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â X | Â | Â |
| SLCA (GP), L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â X | Â | Â |
| Silver Lake Credit Associates, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â X | Â | Â |
| SLP Chicago GP, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â X | Â | Â |
| SLP Chicago Holdings, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â X | Â | Â |
| SLC Chicago Co-Invest II, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â X | Â | Â |
| SLC Co-Invest, GP, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â X | Â | Â |
| Osnoss Joseph C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C. | 12/12/2017 |
| **Signature of Reporting Person | Date |
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLCA (GP), L.L.C. | 12/12/2017 |
| **Signature of Reporting Person | Date |
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLCA (GP), L.L.C., general partner of SLCA | 12/12/2017 |
| **Signature of Reporting Person | Date |
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLC Co-Invest, GP, L.L.C. | 12/12/2017 |
| **Signature of Reporting Person | Date |
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLCA (GP), L.L.C., general partner of SLCA, managing member of SLP Chicago GP, L.L.C. | 12/12/2017 |
| **Signature of Reporting Person | Date |
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLC Co-Invest, GP, L.L.C., general partner of SLC Chicago Co-Invest II, L.P. | 12/12/2017 |
| **Signature of Reporting Person | Date |
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLCA (GP), L.L.C., general partner of SLCA, managing member of SLP Chicago GP, L.L.C., general partner of SLP Chicago Holdings, L.P. | 12/12/2017 |
| **Signature of Reporting Person | Date |
| /s/ Joseph Osnoss | 12/12/2017 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is filed by SLP Chicago Holdings, L.P. ("SLP Chicago"), SLC Chicago Co-Invest II, L.P. ("Co-Invest"), SLP Chicago GP, L.L.C. ("SLP Chicago GP"), SLC Co-Invest, GP, L.L.C., ("Co-Invest GP"), Silver Lake Credit Associates, L.P. ("SLCA"), SLCA (GP), L.L.C. ("SLCA GP"), Silver Lake Group, L.L.C. ("SLG") and Mr. Joseph Osnoss. SLP Chicago GP is the general partner of SLP Chicago. Co-Invest GP is the general partner of Co-Invest. SLCA is the managing member of SLP Chicago GP. SLCA GP is the general partner of SLCA. SLG is the managing member of SLCA GP and Co-Invest GP. Mr. Osnoss serves as a member of the board of directors of Cornerstone OnDemand, Inc. (the "Issuer") and is a Managing Director of SLG. Each of SLP Chicago, Co-Invest, SLP Chicago GP, Co-Invest GP, SLCA, SLCA GP and SLG may be deemed to be a director by deputization of the Issuer.
- (2) SLP Chicago GP, as the general partner of SLP Chicago, SLCA, as the managing member of SLP Chicago GP, SLCA GP, as the general partner of SLCA, SLG, as the managing member of SLCA GP, and Mr. Osnoss, as a Managing Director of SLG, may each be deemed to be the indirect beneficial owner of the securities directly owned by SLP Chicago. However, pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that any Reporting Person is a beneficial owner of all securities covered by this filing, and each Reporting Person (except for SLP Chicago) disclaims beneficial ownership of the securities held by SLP Chicago, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- (3) Co-Invest GP, as the general partner of Co-Invest, SLG, as the managing member of Co-Invest GP, and Mr. Osnoss, as a Managing Director of SLG, may each be deemed to be the indirect beneficial owner of the securities directly owned by Co-Invest. However, pursuant to Rule 16a-1(a)(4) of the Exchange Act, this filing shall not be deemed an admission that any Reporting Person is a beneficial owner of all securities covered by this filing, and each Reporting Person (except for Co-Invest) disclaims beneficial ownership of the securities held by Co-Invest, except to the extent of such Reporting Person's pecuniary interest therein, if any.

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- (4) The Convertible Notes mature on July 1, 2021, subject to earlier repurchase or conversion in accordance with their terms.
- This number represents the number of shares of Common Stock issuable upon conversion of the Convertible Notes at the initial conversion rate of 23.8095 shares of Common Stock, and cash in lieu of fractional shares of Common Stock, per \$1,000 principal amount of Convertible Notes. The initial conversion rate is subject to adjustment from time to time upon the occurrence of certain customary events in accordance with the terms of an indenture, dated as of December 8, 2017, by and between the Issuer and U.S. Bank National Association, as trustee.
- (5) The initial conversion rate of 23.8095 per \$1,000 principal amount of Convertible Notes is equivalent to an initial conversion price of approximately \$42.00 per share of Common Stock.
- (6) These securities are directly held by SLP Chicago. See footnote 2.
- (7) These securities are directly held by Co-Invest. See footnote 3.
- (8)

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Remarks:

The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.