

APPFOLIO INC
Form SC 13D/A
November 15, 2017

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 17)*

AppFolio, Inc.

(Name of Issuer)

Class A Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

03783C100

(CUSIP Number)

Pat Robertson

Dragoneer Investment Group, LLC

One Letterman Drive, Building D, Suite M500

San Francisco, CA 94129

(415) 539-3085

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

with copies to:

Thomas Holden

Ropes & Gray LLP

Three Embarcadero Center

San Francisco, CA 94111

(415) 315-2355

November 10, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 03783C100

1. Names of Reporting Persons

Marc Stad

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO, PF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States Citizen

Number of 7. Sole Voting Power

Shares

Beneficially 63,265 shares of Class A Common Stock

8. Shared Voting Power

Owned by

Each

640,642 shares of Class A Common Stock

Reporting 9. Sole Dispositive Power

Person

With

63,265 shares of Class A Common Stock

10. Shared Dispositive Power

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640,642 shares of Class A Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

703,907 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row 11

4.85%¹

14. Type of Reporting Person (See Instructions)

IN

¹ Percentage calculations are based upon 14,506,412 issued and outstanding shares of the Issuer's Class A common stock as of October 23, 2017, as reported in the Issuer's quarterly report on Form 10-Q filed with the SEC on November 6, 2017.

CUSIP No. 03783C100

1. Names of Reporting Persons

Dragoneer Investment Group, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

640,642 shares of Class A Common Stock

Reporting 9. Sole Dispositive Power

Person

With 0

10. Shared Dispositive Power

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640,642 shares of Class A Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

640,642 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row 11

4.42%²

14. Type of Reporting Person (See Instructions)

IA

² Percentage calculations are based upon 14,506,412 issued and outstanding shares of the Issuer's Class A common stock as of October 23, 2017, as reported in the Issuer's quarterly report on Form 10-Q filed with the SEC on November 6, 2017.

CUSIP No. 03783C100

1. Names of Reporting Persons

Dragoneer Global Fund II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

477,052 shares of Class A Common Stock

Reporting 9. Sole Dispositive Power

Person

With 0

10. Shared Dispositive Power

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477,052 shares of Class A Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

477,052 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row 11

3.29%³

14. Type of Reporting Person (See Instructions)

PN

³ Percentage calculations are based upon 14,506,412 issued and outstanding shares of the Issuer's Class A common stock as of October 23, 2017, as reported in the Issuer's quarterly report on Form 10-Q filed with the SEC on November 6, 2017.

AMENDMENT NO. 17 TO SCHEDULE 13D (FINAL AMENDMENT)

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the Commission) by the Reporting Persons with respect to the Common Stock of the Issuer on July 6, 2015, as amended on January 15, 2016, February 5, 2016, February 8, 2016, February 11, 2016, March 7, 2016, May 18, 2016, November 15, 2016, March 28, 2017, June 14, 2017, July 10, 2017, July 31, 2017, August 9, 2017, August 14, 2017, October 2, 2017, October 20, 2017 and November 9, 2017 (the Schedule 13D). Terms defined in the Schedule 13D are used herein as so defined. Except as specifically provided herein, this amendment (Amendment No. 17) does not modify any of the information previously reported on the Statement.

Item 3. Source and Amount of Funds or Other Considerations.

The information contained in Item 3 of the Schedule 13D is hereby amended to add the following:

On November 9, 2017, Marc Stad sold 5,000 shares of the Issuer's Class A Common Stock for \$41.45 per share.

On November 10, 2017, Marc Stad sold 9,926 shares of the Issuer's Class A Common Stock for \$41.70 per share.

On November 13, 2017, Marc Stad sold 10,471 shares of the Issuer's Class A Common Stock for \$41.58 per share.

On November 14, 2017, Marc Stad sold 10,000 shares of the Issuer's Class A Common Stock for \$43.06 per share.

Item 5. Interest in Securities of the Issuer.

The information contained in Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a) and (b)

The beneficial ownership of Common Stock by each person named in Item 2 above is as follows:

Mr. Stad has sole investment and voting power with respect to 63,265 shares of Class A Common Stock and may be deemed to share investment or voting power with respect to 640,642 shares of Class A Common Stock held by the Dragoneer Entities and a managed account. In aggregate, Mr. Stad may be deemed to beneficially own 703,907 shares of Class A Common Stock.

Dragoneer Adviser is a registered investment adviser and acts as investment manager to Dragoneer Global Fund II and a managed account and as a result may be deemed to share voting and dispositive power with respect to the 477,052 shares of Class A Common Stock held by Dragoneer Global Fund II and the 163,590 shares of Class A Common Stock held by a managed account. In aggregate, Dragoneer Adviser may be deemed to beneficially own 640,642 shares of Class A Common Stock.

Dragoneer Global Fund II holds 477,052 shares of Class A Common Stock (the Dragoneer Global Fund II shares) and may be deemed to share voting and dispositive power with respect to such shares. As the general partner of Dragoneer Global Fund II, Dragoneer Global GP II may also be deemed to share voting and dispositive power with respect to the Dragoneer Global Fund II shares.

Item 13 of each of the cover pages of this Statement is incorporated herein by reference.

(c)

The Reporting Persons have not effected any transactions in the Class A Common Stock since the filing of Amendment No. 16 to the Schedule 13D, other than as described in Item 3.

(d) Not applicable.

(e) As a result of the transactions described in Item 3, on November 10, 2017, none of the Reporting Persons beneficially owned more than five percent of the Issuer's Class A Common Stock.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 14, 2017

Marc Stad

By: /s/ Marc Stad

DRAGONEER INVESTMENT GROUP, LLC

By: /s/ Pat Robertson

Name: Pat Robertson

Chief Operating Officer

DRAGONEER GLOBAL FUND II, L.P.

By: Dragoneer Global GP II, LLC

Its: General Partner

By: /s/ Pat Robertson

Name: Pat Robertson

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement; provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.