## Edgar Filing: APPFOLIO INC - Form 4

APPFOLIO Form 4 May 17, 20											
•									OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287	
Check this box if no longer							Expires:	January 31,			
subject Section Form 4	1ENT OF	F CHAN	IGES IN SECUF		ERSHIP OF	Estimated a burden hou response	•				
Form 5 obligation may cor <i>See</i> Inst 1(b).	ons Section 17(	a) of the F	Public U	tility Hol		pany	Act of	Act of 1934, 1935 or Section )	I		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> STAD MARC			Symbol	er Name <b>and</b>	d Ticker or T [APPF]	rading	>	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	(Ch					(Check	ck all applicable)			
ONE LETT DRIVE, BU		(Month/Day/Year) 05/13/2016					Director Officer (give title below) Other (specify below)				
				endment, Dannent, Dannen, Danne	ate Original r)			6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting			
SAN FRAN	NCISCO, CA 941	29						_A_ Form filed by M Person	lore than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	ecurit	ies Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)			onor Disposed (Instr. 3, 4 a	l of (È and 5) (A) or	))	) 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)	
Class A Common Stock	05/13/2016			Code V P	Amount 5,200	(D) A	Price \$ 12.45	1,717,067	I <u>(1)</u>	Refer to Footnote $(1)$	
Class A Common Stock	05/17/2016			Р	340,277	А	\$ 12.7	2,057,344	I <u>(1)</u>	Refer to Footnote	

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

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address		Relations					
reporting o when i when i real too	Director	10% Owner	Officer	Other			
STAD MARC ONE LETTERMAN DRIVE BUILDING C, SUITE 3950 SAN FRANCISCO, CA 94129		Х					
DRAGONEER GLOBAL FUND II, L.P. ONE LETTERMAN DRIVE BUILDING C, SUITE 3950 SAN FRANCISCO, CA 94129		Х					
Signatures							
/s/Marc Stad					05/17/2016		
<u>**</u> Signat		Date					
Dragoneer Global Fund II, L.P., By Dragoneer Global GP II, LLC, its general partner, /s/ Pat Robertson							
<u>**</u> Signat		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) Mr. Stad is the managing member of Dragoneer Global GP II, LLC ("Global GP II"), which is the general partner of Dragoneer Global Fund II, L.P. ("Dragoneer Global Fund II" and together with Global GP II, the "Dragoneer Entities"), which acquired the shares of

(1) Class A Common Stock reported in the table above. By virtue of the foregoing relationships, Mr. Stad and each of the Dragoneer Entities may be deemed to share beneficial ownership of the securities reported in the table above. Mr. Stad and each of the Dragoneer Entities disclaims beneficial ownership of the reported securities, except to the extent of their respective pecuniary interest therein.

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.