APPFOLIO INC Form 4 March 07, 2017

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Person

Expires: January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

SECURITIES

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * OBERNDORF WILLIAM E			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
			APPFOLIO INC [APPF]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					
			(Month/Day/Year)	DirectorX 10% Owner				
615 FRONT STREET			03/03/2017	Officer (give title below) Other (specify below)				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person				
CANEDANCISCO CA 04111				_X_ Form filed by More than One Reporting				

SAN FRANCISCO, CA 94111

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitic omr Dispose (Instr. 3, 4	d of (I	O)	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	03/03/2017		S	500,000 (1)	D	\$ 23.25	185,269	I	See Footnote (1)
Class A common stock	03/07/2017		J(2)	2,000	D	(2)	631,086	I	See Footnote (3)
Class A common stock							506,171	D (4)	
Class A common stock							4,100	I	See Footnote (5)

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Class A common stock	45,900	I	See Footnote (6)
Class A common stock	330	I	See Footnote (7)
Class A common stock	13,112	I	See Footnote

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

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

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)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	Under	unt of rlying	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	Relationships					
Reporting Owner Name / Namess	Director	10% Owner	Officer	Other		
OBERNDORF WILLIAM E 615 FRONT STREET SAN FRANCISCO, CA 94111		X				
OBERNDORF FOUNDATION 615 FRONT STREET SAN FRANCISCO, CA 94111		X				
Oberndorf Investments, LLC 615 FRONT STREET SAN FRANCISCO, CA 94111		X				

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Signatures

/s/ Gary Scheier, Gary Scheier, as Attorney-in-Fact for, William E. Oberndorf					
**Signature of Reporting Person	Date				
/s/ Gary Scheier, Gary Scheier, as Attorney-in-Fact for, Bill & Susan Oberndorf Foundation	03/07/2017				
**Signature of Reporting Person	Date				
/s/ Gary Scheier, Gary Scheier, as Attorney-in-Fact for, Oberndorf Investments LLC	03/07/2017				
**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).
- These shares are owned directly by the Bill & Susan Oberndorf Foundation, a California corporation ("Oberndorf Foundation"), and were received in a bona fide gift transaction. These shares may be deemed to be indirectly beneficially owned by William E. Oberndorf ("WEO") as a controlling person of Oberndorf Foundation. WEO disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (2) March 7, 2017 distribution by Oberndorf Investments LLC, a Delaware limited liability company ("OBI"), of 2,000 shares to a member.
- These shares are owned directly by OBI and may be deemed to be indirectly beneficially owned by WEO as the sole controlling person of OBI. WEO disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (4) These shares are held in the self-directed Individual Retirement Account of WEO.
- (5) These shares are directly owned by WEO's child, Peter C. Oberndorf, and may be deemed to be indirectly beneficially owned by WEO. WEO disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- These shares are owned directly by the Peter Oberndorf Irrevocable Trust, dated 6/30/89 ("PCO Trust"), and may be deemed to be

 (6) indirectly beneficially owned by WEO in his capacity as trustee for the PCO Trust. WEO disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- These shares are directly owned by WEO's aunt, Caroline G. Oberndorf, and may be deemed to be indirectly beneficially owned by WEO (7) in his capacity as an authorized signatory for the account of Caroline G. Oberndorf. WEO disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- These shares are owned directly by the William E. Oberndorf Irrevocable Trust, dated 6/30/89 ("Oberndorf Irrevocable Trust"), and may (8) be deemed to be indirectly beneficially owned by WEO in his capacity as trustee for the Oberndorf Irrevocable Trust. WEO disclaims beneficial ownership of these shares except to the extent of his 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.

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