

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 9, 2017, Ellie Mae, Inc. (the “Company”) entered into an Executive Transition Agreement with Edgar Luce, the Company’s Executive Vice President and Chief Financial Officer (the “Transition Agreement”). As previously disclosed on the Company’s Current Report on Form 8-K filed on November 21, 2016, Mr. Luce notified the Company of his intention to resign, effective as of April 1, 2017, at which time, pursuant to the terms of the Transition Agreement, he will transition to the role of an employee in an advisory capacity.

Pursuant to the terms of the Transition Agreement, effective April 1, 2017 through March 31, 2018 (the “Term”), Mr. Luce will receive an annual base salary of \$315,000 and be entitled to participate in such employee benefit plans and programs as the Company may provide to its employees, but he will not be entitled to additional bonus compensation. The Change of Control and Severance Agreement between the parties dated October 23, 2014 shall remain in full force and effect during the Term and all incentive grants previously granted to Mr. Luce will continue to vest during the Term consistent with the Company’s incentive plans. Mr. Luce’s employment is at-will, and as such may be terminated by either Mr. Luce or by the Company at any time during the Term, provided that if Mr. Luce is terminated without Cause (as defined in the Transition Agreement) the incentive grants that would otherwise vest during the Term will immediately vest.

The foregoing description of the Transition Agreement is qualified in its entirety by reference to the full text of the Transition Agreement, a copy of which will be filed with the Company’s Quarterly Report on Form 10-Q for the period ending March 31, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 14, 2017 ELLIE MAE, INC.

By: /s/ Brian Brown

Name: Brian Brown

Executive Vice President, General Counsel and Secretary