

APPFOLIO INC
Form SC 13D/A
March 07, 2016

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

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 C, Suite 3-950

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) 315-6379

March 1, 2016

(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)

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6. Citizenship or Place of Organization

United States Citizen

7. Sole Voting Power

Number of	143,647 shares of Class B Common Stock
Shares	8. Shared Voting Power
Beneficially	1,393,904 shares of Class B Common Stock
Owned by	
Each	1,597,017 shares of Class A Common Stock
Reporting	9. Sole Dispositive Power
Person	143,647 shares of Class B Common Stock
With	

10. Shared Dispositive Power

1,393,904 shares of Class B Common Stock

1,597,017 shares of Class A Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,537,551 shares of Class B Common Stock

1,597,017 shares of Class A Common Stock

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

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13. Percent of Class Represented by Amount in Row 11

26.24%¹

14. Type of Reporting Person (See Instructions)

IN

¹ Percentage calculations are based upon 10,086,318 issued and outstanding shares of the Issuer's Class A common stock as of February 19, 2016, as reported in the Issuer's annual report filed with the SEC on February 29, 2016, plus all Class A Shares into which the Class B Shares beneficially owned by Mr. Stad are convertible, plus the 320,000 Class A Shares which converted from Class B Shares to Class A Shares in connection with the March 1 and March 7, 2016 purchases reported herein.

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

7. Sole Voting Power

0

Number of 8. Shared Voting Power

Shares

Beneficially 1,393,904 shares of Class B Common Stock

Owned by

Each 1,597,017 shares of Class A Common Stock

9. Sole Dispositive Power

Reporting

Person 0

With

10. Shared Dispositive Power

1,393,904 shares of Class B Common Stock

1,597,017 shares of Class A Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,393,904 shares of Class B Common Stock

1,597,017 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

25.35%²

14. Type of Reporting Person (See Instructions)

IA

² Percentage calculations are based upon 10,086,318 issued and outstanding shares of the Issuer's Class A common stock as of February 19, 2016, as reported in the Issuer's annual report filed with the SEC on February 29, 2016, plus all Class A Shares into which the Class B Shares beneficially owned by Dragoneer Investment Group, LLC are convertible, plus the 320,000 Class A Shares which converted from Class B Shares to Class A Shares in connection with the March 1 and March 7, 2016 purchases reported herein.

CUSIP No. 03783C100

1. Names of Reporting Persons

Dragoneer Apartment, 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

810,282 shares of Class B Common Stock

Reporting 9. Sole Dispositive Power

Person

With 0

10. Shared Dispositive Power

810,282 shares of Class B Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

810,282 shares of Class B Common Stock

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

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13. Percent of Class Represented by Amount in Row 11

7.22%³

14. Type of Reporting Person (See Instructions)

OO

³ Percentage calculations are based upon 10,086,318 issued and outstanding shares of the Issuer's Class A common stock as of February 19, 2016, as reported in the Issuer's annual report filed with the SEC on February 29, 2016, plus all Class A Shares into which the Class B Shares beneficially owned by Dragoneer Apartment, LLC are convertible, plus the 320,000 Class A Shares which converted from Class B Shares to Class A Shares in connection with the March 1 and March 7, 2016 purchases reported herein.

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

1,597,017 shares of Class A Common Stock

Reporting 9. Sole Dispositive Power

Person

With 0

10. Shared Dispositive Power

1,597,017 shares of Class A Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,597,017 shares of Class A Common Stock

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

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13. Percent of Class Represented by Amount in Row 11

15.35%⁴

14. Type of Reporting Person (See Instructions)

PN

⁴ Percentage calculations are based upon 10,086,318 issued and outstanding shares of the Issuer's Class A common stock as of February 19, 2016, as reported in the Issuer's annual report filed with the SEC on February 29, 2016, plus the 320,000 Class A Shares which converted from Class B Shares to Class A Shares in connection with the March 1 and March 7, 2016 purchases reported herein.

AMENDMENT NO. 5 TO SCHEDULE 13D

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 4, 2016, February 8, 2016 and February 10, 2016 (the Schedule 13D). Terms defined in the Schedule 13D are used herein as so defined. Except as specifically provided herein, this amendment (Amendment No.5) does not modify any of the information previously reported on the Statement

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

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

On February 10, 2016, Dragoneer Global Fund II purchased 8,100 shares of the Issuer's Class A Common Stock for \$12.94 per share. On February 12, 2016, Dragoneer Global Fund II purchased 5,450 shares of the Issuer's Class A Common Stock for \$12.89 per share. On February 16, 2016, Dragoneer Global Fund II purchased 200 shares of the Issuer's Class A Common Stock for \$12.98 per share. On February 23, 2016, Dragoneer Global Fund II purchased 23,000 shares of the Issuer's Class A Common Stock for \$12.83 per share. On March 1, 2016, Dragoneer Global Fund II purchased 35,000 shares of the Issuer's Class A Common Stock for \$12.00 per share. On March 1, 2016, Dragoneer Global Fund II purchased 225,000 shares of the Issuer's Class A Common Stock for \$12.00 per share. On March 7, 2016, Dragoneer Global Fund II purchased 60,000 shares of the Issuer's Class A Common Stock for \$12.00 per share. The source of funds for the acquisition of the Class A Common Stock by Dragoneer Global Fund II was capital contributions of the partners of Dragoneer Global Fund II.

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:

Pursuant to Rule 13d-3(d)(1), all Class B Common Stock (which are convertible into Class A Common Stock) held by the Reporting Persons were deemed to be converted for the purposes of (i) determining the aggregate amount of Class A Common Stock beneficially owned by the Reporting Persons and (ii) calculating the percentages of the Class A Common Stock owned by such person. Consequently, all Class A Common Stock amounts and percentages have been determined by including the Class B Common Stock held by such Reporting Persons. The percentages of ownership set forth below are based on 10,086,318 shares of Class A Common Stock outstanding as of February 19, 2016, plus the 320,000 Class A Shares which converted from Class B Shares to Class A Shares in connection with the March 1 and March 7, 2016 purchases reported herein.

(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 143,647 shares of Class B Common Stock and may be deemed to share investment or voting power with respect to 1,597,017 shares of Class A Common Stock and 1,393,904 shares of Class B Common Stock held by the Dragoneer Entities and certain other managed accounts. In aggregate, Mr. Stad may be deemed to beneficially own 1,597,017 shares of Class A Common Stock and 1,537,551 shares of Class B Common Stock.

Dragoneer Adviser is a registered investment adviser and acts as investment manager to affiliates of Dragoneer Apartment Fund and Dragoneer Global Fund II and as a result may be deemed to share voting and dispositive power with respect to the 1,597,017 shares of Class A Common Stock held by Dragoneer Global Fund II and the 1,393,904 shares of Class B Common Stock held by Dragoneer Apartment Fund and certain other managed accounts. In

aggregate, Dragoneer Adviser may be deemed to beneficially own 1,597,017 shares of Class A Common Stock and 1,393,904 shares of Class B Common Stock.

Dragoneer Apartment Fund holds 810,282 shares of Class B Common Stock (the Dragoneer Apartment shares) and may be deemed to share voting and dispositive power with respect to such shares. As the manager of Dragoneer Apartment Fund, Dragoneer Global GP may also be deemed to share voting and dispositive power with respect to the Dragoneer Apartment shares.

Dragoneer Global Fund II holds 1,597,017 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 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

On March 1, 2016, Dragoneer Global Fund II purchased 35,000 shares of the Issuer's Class A Common Stock for \$12.00 per share from Jason Randall, in a private transaction pursuant to a stock transfer agreement by and between Dragoneer Global Fund II and Jason Randall.

On March 1, 2016, Dragoneer Global Fund II purchased 225,000 shares of the Issuer's Class A Common Stock for \$12.00 per share from Jon Walker, in a private transaction pursuant to a stock transfer agreement by and between Dragoneer Global Fund II and Jon Walker.

On March 7, 2016, Dragoneer Global Fund II purchased 60,000 shares of the Issuers Class A Common Stock for \$12.00 per share from Brian Donahoo, in a private transaction pursuant to a stock transfer agreement by and between Dragoneer Global Fund II and Brian Donahoo.

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 in the last 60 days, other than as described in Item 3.

(d) Not applicable.

(e) Not applicable.

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: March 7, 2016

Marc Stad

By: /s/ Marc Stad

DRAGONEER INVESTMENT GROUP, LLC

By: /s/ Pat Robertson
Name: Pat Robertson
Chief Operating Officer

DRAGONEER APARTMENT, LLC

By: Dragoneer Global GP, LLC
Its: Manager

By: /s/ Pat Robertson
Name: Pat Robertson

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.