

STAD MARC
Form 4
August 03, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STAD MARC

(Last) (First) (Middle)

ONE LETTERMAN
DRIVE, BUILDING D, SUITE
M500

(Street)

SAN FRANCISCO, CA 94129

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
APPFOLIO INC [APPF]

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|-------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class A Common Stock | 08/01/2017 | | S | | 1,155 | D | \$ 34.9 68,568 | D |
| Class A Common Stock | 08/01/2017 | | S | | 23,845 | D | \$ 34.9 1,611,413 | I <u>(1)</u> <u>(2)</u> |
| Class A Common Stock | 08/03/2017 | | S | | 2,311 | D | \$ 34.2 66,257 | D |
| Class A Common Stock | 08/03/2017 | | S | | 47,689 | D | \$ 34.2 1,563,724 | I <u>(1)</u> <u>(2)</u> |

Refer to Footnote (1) (2)

Refer to

| | | | | | | | | | |
|----------------------|------------|--|---|--------|---|----------|-----------|-------------------------|-----------------------------------------------|
| Common Stock | | | | | | | | | Footnote <u>(1)</u> <u>(2)</u> |
| Class A Common Stock | 08/03/2017 | | S | 1,054 | D | \$ 34.24 | 65,203 | D | |
| Class A Common Stock | 08/03/2017 | | S | 21,746 | D | \$ 34.24 | 1,541,978 | I <u>(1)</u> <u>(2)</u> | Refer to Footnote <u>(1)</u> <u>(2)</u> |

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.

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(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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STAD MARC ONE LETTERMAN DRIVE BUILDING D, SUITE M500 SAN FRANCISCO, CA 94129 | | X | | |
| DRAGONEER GLOBAL FUND II, L.P. ONE LETTERMAN DRIVE BUILDING D, SUITE M500 SAN FRANCISCO, CA 94129 | | X | | |
| Dragoneer Apartment, LLC 1 LETTERMAN DRIVE | | X | | |

BUILDING D, SUITE M500
 SAN FRANCISCO, CA 94129

Signatures

| | |
|-------------------------------------------------------------------------------------------------------|------------|
| /s/Marc Stad | 08/03/2017 |
| __Signature of Reporting Person | Date |
| Dragoneer Global Fund II, L.P., By Dragoneer Global GP II, LLC, its general partner, /s/Pat Robertson | 08/03/2017 |
| __Signature of Reporting Person | Date |
| Dragoneer Apartment, LLC, By Dragoneer Global, LLC, its manager, /s/Pat Robertson | 08/03/2017 |
| __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).

Mr. Stad is the managing member of Dragoneer Global GP, LLC ("Dragoneer GP"), Dragoneer Global GP II, LLC ("Global GP II"), and Dragoneer Investment Group, LLC ("Dragoneer Adviser"). Dragoneer GP is the manager of Dragoneer Apartment, LLC ("Dragoneer Apartment Fund") and Global GP II is the general partner of Dragoneer Global Fund II, L.P. ("Dragoneer Global Fund II" and, together with Dragoneer GP, Dragoneer Adviser, Dragoneer Apartment Fund, and Global GP II, the "Dragoneer Entities") which, along with

(1) certain other funds and managed accounts associated with the Dragoneer Entities and Mr. Stad, sold shares of Class A Common Stock reported in the table above. On August 1, 2017 and August 3, 2017, respectively, Dragoneer Global Fund II sold 14,214 and 41,392 shares of Class A Common Stock, Dragoneer Apartment Fund sold 5,598 and 16,302 shares of Class A Common Stock, and certain other funds and managed accounts sold 4,033 and 11,741 shares of Class A Common Stock.

By virtue of the foregoing relationships, Mr. Stad and each of the Dragoneer Entities may be deemed to share beneficial ownership of

(2) some or all of the securities reported 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.