

Cornerstone OnDemand Inc
Form 8-K
June 13, 2016

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

June 8, 2016

Cornerstone OnDemand, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-35098
(Commission File Number)

13-4068197
(IRS Employer

Identification No.)

1601 Cloverfield Blvd.

Suite 620 South

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Santa Monica, CA 90404

(Address of principal executive offices, including zip code)

(310) 752-0200

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 8, 2016, Cornerstone OnDemand, Inc. (the **Company**) held its 2016 annual meeting of stockholders (the **Annual Meeting**). Present at the Annual Meeting in person or by proxy were holders of 49,434,731 shares of the Company's common stock, representing 89.8% of the voting power of the shares of the Company's common stock as of April 15, 2016, the record date for the Annual Meeting, and constituting a quorum for the transaction of business. The matters before the Annual Meeting are described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 29, 2016.

Proposal 1 Election of Directors. The following nominees were elected as Class II directors to serve until the 2019 annual meeting of stockholders and until their respective successors are duly elected and qualified:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|------------------|-----------------------|-------------------------|
| Harold Burlingame | 45,621,279 | 1,017,839 | 2,795,613 |
| James McGeever | 45,086,315 | 1,552,803 | 2,795,613 |

Proposal 2 Ratification of the Appointment of Independent Registered Public Accounting Firm. The appointment of PricewaterhouseCoopers LLC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 was ratified by the stockholders by the vote set forth in the table below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 49,174,114 | 157,800 | 102,817 | |

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.

CORNERSTONE ONDEMAND, INC.

By: /s/ Adam Weiss
Adam Weiss
Senior Vice President, Administration &
General Counsel

Date: June 13, 2016