

APPFOLIO INC
Form SC 13D/A
March 28, 2017

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 8)*

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 22, 2017

(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)

6. Citizenship or Place of Organization

United States Citizen

7. Sole Voting Power

Number of

Shares 112,045 shares of Class B Common Stock

Beneficially 31,602 shares of Class A Common Stock
8. Shared Voting Power

Owned by

Each 1,087,246 shares of Class B Common Stock

Reporting 2,124,003 shares of Class A Common Stock

Person 9. Sole Dispositive Power

With

112,045 shares of Class B Common Stock

31,602 shares of Class A Common Stock

10. Shared Dispositive Power

1,087,246 shares of Class B Common Stock

2,124,003 shares of Class A Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,199,291 shares of Class B Common Stock

2,155,605 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

25.30%¹

14. Type of Reporting Person (See Instructions)

IN

¹ Percentage calculations are based upon 11,720,831 issued and outstanding shares of the Issuer's Class A common stock as of February 16, 2017, as reported in the Issuer's annual report on Form 10-K filed with the SEC on February 27, 2017, plus 338,261 shares of Class B Common Stock converted to shares of Class A Common Stock by the Dragoneer Entities and Mr. Stad, plus all Class A Shares into which the Class B Shares beneficially owned by Mr. Stad are convertible.

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

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,087,246 shares of Class B Common Stock

Reporting

2,124,003 shares of Class A Common Stock

Person 9. Sole Dispositive Power

With

0

10. Shared Dispositive Power

1,087,246 shares of Class B Common Stock

2,124,003 shares of Class A Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,087,246 shares of Class B Common Stock

2,124,003 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

24.43%²

14. Type of Reporting Person (See Instructions)

IA

- ² Percentage calculations are based upon 11,720,831 issued and outstanding shares of the Issuer's Class A common stock as of February 16, 2017, as reported in the Issuer's annual report on Form 10-K filed with the SEC on February 27, 2017, plus 338,261 shares of Class B Common Stock converted to shares of Class A Common Stock by the Dragoneer Entities and Mr. Stad, plus all Class A Shares into which the Class B Shares beneficially owned by Dragoneer Investment Group, LLC are convertible.

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

632,021 shares of Class B Common Stock

Reporting

178,262 shares of Class A Common Stock

Person 9. Sole Dispositive Power

With

0

10. Shared Dispositive Power

632,021 shares of Class B Common Stock

178,262 shares of Class A Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

632,021 shares of Class B Common Stock

178,262 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

6.38%³

14. Type of Reporting Person (See Instructions)

OO

- ³ Percentage calculations are based upon 11,720,831 issued and outstanding shares of the Issuer's Class A common stock as of February 16, 2017, as reported in the Issuer's annual report on Form 10-K filed with the SEC on February 27, 2017, plus 338,261 shares of Class B Common Stock converted to shares of Class A Common Stock by the Dragoneer Entities and Mr. Stad, plus all Class A Shares into which the Class B Shares beneficially owned by Dragoneer Apartment, LLC are convertible.

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

1,817,344 shares of Class A Common Stock

Reporting 9. Sole Dispositive Power

Person

With 0

10. Shared Dispositive Power

1,817,344 shares of Class A Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,817,344 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

15.07%⁴

14. Type of Reporting Person (See Instructions)

PN

⁴ Percentage calculations are based upon 11,720,831 issued and outstanding shares of the Issuer's Class A common stock as of February 16, 2017, as reported in the Issuer's annual report on Form 10-K filed with the SEC on February 27, 2017, plus 338,261 shares of Class B Common Stock converted to shares of Class A Common Stock by the Dragoneer Entities and Marc Stad.

AMENDMENT NO. 8 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, February 10, 2016, March 7, 2016, May 18, 2016 and November 15, 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.8) does not modify any of the information previously reported on the Statement.

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

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

On March 22, 2017, Dragoneer Global Fund II sold 240,000 shares of the Issuer's Class A Common Stock for \$23.50 per share. On March 24, 2017, Marc Stad converted 31,602 shares of the Issuer's Class B Common Stock into an equal number of shares of Class A Common Stock, Dragoneer Apartment Fund converted 178,262 shares of the Issuer's Class B Common Stock into an equal number of shares of Class A Common Stock and certain other funds and managed accounts associated with the Dragoneer Entities and Marc Stad converted 128,397 shares of the Issuer's Class B Common stock into an equal number of shares of Class A Common Stock.

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 11,720,831 shares of Class A Common Stock outstanding as of February 16, 2017.

(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 31,602 shares of Class A Common Stock and 112,045 shares of Class B Common Stock and may be deemed to share investment or voting power with respect to 2,124,003 shares of Class A Common Stock and 1,087,246 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 2,155,605 shares of Class A Common Stock and 1,199,291 shares of Class B Common Stock.

Dragoneer Adviser is a registered investment adviser and acts as investment manager to Dragoneer Apartment Fund, Dragoneer Global Fund II and certain other managed accounts and as a result may be deemed to share voting and dispositive power with respect to the 1,817,344 shares of Class A Common Stock held by Dragoneer Global Fund II and the 306,659 shares of Class A Common Stock and the 1,087,246 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 2,124,003 shares of Class A Common Stock and 1,087,246 shares of Class B Common Stock.

Dragoneer Apartment Fund holds 178,262 shares of Class A Common Stock and 632,021 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 1,817,344 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 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 28, 2017

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.