

Edgar Filing: Cornerstone OnDemand Inc - Form SC 13D/A

Cornerstone OnDemand Inc  
Form SC 13D/A  
May 17, 2018

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

SCHEDULE 13D  
(Amendment No. 1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Cornerstone OnDemand, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.0001 par value per share  
-----  
(Title of Class of Securities)

21925Y103  
-----  
(CUSIP Number)

Robert G. Moses  
RGM Capital, LLC  
9010 Strada Stell Court  
Suite 105  
Naples, FL 34109  
(239)-593-1280  
-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

May 11, 2018  
-----  
(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 Rule 240.13d-1(b) (e), 240.13d-1(f) or 240.13d-1(g) check the following box [ ].

CUSIP NO. 21925Y103  
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1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

RGM Capital, LLC  
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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS\*

WC

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5. CHECK BOX 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  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
PERSON WITH

8. SHARED VOTING POWER  
2,015,067

9. SOLE DISPOSITIVE POWER  
0

10. SHARED DISPOSITIVE POWER  
2,015,067

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,015,067

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.49%

14. TYPE OF REPORTING PERSON

IA, OO

CUSIP NO. 21925Y103

1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE  
PERSON (entities only)

Robert G. Moses

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. SOLE VOTING POWER

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0

|               |                              |
|---------------|------------------------------|
| NUMBER OF     | -----                        |
| SHARES        | 8. SHARED VOTING POWER       |
| BENEFICIALLY  | 2,015,067                    |
| OWNED BY EACH | -----                        |
| PERSON WITH   | 9. SOLE DISPOSITIVE POWER    |
|               | 0                            |
|               | -----                        |
|               | 10. SHARED DISPOSITIVE POWER |
|               | 2,015,067                    |

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,015,067

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.49%

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14. TYPE OF REPORTING PERSON

HC, IN

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Preliminary Note: This Amendment No. 1 to Schedule 13D (this "Amendment No. 1") amends the Schedule 13D initially filed by the Reporting Persons on December 5, 2017 (the "Prior Schedule 13D" and, as amended and restated by this Amendment No. 1, this "Schedule 13D"). This Amendment No. 1 amends Items 3, 5 as set forth below. This is the final amendment to the Schedule 13D and constitutes an "exit filing" for the Reporting Persons.

Capitalized terms used without definition in this Amendment No. 1 have the meanings ascribed thereto in the Prior Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The source of funds used to purchase the securities reported herein was the working capital of private investment funds and separately managed accounts. The aggregate funds used by the Reporting Persons to make the purchases was \$66,040,142.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a-b). As of the date hereof, RGM Capital, LLC may be deemed the beneficial owner of 2,015,067 shares of Issuer Common Stock, representing approximately 3.49% of the Issuer's outstanding Common Stock based upon the 57,693,211 outstanding shares of Common Stock as reported in the Issuer's Form 10-Q for the quarterly period ended March 31, 2018.

RGM Capital shares the power to vote or direct the vote of 2,015,067 shares to which this filing relates.

RGM Capital has the sole power to vote or direct the vote of 0 shares to which this filing relates.

RGM Capital shares the power to dispose or direct the disposition of 2,015,067 shares to which this filing relates.

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RGM Capital has the sole power to dispose or direct the disposition of 0 shares to which this filing relates.

As of the date hereof, Robert G. Moses may be deemed the beneficial owner of 2,015,067 shares of Issuer Common Stock, representing approximately 3.49% of the Issuer's outstanding Common Stock based upon the 57,693,211 outstanding shares of Common Stock as reported in the Issuer's Form 10-Q for the quarterly period ended March 31, 2018.

Robert G. Moses shares the power to vote or direct the vote of 2,015,067 shares to which this filing relates.

Robert G. Moses has the sole power to vote or direct the vote of 0 shares to which this filing relates.

Robert G. Moses shares the power to dispose or direct the disposition of 2,015,067 shares to which this filing relates.

Robert G. Moses has the sole power to dispose or direct the disposition of 0 shares to which this filing relates.

(c) The following transactions in the Issuer's Common Stock were effected by the Reporting Persons during the sixty (60) days preceding the date of this report. All of such transactions represent open market transactions.

| Trade Date | Nature of Transaction | Shares  | Price/Share |
|------------|-----------------------|---------|-------------|
| -----      | -----                 | -----   | -----       |
| 03/28/2018 | Purchase              | 25,000  | 38.2500     |
| 04/16/2018 | Sale                  | 27,200  | 43.1284     |
| 04/17/2018 | Sale                  | 150,000 | 43.8451     |
| 04/18/2018 | Sale                  | 160,000 | 44.4969     |
| 04/19/2018 | Sale                  | 35,183  | 44.6483     |
| 05/02/2018 | Sale                  | 18,253  | 45.2228     |
| 05/03/2018 | Sale                  | 19,223  | 45.0127     |
| 05/04/2018 | Sale                  | 25,000  | 45.3523     |
| 05/07/2018 | Sale                  | 4,100   | 45.6184     |
| 05/08/2018 | Sale                  | 75,000  | 45.4241     |
| 05/10/2018 | Sale                  | 35,000  | 48.9809     |
| 05/11/2018 | Sale                  | 74,158  | 48.3597     |
| 05/14/2018 | Sale                  | 16,205  | 47.6701     |
| 05/15/2018 | Sale                  | 170,951 | 47.0831     |
| 05/16/2018 | Sale                  | 200,000 | 47.4248     |

(e) The Reporting Persons ceased to be the beneficial owner of more than 5% of the Common Stock on April 17, 2018.

### SIGNATURES

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.

May 17, 2018

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(Date)

RGM Capital, LLC

By: /s/ Robert G. Moses

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Robert G. Moses, Managing Member

/s/ Robert G. Moses

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Robert G. Moses