

ELLIE MAE INC
Form 4
March 21, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Anderman Sigmund

(Last) (First) (Middle)

C/O ELLIE MAE, INC., 4155
HOPYARD ROAD, SUITE 200

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ELLIE MAE INC [ELLI]

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

03/19/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

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

☒ Form filed by One Reporting Person
☐ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/19/2014 ⁽¹⁾		M	5,000	A \$ 8.85	195,000	D
Common Stock	03/19/2014 ⁽¹⁾		S	5,000	D \$ 29.64	190,000	D
Common Stock	03/20/2014		A	55,000 ⁽²⁾	A \$ 0	245,000	D
Common Stock	03/20/2014 ⁽¹⁾		M	5,000	A \$ 8.85	250,000	D
Common Stock	03/20/2014 ⁽¹⁾		S	5,000	D \$ 28.88	245,000	D

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Common Stock	10,000	I	by 401(k) Plan
Common Stock	399,841	I	by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 8.85 ⁽³⁾	03/19/2014 ⁽¹⁾		M	5,000	⁽⁴⁾ 08/26/2020	Common Stock 5,000
Non-Qualified Stock Option (right to buy)	\$ 8.85 ⁽³⁾	03/20/2014 ⁽¹⁾		M	5,000	⁽⁴⁾ 08/26/2020	Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderman Sigmund C/O ELLIE MAE, INC. 4155 HOPYARD ROAD, SUITE 200 PLEASANTON, CA 94588	X		Chief Executive Officer	

Signatures

/s/ Sigmund Anderman 03/21/2014

**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).
- (1) The exercise and sale of these stock options was completed pursuant to the Rule 10b5-1 trading plan adopted by Sigmund Anderman.
Constitutes shares to be issued following the Compensation Committee of the Board of Directors certification on March 20, 2014 of the achievement of performance goals under 2013 performance share awards. Shares of common stock will be issued on or about April 21, 2014 with 25% of the shares vesting on each of the date of issuance, March 20, 2015, March 20, 2016 and March 20, 2017, subject to continuous service through such dates.
- (2) Reflects a 1-for-3 reverse stock split of the Issuer's outstanding securities effected immediately prior to the effectiveness of the Issuer's S-1 Registration Statement (Commission File No. 333-166438).
- (3) Option vests with respect to 25% of the shares subject thereto on August 26, 2011, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on August 26, 2014.
- (4) The reported transaction is a grant of a derivative security, in which we have left column 8 blank, and have reported the exercise or conversion price of the derivative security in column 2.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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