

Cornerstone OnDemand Inc  
Form 8-K  
June 17, 2013

**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 11, 2013**

**Cornerstone OnDemand, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**001-35098**  
**(Commission**

**13-4068197**  
**(IRS Employer**

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incorporation)

File Number)  
**1601 Cloverfield Blvd.**

Identification No.)

**Suite 620 South**

**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 11, 2013, Cornerstone OnDemand, Inc. (the **Company**) held its 2013 Annual Meeting of Stockholders (the **Annual Meeting**). At the Annual Meeting, proxies representing 42,892,733 shares of the Company's common stock, or approximately 84.1% of the total shares entitled to vote, were present and voted on the following two proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the United States Securities and Exchange Commission on April 30, 2013.

*Proposal One Election of Directors.* The following nominees were elected as Class II directors to serve until the 2016 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified.

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Nonvotes*</b>
James McGeever	38,632,692	543,572	3,716,469
Harold W. Burlingame	38,806,946	369,318	3,716,469

The Company's Board of Directors is comprised of seven members who are divided into three classes with overlapping three-year terms. The term of the Company's Class III directors, Adam L. Miller and R. C. Mark Baker, will expire at the 2014 Annual Meeting of Stockholders. The term of the Company's Class I directors, Byron B. Deeter, S. Steven Singh, and Robert D. Ward, will expire at the 2015 Annual Meeting of Stockholders.

*Proposal 2 Ratification of the Appointment of Independent Registered Public Accounting Firm.* The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for its fiscal year ending December 31, 2013 was ratified.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Nonvotes*</b>
42,281,967	586,740	24,026	

\* Broker nonvotes do not affect the outcome of the election.

**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

General Counsel

Date: June 17, 2013