

Cornerstone OnDemand Inc  
Form 8-K  
March 08, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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)

March 8, 2012

**Cornerstone OnDemand, Inc.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of  
incorporation)

(Commission  
File Number)  
**1601 Cloverfield Blvd.**

(IRS Employer  
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)

(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 1.01 Entry into a Material Definitive Agreement.**

On March 8, 2012, Cornerstone OnDemand, Inc. (the **Company**) entered into a Share Purchase Agreement (the **Purchase Agreement**) among the Company, Dolphin Acquisition Limited, a company incorporated under the laws of New Zealand and a wholly-owned subsidiary of the Company (the **Subsidiary**), Sonar Limited, a company incorporated under the laws of New Zealand (**Sonar**), and each individual or entity listed on Schedule 1.1(a) thereto, and, with respect to Article VIII thereof only, Michael Carden, in his capacity as stockholder representative. Pursuant to the Purchase Agreement and subject to certain purchase price adjustments described therein, the Company will cause the Subsidiary to acquire all of the issued and outstanding shares of Sonar for approximately \$13.0 million in cash and \$1.0 million in restricted shares of common stock of the Company. The transaction is subject to customary closing conditions and is expected to close within 45 days. A copy of the Purchase Agreement will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012.

**Item 8.01 Other Events.**

On March 8, 2012, the Company issued a press release announcing that it entered into an agreement to acquire Sonar. The full text of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>                |
|--------------------|-----------------------------------|
| 99.1               | Press release dated March 8, 2012 |

**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 L. Miller  
Adam L. Miller

President, Chief Executive Officer and Director

Date: March 8, 2012