

APPFOLIO INC
Form 3
June 25, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â STAD MARC
(Last) (First) (Middle)

ONE LETTERMAN DRIVE,
BUILDING C,,Â SUITE 3-950

(Street)

SAN FRANCISCO,Â CAÂ 94129

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/25/2015

3. Issuer Name and Ticker or Trading Symbol
APPFOLIO INC [APPF]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of Shares

(Instr. 5)

			Class B				
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock (2) (3)	22,273	\$ (1)	D	Â
Series B Convertible Preferred Stock	Â (1)	Â (1)	Class B Common Stock (2) (3)	1,539,229	\$ (1)	I (4)	See footnote (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAD MARC ONE LETTERMAN DRIVE, BUILDING C, SUITE 3-950 SAN FRANCISCO, CA 94129	Â	Â X	Â	Â

Signatures

/s/ Marc Stad 06/25/2015

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 Issuer's Series B Convertible Preferred Stock is convertible, at any time at the option of the holder, and will convert into 0.25 shares of Class B Common Stock in connection with the Issuer's initial public offering (the "IPO"). The Series B Convertible Preferred Stock reported in the table above reflects a one-for-four reverse stock split that will occur in connection with the IPO. The Series B Convertible Preferred Stock has no expiration date.

(2) Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer that occurs after the consummation of the IPO, except for any transfers by (i) a partnership or limited liability company that was a registered holder of shares of Class B Common Stock at the effective time of the IPO to anyone who was a partner or member of any such partnership or limited liability company at the effective time, and (ii) a transfer to a "qualified recipient," as defined in the Issuer's amended and restated certificate of incorporation.

(3) (Continued from Footnote 2) The shares of Class B Common Stock have no expiration date. However, all outstanding shares of Class B Common Stock will convert automatically into shares of Class A Common Stock, on a one share for one share basis, on the date when the number of the Issuer's outstanding shares of Class B Common Stock represents less than 10% of the sum of its outstanding shares of Class A Common Stock and Class B Common Stock.

(4) Marc Stad is the managing member of Dragoneer Global GP, LLC ("Dragoneer GP") and Dragoneer Investment Group, LLC ("Dragoneer Adviser"), a registered investment adviser. Dragoneer GP is the manager of Dragoneer Apartment, LLC ("Dragoneer Apartment Fund" and, together with Dragoneer GP and Dragoneer Adviser, the "Dragoneer Entities"). The securities reported in the table above are held by Dragoneer Apartment Fund, Mr. Stad and certain other funds and managed accounts associated with the Dragoneer Entities and Marc Stad. By virtue of the foregoing relationships, Mr. Stad and each of the Dragoneer Entities may be deemed to share beneficial ownership of the securities reported in the table above. Mr. Stad and each of the Dragoneer Entities disclaims beneficial ownership of the reported securities, except to the extent of their respective pecuniary interest therein.

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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