

APPFOLIO INC
Form 4
January 14, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Clarity Ventures, Inc.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1482 EAST VALLEY ROAD, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2016

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

(Street)

4. 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

SANTA BARBARA, CA 93108

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| CLASS A COMMON STOCK | 01/12/2016 | | P | 15,600 | A | \$ 13.05 | 79,000 D <u>(2)</u> |
| | | | | | | <u>(1)</u> | |
| CLASS A COMMON STOCK | 01/12/2016 | | P | 500 | A | \$ 13.05 | 7,979 D <u>(3)</u> |
| | | | | | | <u>(1)</u> | |
| CLASS A COMMON STOCK | 01/13/2016 | | P | 10,200 | A | \$ 12.68 | 89,200 D <u>(2)</u> |
| | | | | | | <u>(4)</u> | |
| CLASS A COMMON STOCK | 01/13/2016 | | P | 400 | A | \$ 12.68 | 8,379 D <u>(3)</u> |

| | | | |
|----------------------------|------------|---------|--------------|
| STOCK | <u>(4)</u> | | |
| CLASS A COMMON STOCK | | 175,025 | D <u>(5)</u> |
| CLASS A COMMON STOCK | | 12,890 | D <u>(6)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 Acquired (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Clarity Ventures, Inc. 1482 EAST VALLEY ROAD SUITE 300 SANTA BARBARA, CA 93108 | | X | | |
| Clarity Ventures, L.P. 1482 EAST VALLEY ROAD SUITE 300 SANTA BARBARA, CA 93108 | | X | | |
| Meadowridge Ventures, L.P. 1482 EAST VALLEY ROAD SUITE 300 | | X | | |

SANTA BARBARA, CA 93108

KARAN STEVEN L
 1482 EAST VALLEY ROAD
 SUITE 300
 SANTA BARBARA, CA 93108 X

HUGHES JASON F
 1482 EAST VALLEY ROAD
 SUITE 300
 SANTA BARBARA, CA 93108 X

Signatures

/s/ Jason F. Hughes,
 attorney-in-fact 01/14/2016

__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).
 The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.85 to \$13.25, inclusive. The reporting persons undertake to provide to AppFolio, Inc., any security holder of AppFolio, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnotes (1) and (4) to this Form 4.
 - (1) These shares are directly owned by Clarity Ventures, L.P. ("Clarity LP"). These shares are indirectly owned by Clarity Ventures, Inc. ("Clarity GP"), as the general partner of Clarity LP. These shares are also indirectly owned by Steven L. Karan ("Mr. Karan"), as the President and 100% owner of Clarity GP, and by Jason F. Hughes ("Mr. Hughes"), as an authorized officer of Clarity GP.
 - (2) These shares are directly owned by Meadowridge Ventures, L.P. ("Meadowridge"). These shares are indirectly owned by Clarity GP, as the general partner of Meadowridge. These shares are also indirectly owned by Mr. Karan, as the President and 100% owner of Clarity GP, and by Mr. Hughes, as an authorized officer of Clarity GP.
 - (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.49 to \$12.84, inclusive.
 - (4) These shares are directly owned by Mr. Karan. These shares are held in the Steven L. Karan Roth IRA.
 - (5) These shares are directly owned by Mr. Hughes. These shares are held in the Jason F. Hughes Roth IRA.
 - (6)

Remarks:

The reporting persons herein collectively form a Section 13(d) "group," together with the Steven L. Karan Revocable Trust da

Exhibit List:

Exhibit 24 ? Confirming Statement (incorporated by reference to Exhibit 24 to the Form 3 filed by the reporting persons with t

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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