

ELLIE MAE INC
Form 4
February 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
Luce Edgar

(Last) (First) (Middle)

C/O ELLIE MAE, INC., 4420
ROSEWOOD DRIVE, SUITE 500

(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)
02/01/2017

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 Financial 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/01/2017 ⁽¹⁾ | | M | | 700 A \$ 46.24 | D | |
| Common Stock | 02/01/2017 ⁽¹⁾ | | S | | 700 D \$ 83.4239 | D | |
| Common Stock | 02/01/2017 ⁽¹⁾ | | M | | 750 A \$ 24.93 | D | |
| Common Stock | 02/01/2017 ⁽¹⁾ | | S | | 750 D \$ 83.4239 | D | |
| | 02/01/2017 ⁽¹⁾ | | M | | 200 A \$ 19.6 | D | |

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Common
Stock

| | | | | | | | |
|-----------------|---------------------------|---|-----|---|------------|--------|---|
| Common Stock | 02/01/2017 ⁽¹⁾ | | \$ | | | | |
| | | S | 200 | D | 83,4239 | 44,689 | D |
| | | | | | <u>(2)</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.

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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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 19.6 | 02/01/2017 ⁽¹⁾ | | M | 200 | ⁽³⁾ | 02/04/2023 | Common Stock | 200 |
| Non-Qualified Stock Option (right to buy) | \$ 24.93 | 02/01/2017 ⁽¹⁾ | | M | 750 | ⁽⁵⁾ | 02/05/2024 | Common Stock | 750 |
| Non-Qualified Stock Option (right to buy) | \$ 46.24 | 02/01/2017 ⁽¹⁾ | | M | 700 | ⁽⁶⁾ | 02/11/2025 | Common Stock | 700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Luce Edgar C/O ELLIE MAE, INC. 4420 ROSEWOOD DRIVE, SUITE 500 PLEASANTON, CA 94588 | | | Chief Financial Officer | |

Signatures

/s/ Edgar A
Luce

02/02/2017

__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 of these stock options was completed pursuant to the reporting person's Rule 10b5-1 trading plan.
The price reported is a weighted average price. The shares were sold in multiple transactions ranging from \$83.0000 to \$83.7100, inclusive. The reporting person undertakes to provide to Ellie Mae, Inc., any security holder of Ellie Mae, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
 - (2) Option vests with respect to 25% of the shares subject thereto on February 4, 2014, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on February 4, 2017.
 - (3) 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.
 - (4) Option vests with respect to 25% of the shares subject thereto on February 5, 2015, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on February 5, 2018.
 - (5) Option vests with respect to 25% of the shares subject thereto on February 11, 2016, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on February 11, 2019.
 - (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.