

ELLIE MAE INC  
Form 4  
June 05, 2013

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Anderman Sigmund

(Last) (First) (Middle)

C/O ELLIE MAE, INC., 4155  
HOPYARD ROAD, SUITE 200

(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)

06/03/2013

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 Executive 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/03/2013 <sup>(1)</sup>               |                                                             | M                                    | 12,500                                                                  | A \$ 1.38                                                                                                          | 12,500                                                                  | D                                                                 |
| Common<br>Stock                       | 06/03/2013 <sup>(1)</sup>               |                                                             | S                                    | 12,500                                                                  | D \$ 22.0278                                                                                                       | 0                                                                       | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 12,489                                                                  | I AFF CRT<br><sup>(3)</sup>                                       |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 10,000                                                                  | I by 401(k)<br>Plan                                               |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 436,841                                                                 | I by Trust<br><sup>(4)</sup>                                      |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares of<br>Underlying<br>Security |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|
| Performance<br>Shares                               | \$ 1.38                                                            | 06/03/2013 <sup>(1)</sup>               |                                                             | M                                    | 12,500                                                                                                       | <sup>(5)</sup> 08/23/2017 <sup>(6)</sup>                       | Common<br>Stock                                                | 12,500                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |           |                               |       |
|-------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                                 | Director      | 10% Owner | Officer                       | Other |
| Anderman Sigmund<br>C/O ELLIE MAE, INC.<br>4155 HOPYARD ROAD, SUITE 200<br>PLEASANTON, CA 94588 | X             |           | Chief<br>Executive<br>Officer |       |

## Signatures

/s/ Sigmund  
Anderman 06/04/2013

\*\*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 exercise and sale of these stock options was completed pursuant to the Rule 10b5-1 trading plan adopted by Sigmund Anderman.  
The price reported is a weighted average price. The shares were sold in multiple transactions ranging from \$22.00 to \$22.31, 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 (2) to this Form 4.
- These shares are held by the AFF Charitable Remainder Trust, of which the reporting person and his wife are trustees. The reporting person disclaims beneficial ownership of the shares except to the extent of his and his wife's pecuniary interest therein.

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- (4) These shares are held by Sigmund Anderman, Trustee of the Sigmund and Susan Anderman Family Trust dated March 3, 2006.
- (5) 100% of the shares subject to the option are fully vested and exercisable.

Option vests in one or more installments upon the achievement of certain performance-based goals related to the per share valuation of the common stock of the Issuer. A pre-determined number of shares subject to the option will vest upon the achievement of a per share valuation of the common stock of the Issuer at certain specified levels by virtue of (i) the price paid for such common stock in a sale of

- (6) the Issuer as reasonably determined by the Board of Directors of the Issuer or (ii) the closing price of such common stock on a U.S. national exchange over a period of at least 20 consecutive trading days. Additional details regarding the aforementioned vesting parameters are provided in the Issuer's Registration Statement on Form S-1 (Commission File No. 333-166438) under "Management - Executive Compensation - Outstanding Equity Awards at 2010 Fiscal Year-End".
- (7) 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.

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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