

APPFOLIO INC
Form 4

December 23, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Keenan Charles J IV

(Last) (First) (Middle)

1229 BURLINGAME
AVENUE, SUITE 201

(Street)

BURLINGAME, CA 94010

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	<u>(1)</u>	12/21/2015	J <u>(2)</u>		118,700		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	118,700	
Class B Common Stock	<u>(1)</u>	12/21/2015	J <u>(2)</u>		14,704		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	14,704	
Class B Common Stock	<u>(1)</u>	12/21/2015	J <u>(2)</u>		14,704		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	14,704	
Class B Common Stock	<u>(1)</u>	12/21/2015	J <u>(2)</u>		39,129		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	39,129	
Class B Common Stock	<u>(1)</u>	12/22/2015	J <u>(3)</u>		19,601		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	19,601	
Class B Common Stock	<u>(1)</u>	12/22/2015	J <u>(3)</u>		40,524		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	40,524	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keenan Charles J IV 1229 BURLINGAME AVENUE SUITE 201 BURLINGAME, CA 94010		X		

Signatures

/s/ Charles J.
Keenan, IV 12/23/2015

**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) These shares are convertible into shares of the Issuer's Class A Common Stock on a one-for-one basis at any time, and the conversion right has no expiration date. All outstanding shares of the Issuer's Class B Common Stock will convert automatically into shares of the Issuer's Class A Common Stock on the date when the number of the outstanding shares of Class B Common Stock represents less than

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10% of the sum of the Issuer's outstanding Class A Common Stock and Class B Common Stock. In addition, each share of Class B Common Stock will convert automatically upon any transfer of such shares, except for certain permitted transfers (including certain transfers to partners and/or members of partnerships or LLCs, as the case may be).

- (2) These shares were acquired in connection with an in-kind, pro-rata distribution from IGSB IVF II, LLC ("IVF") to all of IVF's limited partners for no consideration. Mr. Keenan, as a limited partner of IVF, is not a controlling person of IVF.
- (3) These shares were acquired in connection with an in-kind, pro-rata distribution from IGSB IVP, LLC ("IVP") to all of IVP's limited partners for no consideration. Mr. Keenan, as a limited partner of IVP, is not a controlling person of IVP.
- (4) These shares are owned directly by The Charles and Allison Keenan Family Trust, Dated 6/15/09 ("Family Trust") and indirectly by Charles J. Keenan, IV ("Mr. Keenan") as Trustee of the Family Trust.
- (5) These shares are owned directly by the Charles James Keenan V Trust, Dated 12/15/09 ("Keenan V Trust") and indirectly by Mr. Keenan as a Co-Trustee of the Keenan V Trust.
- (6) These shares are owned directly by the Brody Edward Keenan Trust, Dated 12/15/09 ("Brody Trust") and indirectly by Mr. Keenan as a Co-Trustee of the Brody Trust.
- (7) These shares are owned directly by the Charles J. Keenan IV Millennium Trust ("Millennium Trust") and indirectly by Mr. Keenan as a beneficiary of the Millennium Trust.
- (8) These shares are owned directly by Mr. Keenan and are held in the Charles J. Keenan IV IRA.
- (9) These shares are owned directly by Mr. Keenan and are held in the Charles J. Keenan IV Roth IRA.

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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