

APPFOLIO INC
Form 4
August 18, 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 *
DUCA MAURICE J

(Last) (First) (Middle)

C/O IGSB, INC., 1485 E. VALLEY ROAD, SUITE H

(Street)

SANTA BARBARA, CA 93108

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2016

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/17/2016		J ⁽¹⁾		400,000	D	Ⓛ	400,000 ⁽¹⁾	I ⁽¹⁾	By Duca Fund 12 LLC ⁽¹⁾
Class A Common Stock					300,070			⁽²⁾	D ⁽²⁾	
Class A Common Stock					191,830			⁽³⁾	I ⁽³⁾	By Pension Plan ⁽³⁾

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
DUCA MAURICE J C/O IGSB, INC. 1485 E. VALLEY ROAD, SUITE H SANTA BARBARA, CA 93108		X		

Signatures

/s/ Kimberly Shea, Attorney-in-Fact for Maurice J. Duca
 08/17/2016
 **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).
- (1) The 400,000 shares of Class A Common Stock (the "Contributed Shares") were contributed to Duca Fund 12, LLC, a newly organized limited liability company (the "LLC") which, prior to such contributions, did not have any assets. The contributions were made by a Pension Plan of which Mr. Duca is the sole trustee. In that capacity, Mr. Duca possessed sole voting and dispositive power with respect to all these Contributed Shares prior to the contribution and he continues to possess sole voting and dispositive power over these same Shares following the contribution, in his capacity as sole manager of the LLC. However, Mr. Duca disclaims beneficial ownership of the Contributed Shares except to the extent of his pecuniary interest therein.
 - (2) Mr. Duca continues to own these 300,070 Class A Shares directly.
 - (3) These 191,830 Class A Shares continue to be owned by the Pension Plan of which Mr. Duca is the sole trustee. In that capacity he continues to possess sole voting and investment power over these Class A Shares. However, Mr. Duca does not have and he disclaims any

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pecuniary interest in these Class A Shares.

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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