SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL 3235-0287 OMB Number:

Estimated average burden hours per response: 0.5

1. Name and Ad Mazza Mat	dress of Reportin tthew S	g Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>APPFOLIO INC</u> [APPF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify
(Last) 70 CASTILIA	t) (First) (Middle) CASTILIAN DR		3. Date of Earliest Transaction (Month/Day/Year) 02/10/2023	- X Oncer (give the Other (specify below) below) Chief Legal Officer
(Street) SANTA BARBARA	СА	93117	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)		Feison

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. Transa Code (8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Class A Common Stock ⁽¹⁾	02/10/2023		A		11,118	A	\$ 0	53,721	D	
Class A Common Stock ⁽²⁾	02/10/2023		F		1,283	D	\$124.31	52,438	D	
Class A Common Stock ⁽³⁾	02/10/2023		F		141	D	\$124.31	52,297	D	
Class A Common Stock ⁽⁴⁾	02/10/2023		F		99	D	\$124.31	52,198	D	

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	TransactionofCode (Instr.Derivat8)Securit		of Expiration Date Derivative (Month/Day/Year) Securities			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Security					(A) or Disposed of (D) (Instr. 3, 4 and 5)									
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Consists of Class A Common Stock granted by the Issuer in connection with the vesting on February 10, 2023 of the performance-based restricted stock units (RSUs) granted to the Reporting Person on December 13, 2021 pursuant to the Issuers 2015 Stock Incentive Plan.

2. Consists of Class A Common Stock withheld by the Issuer to satisfy the minimum tax withholding obligations of the Reporting Person arising in connection with the vesting on February 10, 2023 of the performance-based restricted stock units (RSUs) previously granted to the Reporting Person on December 13, 2021 pursuant to the Issuer's 2015 Stock Incentive Plan.

3. Consists of Class A Common Stock withheld by the Issuer to satisfy the minimum tax withholding obligations of the Reporting Person arising in connection with the vesting on February 10, 2023 of the time-based restricted stock units (RSUs) previously granted to the Reporting Person on December 13, 2021 pursuant to the Issuer's 2015 Stock Incentive Plan.

4. Consists of Class A Common Stock withheld by the Issuer to satisfy the minimum tax withholding obligations of the Reporting Person arising in connection with the vesting on February 10, 2023 of the time-based restricted stock units (RSUs) previously granted to the Reporting Person on January 19, 2021 pursuant to the Issuer's 2015 Stock Incentive Plan.

Remarks:

/s/ Matthew S Mazza

02/10/2023 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.