Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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Filed pursuant t	o Sectior	16(a)	of the	Securities	Exchange	Act of	1934

			or Section 30(h) of the Investment Company Act of 1940						
	s of Reporting Person	ė	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>APPFOLIO INC</u> [ APPF ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
RAUTH WILLIAM R III				X	Director	Х	10% Owner		
			-		Officer (give title		Other (specify		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)		below)		
C/O IGSB, INC.			01/15/2020						
1485 E. VALLEY ROAD, SUITE H									
(Street) SANTA BARBARA	CA	93108	4. If Amendment, Date of Original Filed (Month/Day/Year) 01/16/2020	6. Indiv Line) X	idual or Joint/Group Fi Form filed by One F Form filed by More	Reporti			
(City)	(State)	(Zip)							

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	te Execution Date, Transa			4. Securities A Disposed Of (I			5. Amount of Securities Beneficially Owned Following Reported	(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)		(1130.4)

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. Transa Code ( 8)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A)				8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Class B Common Stock	\$0.00	01/15/2020		C <sup>(1)</sup>			20,000 <sup>(1)</sup>	(2)(3)	(2)(3)	Class A Common Stock	20,000(1)	\$0.00 <sup>(1)(2)(3)</sup>	232,859 <sup>(4)</sup>	D	

## Explanation of Responses:

1. The Reporting Person acquired 20,000 shares of AppFolio Class A Common Stock ("Class A Shares") on his conversion of 20,000 shares of AppFolio Class B Common Stock ("Class B Shares") that were owned by the Reporting Person.

2. Each Class B Share is convertible, at any time at the option of the holder, into one Class A Share. In addition, Class B Shares that are sold or otherwise transferred will convert automatically, on a one share-for-one share basis, into Class A Shares, except for (i) any transfer by a partnership or limited liability company that was a registered holder of Class B Shares prior to June 30, 2015 that is made to anyone who was a partner or member of any such partnership or limited liability company prior to June 30, 2015, and (ii) any transfer to a "qualified recipient" (as defined in AppFolio's Amended and Restated Certificate of Incorporation). 3. (Continued from Footnote 2). AppFolio's Class B Shares do not have an expiration date. However, all of the outstanding Class B Shares will convert automatically into Class A Shares, on a one share-for-one share

basis, on the date when the number of the Company's outstanding Class B Shares represents less than 10% of the sum of AppFolio's outstanding Class A and Class B Shares. 4. Due to a typographical error, the number of derivative securities beneficially owned following the reported transaction was incorrectly reported, in Column 9 of Table II, to have been 252,859. The correct number is 232,859 derivative securities and this Form 4/A is being filed to correct the typographical error.

## **Remarks:**

<u>William R. Rauth, III, By: /s/</u> KIMBERLY SHEA

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\*\* Signature of Reporting Person

Date

02/14/2020

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.

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