

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>OBERNDORF WILLIAM E</u>  (Last) (First) (Middle) 615 FRONT STREET  (Street) SAN FRANCISCO CA 94111  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>APPFOLIO INC [ APPF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2017	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	03/03/2017		S		500,000 <sup>(1)</sup>	D	\$23.25	185,269	I	See Footnote <sup>(1)</sup>
Class A common stock	03/07/2017		J <sup>(2)</sup>		2,000	D	<sup>(2)</sup>	631,086	I	See Footnote <sup>(3)</sup>
Class A common stock								506,171	D <sup>(4)</sup>	
Class A common stock								4,100	I	See Footnote <sup>(5)</sup>
Class A common stock								45,900	I	See Footnote <sup>(6)</sup>
Class A common stock								330	I	See Footnote <sup>(7)</sup>
Class A common stock								13,112	I	See Footnote <sup>(8)</sup>

**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 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
OBERNDORF WILLIAM E  
 (Last) (First) (Middle)  
 615 FRONT STREET  
 (Street)  
 SAN FRANCISCO CA 94111  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
OBERNDORF FOUNDATION  
 (Last) (First) (Middle)

615 FRONT STREET

(Street)

SAN FRANCISCO CA

94111

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Oberndorf Investments, LLC

(Last)

(First)

(Middle)

615 FRONT STREET

(Street)

SAN FRANCISCO CA

94111

(City)

(State)

(Zip)

**Explanation of Responses:**

1. These shares are owned directly by the Bill & Susan Oberndorf Foundation, a California corporation ("Oberndorf Foundation"), and were received in a bona fide gift transaction. These shares may be deemed to be indirectly beneficially owned by William E. Oberndorf ("WEO") as a controlling person of Oberndorf Foundation. WEO disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
2. March 7, 2017 distribution by Oberndorf Investments LLC, a Delaware limited liability company ("OBI"), of 2,000 shares to a member.
3. These shares are owned directly by OBI and may be deemed to be indirectly beneficially owned by WEO as the sole controlling person of OBI. WEO disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
4. These shares are held in the self-directed Individual Retirement Account of WEO.
5. These shares are directly owned by WEO's child, Peter C. Oberndorf, and may be deemed to be indirectly beneficially owned by WEO. WEO disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
6. These shares are owned directly by the Peter Oberndorf Irrevocable Trust, dated 6/30/89 ("PCO Trust"), and may be deemed to be indirectly beneficially owned by WEO in his capacity as trustee for the PCO Trust. WEO disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
7. These shares are directly owned by WEO's aunt, Caroline G. Oberndorf, and may be deemed to be indirectly beneficially owned by WEO in his capacity as an authorized signatory for the account of Caroline G. Oberndorf. WEO disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
8. These shares are owned directly by the William E. Oberndorf Irrevocable Trust, dated 6/30/89 ("Oberndorf Irrevocable Trust"), and may be deemed to be indirectly beneficially owned by WEO in his capacity as trustee for the Oberndorf Irrevocable Trust. WEO disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ Gary Scheier, Gary Scheier,  
as Attorney-in-Fact for, 03/07/2017  
William E. Oberndorf

/s/ Gary Scheier, Gary Scheier,  
as Attorney-in-Fact for, Bill & 03/07/2017  
Susan Oberndorf Foundation

/s/ Gary Scheier, Gary Scheier,  
as Attorney-in-Fact for, 03/07/2017  
Oberndorf Investments LLC

\*\* 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.**