## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |  |
|-------------|------|-------|--|

| STATEMENT | OF CHANGES | IN BENEFICIAL | <b>OWNERSHIP</b> |
|-----------|------------|---------------|------------------|
|           |            |               |                  |

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

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

| Name and Address of Reporting Person*     BLISS TIMOTHY K |   |                         |  |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol APPFOLIO INC [ APPF ] |                             |   |                        |   |   |   |  |  |   |                    |                |   |
|---|---|-------------------------|--|---|--|-----------------------------|---|------------------------|---|---|---|--|--|---|--------------------|----------------|---|
| (Last)<br>C/O IGS<br>1485 E.                              | B, INC.   | First)<br>.OAD, SUITE H | (Middle)   |   | 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2020              |                             |   |                        |   |   | Officer (gi<br>below)   | ve title   |  | Other (s<br>below)                                    | pecify             |                |   |
| (Street)<br>SANTA<br>BARBA                                | RA (  | CA CA                   | 93108  |   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                 |                             |   |                        |   | 6. Indiv  | 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)  |   |  |                             |   |                        |   |   |   |  |  |   |                    |                |   |
| 1. Title of S   | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction  3. |                         |  |   |  |                             |   |                        |   |   |   |  |  |   |                    |                |   |
| Date  |   |                         | /Day/Year) Execution Date,<br>if any<br>(Month/Day/Year) |   |  | Transaction Code (Instr. 8) |   | D) (Instr. 3, 4 and 5) |   | Securities<br>Beneficially Owne<br>Following Reporte              |   | Form: Direct (D) or Indirect (I) (Instr. 4)            |  | Indirect<br>Beneficial<br>Ownership                   |                    |                |   |
|   |   |                         |  |   |  |                             | Code  | v                      | Amount  | (A) or<br>(D)   | Price   | Transaction<br>(Instr. 3 and                           |  |   |                    | (Instr. 4)     |   |
|   |   |                         | Table II - I   |   |  |                             |   |                        |   | sed of, or<br>onvertible  |   |  | ned  |   |                    |                |   |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)       | rivative Conversion Curity or Exercise (Month/Day/Year) if any Code (Instr. 3) Price of Derivative Britans (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 8)  |                         | ection<br>(Instr.  | 5. Number of Derivative Securities str. Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |  | ate                         | 7. Title and Amo<br>of Securities<br>Underlying<br>Derivative Secur<br>(Instr. 3 and 4) |                        | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned | /e<br>es<br>ally  | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |                    |                |   |
|   | Security  |                         |  | Code  | v  | (A)                         | (D)   | Date<br>Exerc          | isable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of Shares                    |  | Following<br>Reported<br>Transaction(s)<br>(Instr. 4) |                    | (I) (Instr. 4) |   |
| Class B<br>Common<br>Stock                                | \$0.00  | 07/01/2020              |  | J <sup>(1)</sup>  |  |                             | 300,691 <sup>(1)</sup>  | (2)                    | (3)   | (2)(3)  | Class A<br>Common<br>Stock  | 300,691  | \$0.00   | 3,554,5   | 584 <sup>(4)</sup> | I              | By IGSB<br>IVP III,<br>LLC <sup>(4)</sup>                         |
| Class B<br>Common<br>Stock                                | \$0.00  | 07/01/2020              |  | <b>J</b> (5)  | v  | 28,569 <sup>(5)</sup>       |   | (2)                    | (3)   | (2)(3)  | Class A<br>Common<br>Stock  | 28,569   | \$0.00   | 706,0   | 007                | D              |   |
| Class B<br>Common<br>Stock                                | \$0.00  |                         |  |   |  |                             |   | (2)                    | (3)   | (2)(3)  | Class A<br>Common<br>Stock  | (2)(3)   |  | 993,€   | 527                | I              | By IGSB<br>Internal<br>Venture<br>Fund III,<br>LLC <sup>(6)</sup> |
| Class B<br>Common<br>Stock                                | \$0.00  |                         |  |   |  |                             |   | (2)                    | (3)   | (2)(3)  | Class A<br>Common<br>Stock  | (2)(3)   |  | 528,9   | 981                | I              | By Family<br>Trust  |
| Class B<br>Common<br>Stock                                | \$0.00  |                         |  |   |  |                             |   | (2)                    | (3)   | (2)(3)  | Class A<br>Common<br>Stock  | (2)(3)   |  | 34,0  | 16                 | I              | See<br>footnote <sup>(7)</sup>                                    |
| Class B<br>Common<br>Stock                                | \$0.00  |                         |  |   |  |                             |   | (2)                    | (3)   | (2)(3)  | Class A<br>Common<br>Stock  | (2)(3)   |  | 22,0  | 00                 | I              | See<br>footnote <sup>(8)</sup>                                    |
| Class B<br>Common<br>Stock                                | \$0.00  |                         |  |   |  |                             |   | (2)                    | (3)   | (2)(3)  | Class A<br>Common<br>Stock  | (2)(3)   |  | 49,0  | 16                 | I              | See<br>footnote <sup>(8)</sup>                                    |

## **Explanation of Responses:**

- 1. On July 1, 2020, the investors in one of the investment funds of IGSB IVP III, LLC ("IVP III") approved its distribution of all 300,691 shares of AppFolio Class B Common Stock ("Class B Shares") then held in that investment fund, pro-rata to the investors. No consideration was paid by any of the investors for the respective Class B Shares distributed to them.
- 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 2. Each Class B 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 anytone who was a partner or member of any such partnership or limited liability company that was a registered holder of Class B Shares prior to June 30, 2015 that is made to anytone 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 B Shares.
- 4. These Class B Shares are owned by IVP III, which is managed by Investment Group of Santa Barbara, LLC ("IGSB"). The Reporting Person is one of the members of IGSB and for that reason may be deemed to share voting and dispositive power with IGSB and its other members over these Class B Shares. However, the Reporting Person disclaims beneficial ownership of these Class B Shares, except to the extent of any pecuniary interest he may have therein.
- 5. The Reporting Person received 28,569 Class B Shares from the pro-rata distribution of 300,691 Class B Shares from an investment fund of IVP III to its investors (See footnote 1 above). No consideration was paid by the Reporting Person or any of the other investors for the respective Class B Shares distributed to them from that investment fund. The distribution of those 28,569 Class B Shares changed only the form of the Reporting Person's beneficial ownership of those Shares from indirect to direct.
- 6. These Class B Shares are owned by IGSB Internal Venture Fund III LLC, a private investment fund that also is managed by IGSB. The Reporting Person is one of the members of IGSB and may be deemed to share voting and dispositive power over these Class B Shares with IGSB and its other members. However, the Reporting Person disclaims beneficial ownership of these Class B Shares, except to the extent of any pecuniary interest he may have therein.
- 7. These Class B Shares are owned by a grantor trust. The Reporting Person is the trustee of that trust and, in that capacity, possesses sole voting and dispositive power over these Class B Shares. However, he is not a beneficiary of the trust and does not have and he disclaims any pecuniary interest in these Class B Shares.
- 8. These Class B Shares are owned by another grantor trust. The Reporting Person is the trustee of that trust and, in that capacity, possesses sole voting and dispositive power over these Class B Shares. However, he is not a beneficiary of the trust and does not have and he disclaims any pecuniary interest in these Class B Shares

## Remarks:

Timothy K. Bliss, By: /s/ Kimberly Shea, Attorney-in-Fact 07/06/2020 for Timothy K. Bliss

\*\* 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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