SEC Form 4

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person [*] Mazza Matthew S			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					
(Last) 70 CASTILIA	(First) N DR	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2023	X Officer (give title Other (specify below) below) Chief Legal Officer					
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street) SANTA BARBARA	CA	93117		Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
, (City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication	_1					
			Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						

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)	Transaction		4. Securities Disposed Of 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	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Class A Common Stock ⁽¹⁾	08/10/2023		F		460	D	\$172.61	50,909	D		
Class A Common Stock ⁽²⁾	08/10/2023		F		202	D	\$172.61	50,707	D		
Class A Common Stock ⁽³⁾	08/10/2023		F		167	D	\$172.61	50,540	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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo of (D (Insti	5. Number of Derivative Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate	Deriv	int of rities rlying ative rity (Instr.	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	Title	Amount or Number of Shares				

Explanation of Responses:

1. Consists of Class A Common Stock withheld by the Issuer to satisfy the minimum tax withholding obligations arising in connection with the vesting of 8.33% of the performance-based restricted stock units (PSUs) previously granted to the Reporting Person on December 13, 2021 pursuant to the Issuer's 2015 Stock Incentive Plan.

2. Consists of Class A Common Stock withheld by the Issuer to satisfy the minimum tax withholding obligations arising in connection with the vesting of 6.25% 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.

3. Consists of Class A Common Stock withheld by the Issuer to satisfy the minimum tax withholding obligations arising in connection with the vesting of 6.25% of the time-based restricted stock units (RSUs) previously granted to the Reporting Person on January 24, 2023 pursuant to the Issuer's 2015 Stock Incentive Plan.

Remarks:

<u>/s/ Matthew S Mazza</u>

** Signature of Reporting Person Date

08/14/2023

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.