
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 24, 2019 (May 23, 2019)

Appian Corporation

(Exact name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-38098

(Commission File Number)

54-1956084

(IRS Employer
Identification No.)

11955 Democracy Drive, Suite 1700, Reston, Virginia

(Address of Principal Executive Offices)

20190

(Zip Code)

Registrant's Telephone Number, Including Area Code: (703) 442-8844

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock	APPN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company x

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 23, 2019, Appian Corporation (the “Company”) entered into a Stock Option Grant Agreement (the “Option Grant Agreement”) with Matthew Calkins, the Company’s Chief Executive Officer and Chairman of the Company’s Board of Directors, pursuant to which the Company granted Mr. Calkins an option to purchase 700,000 shares of the Company’s Class A common stock under the Company’s 2017 Equity Incentive Plan (the “Plan”), with an exercise price equal to the closing price of the Company’s Class A common stock on such date. The option will vest if the price per share of the Company’s Class A common stock closes at or above 2.5 times the trailing 45-day average closing price of the Company’s Class A common stock prior to the date of grant (the “Vesting Price Threshold”) during every business day of a 90-calendar day period, or if the Company engages in a Corporate Transaction (as defined in the Plan) in which the Company’s Class A common stock is valued at or above the Vesting Price Threshold.

In connection with the Option Grant Agreement, on May 23, 2019, Mr. Calkins sent a letter to the Company’s Board of Directors stating that he intends to donate 100% of the income from any sales of shares acquired upon exercise of the option under the Option Grant Agreement to a charitable organization or charitable foundation. A copy of the letter is filed herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Letter to the Board of Directors, dated May 23, 2019, from Matthew Calkins.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Appian Corporation

Date: May 24, 2019

By:

/s/ Mark Lynch

Mark Lynch
Chief Financial Officer

May 23, 2019

Michael Mulligan
Chairman, Compensation Committee
Appian Corporation
11955 Democracy Drive
Reston, VA 20190

Dear Mike:

I have been informed that, at the recommendation of the Compensation Committee, the Board will be taking into consideration an award to me of an option to purchase 700,000 shares of Appian that will vest only if Appian's share price rises by two and a half times in the next five years. The structure of the award is such that Appian's shareholders will see a great benefit if the option vests and I obtain this additional compensation. Indeed, this option grant will mirror, in many ways, the option grant provided to me by the Board in 2016 that called for a tripling of the per-share value of Appian before it vested. As you know, that option grant vested in the summer of 2018.

While I greatly appreciate that structure and the additional compensation, I wanted to inform the Board that it is my intention to donate 100% of the income from this award to charity if and when I am able to exercise the option. I may donate the income from the award directly to a charity or set of charities, or, alternatively, to a foundation established by me to further charitable causes. In either case, the benefits of the award will be felt more generally by Appian's shareholders and the recipients of the charitable donations rather than myself.

I want to thank the Board for its consideration of the proposed award.

Sincerely,

Matthew Calkins
Chairman & CEO
Appian Corporation