FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OIVID 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*     MOTT DAVID M   |  |  |   |  |                   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol APPIAN CORP [ APPN ] |                  |                  |  |   |                    |   |   |                                      | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner |  |  |  |  |  |
|--|--|--|---|--|-------------------|---|------------------|------------------|--|---|--------------------|---|---|--------------------------------------|---|--|--|--|--|--|
| (Last)<br>1954 GR<br>SUITE 6   | EENSPRIN   | •  | (Middle)  |  |                   | 3. Date of Earliest Transaction (Month/Day/Year) 11/27/2017             |                  |                  |  |   |                    |   |   |                                      | Officer<br>below)   | (give title  |  | Other (s<br>below)   | pecify   |  |
| (Street)   |  | ID   |   | 4. If Amendment, Date of Original Filed (Month/Day/Year) |                   |   |                  |                  |  |   |                    | Line)   | Individual or Joint/Group Filing (Check Applicable ne)  X Form filed by One Reporting Person Form filed by More than One Reporting Person |                                      |   |  |  |  |  |  |
| (City)   | (S   | tate)                                      | (Zip)   |  |                   |   |                  |                  |  |   |                    |   |   |                                      |   |  |  |  |  |  |
|  | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |   |  |                   |   |                  |                  |  |   |                    |   |   |                                      |   |  |  |  |  |  |
| 1. Title of Security (Instr. 3)  2. Transar Date (Month/D  |  |  |   |  | Execution Date,   |   | Transaction Disp |                  |  | curities Acquired (A) o<br>osed Of (D) (Instr. 3, 4 a |                    |   | Beneficia<br>Owned F  | s<br>Illy<br>ollowing                | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)                             |  | 7. Nature of Indirect Beneficial Ownership |  |  |  |
|  |  |  |   |  |                   |   |                  | Code             | v  | Amount  | (A)<br>(D)         | or  | Price   | Reported<br>Transacti<br>(Instr. 3 a | ion(s)  |  |  | (Instr. 4)   |  |  |
| Class A Common Stock 11/27   |  |  |   | 11/27/   | 7/201             | 2017  |                  | C <sup>(1)</sup> |  | 569,62  | 20 A               |   | (2)(3)  | 569                                  | ),620   |  |  | See Note<br>4 <sup>(4)</sup>   |  |  |
| Class A Common Stock 11/27/  |  |  |   | /2017  |                   | S   |                  | 569,62           | 20 I   | )   | \$19.49            |   | 0   |                                      |   | See Note<br>4 <sup>(4)</sup>   |  |  |  |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |  |   |  |                   |   |                  |                  |  |   |                    |   |   |                                      |   |  |  |  |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security            | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Da<br>if any<br>(Month/Day/ | ate, Tra   | ransac<br>ode (Ir |   | Derivative E     |                  | 6. Date Exercis<br>Expiration Date<br>(Month/Day/Yea |   | •                  | 7. Title and Am<br>of Securities<br>Underlying<br>Derivative Secu<br>(Instr. 3 and 4) |   | curity                               | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)   | 9. Number derivative Securities Beneficia Owned Following Reported Transacti | e<br>s<br>ally<br>g                        | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |  |  |   | Coc  | ode               | v   | (A)              | (D)              | Date<br>Exercisal                                    |   | Expiration<br>Date | Title   | or<br>Nu  | nount<br>Imber<br>Shares             |   | (Instr. 4)   | .5.1(3)                                    |  |  |  |
| Class B<br>Common<br>Stock   | (2)(3)   | 11/27/2017                                 |   | С  | C <sup>(1)</sup>  |   |                  | 569,620          | (2)(3)   |   | (2)(3)             | Class A<br>Common<br>Stock  |   | 59,620                               | \$0.00  | 2,724,2  | 202  | I  | See Note<br>4 <sup>(4)</sup>                                       |  |

## **Explanation of Responses:**

- 1. Pursuant to the terms of the Class B Common Stock, New Enterprise Associates 14, L.P. ("NEA 14") converted shares of Class B Common Stock into shares of Class A Common Stock.
- 2. Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock and has no expiration date. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (1) any transfer, whether or not for value and whether voluntary or involuntary or by operation of law, except for certain transfers described in the Issuer's certificate of incorporation, including, without limitation, certain transfers for tax and estate planning purposes or (continued to Footnote (3))
- 3. (continued from Footnote (2)) (2) the death or disability, as defined in the Issuer's certificate of incorporation, of the applicable Class B common stockholder (or nine months after the date of death or disability if the stockholder is one of the Issuer's founders). In addition, on the first trading day following the date on which the outstanding shares of Class B Common Stock represent less than 10% of the aggregate voting power of the Issuer's then outstanding capital stock, all outstanding shares of Class B Common Stock shall convert automatically into Class A Common Stock, and no additional shares of Class B Common Stock will be issued.
- 4. The Reporting Person is a director of NEA 14 GP, LTD, which is the sole general partner of NEA Partners 14, L.P. ("NEA Partners 14"). NEA Partners 14 is the sole general partner of NEA 14, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 14 shares in which the Reporting Person has no pecuniary interest.

## Remarks:

/s/ Sasha Keough, attorney-infact 11/27/2017

\*\* 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.

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