FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ton, D.C. 20549

OMB APPROVAL

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

Class A Common Stock

Class A Common Stock

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' (Check all applicable) APPIAN CORP [APPN] Lynch Mark Steven 10% Owner Director Officer (give title Other (specify X below) below) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) Chief Financial Officer 02/24/2020 C/O APPIAN CORPORATION 7950 JONES BRANCH DRIVE 6. Individual or Joint/Group Filing (Check Applicable Line) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) Form filed by One Reporting Person **TYSONS** 22102 VA Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 2. Transaction 1. Title of Security (Instr. 3) 2A. Deemed 5. Amount of 6. Ownership 7. Nature of Execution Date, Securities Beneficially orm: Direct Indirect Beneficial (Month/Day/Year) if any Code (Instr. (D) or Indirect Owned Following (Month/Day/Year) 8) (I) (Instr. 4) Ownership (Instr. 4) Reported (A) or (D) Transaction(s) Code Amount Price (Instr. 3 and 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 $C^{(1)}$

C⁽¹⁾

S⁽⁴⁾

4,000

12,000

16,000

A

A

D

(2)(3)

(2)(3)

\$45.77

9,400

21,400

5,400

D

D

D

(cig., pato, cano, maranto, 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)		5. Numl Derivati Securiti Acquire Dispose (D) (Instand 5)	ve es ed (A) or ed of	6. Date Exerc Expiration Day/\(^1\)	ate	7. Title an of Securit Underlyin Derivative (Instr. 3 an	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	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		(Instr. 4)		
Employee Stock Option (Right to Buy)	\$4.105	02/24/2020		М			4,000	(5)	01/07/2025	Class B Common Stock	4,000	\$0	0	D	
Class B Common Stock	(2)(3)	02/24/2020		М		4,000		(2)(3)	(2)(3)	Class A Common Stock	4,000	\$4.105	4,000	D	
Class B Common Stock	(2)(3)	02/24/2020		C ⁽¹⁾			4,000	(2)(3)	(2)(3)	Class A Common Stock	4,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$9.46	02/24/2020		М			12,000	(6)	07/20/2026	Class B Common Stock	12,000	\$0	98,000	D	
Class B Common Stock	(2)(3)	02/24/2020		М		12,000		(2)(3)	(2)(3)	Class A Common Stock	12,000	\$9.46	12,000	D	
Class B Common Stock	(2)(3)	02/24/2020		C ⁽¹⁾			12,000	(2)(3)	(2)(3)	Class A Common Stock	12,000	\$0	0	D	

Explanation of Responses:

1. Pursuant to the terms of the Class B Common Stock, the Reporting Person converted shares of Class B Common Stock into shares of Class A Common Stock

02/24/2020

02/24/2020

02/24/2020

- 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 prepared to the Stock prepared to t
- 4. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 15, 2019.
- 5. Fully vested
- 6. This option vested in five equal annual installments commencing on July 20, 2017 and on each of the next four anniversaries thereof, subject to the Reporting Person's continued service to the Issuer through each vesting date.

Remarks:

** 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.