SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number 3235-0104 Estimated average burden hours per response: 0.5

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

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 <sup>*</sup> Biddle Albert G.W. III			2. Date of Event Requiring Statement (Month/Day/Year) 05/24/2017	tement	3. Issuer Name and Ticker or Trading Symbol APPIAN CORP [ APPN ]					
					4. Relationship of Reporting Pe (Check all applicable)	(Month/Day/Year)				
11955 DEMOCRACY DRIVE SUITE 1700 (Street)					X Director X Officer (give title below)	10% Owne Other (spe below)	6. In	dividual or Joint/Group Filing (Check licable Line) Form filed by One Reporting Person Form filed by More than One		
RESTON	VA	20190						Reporting P		
(City)	(State)	(Zip)								
			Table I - No	on-Deriva	tive Securities Beneficia	lly Owned				
1. Title of Security (Instr. 4)			I		2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)4. Na (Instr		uture of Indirect Beneficial Ownership r. 5)		
		(6			ve Securities Beneficially ants, options, convertibl		5)			
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr.		4. Conversion or	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			Date Expiration Exercisable Date	Title	Amount or Number of Shares	Exercise Price of Derivative Security	or Indirect ve (I) (Instr. 5)			
Series A Con	vertible Prefe	rred Stock	(1)	(1)	Class B Common Stock	9,560,982	(1)	I	See Footnote <sup>(2)</sup>	
Series A Convertible Preferred Stock		rred Stock	(1)	(1)	Class B Common Stock	1,687,232	(1)	Ι	See Footnote <sup>(3)</sup>	

## Explanation of Responses:

1. Each share of Series A Convertible Preferred Stock is convertible at any time at the option of the holder into one share of Class B Common Stock, has no expiration date and will convert into shares of Class B Common Stock upon the closing of the Issuer's initial public offering.

2. The reported securities are owned directly by Novak Biddle Venture Partners V, L.P. ("NBVPV"). Novak Biddle Company V, LLC ("NBCV") is the general partner of NBVPV. The Reporting Person and E. Rogers Novak, Jr. (collectively, the "Managing Members") are the managing members of NBCV. Each of NBCV and the Managing Members disclaim beneficial ownership of all the shares owned by the NBVPV and this report shall not be deemed an admission that either is the beneficial owner of such shares for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interests therein.

3. The reported securities are owned directly by NBCV. The Managing Members are the managing members of NBCV. The Managing Members disclaim beneficial ownership of all the shares owned by the NBCV and this report shall not be deemed an admission that they are the beneficial owner of such shares for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interests therein.

## Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

<u>/s/</u>	Lauren Ackerman	n,					
Att	Attorney-in-Fact						

\*\* Signature of Reporting Person Date

05/24/2017

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 5 (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.

POWER OF ATTORNEY Know all by these presents, that the undersigned hereby constitutes and appoints each of Christopher Winters, Lauren Ackermann and Eric Jensen, signing individually, the undersigned's true and lawful attorneys-in fact and agents to: (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of Appian Corporation, Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder and a Form ID, Uniform Application for Access Codes to File on EDGAR; (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to execute such Forms 3, 4, or 5, or Form ID (including any amendments thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority, including creating a new passphrase and generating new EDGAR access codes via the EDGAR filer manager website; and (3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is Appian Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by Appian Corporation, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by Appian Corporation or Cooley LLP. The undersigned has caused this Power of Attorney to be executed as of May 9, 2017.

/s/ A.G.W. "Jack" Biddle, III A.G.W. "Jack" Biddle, III Director