

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

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* <u>Lynch Mark Steven</u> (Last) (First) (Middle) <u>C/O APIAN CORPORATION</u> <u>11955 DEMOCRACY DRIVE, SUITE 1700</u> (Street) <u>RESTON VA 20190</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>APIAN CORP [APPN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2019</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 02/12/2019 | | C ⁽¹⁾ | | 10,000 | A | (2)(3) | 16,950 | D | |
| Class A Common Stock | 02/12/2019 | | C ⁽¹⁾ | | 5,000 | A | (2)(3) | 21,950 | D | |
| Class A Common Stock | 02/12/2019 | | S ⁽⁴⁾ | | 8,063 | D | \$36.08 ⁽⁵⁾ | 6,937 | D | |
| Class A Common Stock | 02/12/2019 | | S ⁽⁴⁾ | | 6,937 | D | \$37.01 ⁽⁶⁾ | 0 | 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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 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 | | | | | |
| Employee Stock Option (Right to Buy) | \$3.67 | 02/12/2019 | | M | | | 10,000 | (7) | 06/03/2024 | Class B Common Stock | \$0 | 10,000 | D | |
| Class B Common Stock | (2)(3) | 02/12/2019 | | M | | 10,000 | | (2)(3) | (2)(3) | Class A Common Stock | \$3.67 | 10,000 | D | |
| Class B Common Stock | (2)(3) | 02/12/2019 | | C ⁽¹⁾ | | 10,000 | | (2)(3) | (2)(3) | Class A Common Stock | \$0 | 0 | D | |
| Employee Stock Option (Right to Buy) | \$9.46 | 02/12/2019 | | M | | 5,000 | | (8) | 07/20/2026 | Class B Common Stock | \$0 | 145,000 | D | |
| Class B Common Stock | (2)(3) | 02/12/2019 | | M | | 5,000 | | (2)(3) | (2)(3) | Class A Common Stock | \$9.46 | 5,000 | D | |
| Class B Common Stock | (2)(3) | 02/12/2019 | | C ⁽¹⁾ | | 5,000 | | (2)(3) | (2)(3) | Class A Common Stock | \$0 | 0 | D | |

Explanation of Responses:

- 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.
- 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))
- (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.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 9, 2018.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.54 to \$36.45, inclusive. The Reporting Person undertakes to provide to Apian Corporation, any security holder of Apian Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote (5).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.59 to \$37.39, inclusive. The Reporting Person undertakes to provide to Apian Corporation, any security holder of Apian Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4).

7. This option vested in five equal installments commencing on June 3, 2015 and on each of the next four anniversaries thereof, subject to the Reporting Person's continued service to the Issuer through each vesting date.

8. 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:

/s/ Angela Patterson, Attorney-
in-Fact

02/14/2019

** 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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