SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APP	ROVAL
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1. Name and Addr		0	2. Issuer Name and Ticker or Trading Symbol <u>APPIAN CORP</u> [APPN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Abdiel Capital Advisors, LP			L _	Director X 10% Owner					
	(First) (Middle) BDIEL CAPITAL		3. Date of Earliest Transaction (Month/Day/Year) 01/25/2023	Officer (give title Other (specify below) below)					
90 PARK AVENUE, 29TH FLOOR		FLOOR	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street) NEW YORK NY 10016		10016		Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person					
(City)	(State)	(Zip)							
		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							

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 Disposed Of	Acquire f (D) (Inst	d (A) or r. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount (A) (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	01/25/2023		Р		7,005	A	\$38.93 ⁽²⁾	9,692,533	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾
Class A Common Stock	01/25/2023		Р		232	A	\$38.93 ⁽²⁾	9,692,765	I	By Abdiel Capital, LP ⁽¹⁾
Class A Common Stock	01/25/2023		Р		22,388	A	\$ 39.46 ⁽³⁾	9,715,153	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾
Class A Common Stock	01/25/2023		Р		744	A	\$39.46 ⁽³⁾	9,715,897	Ι	By Abdiel Capital, LP ⁽¹⁾
Class A Common Stock	01/25/2023		Р		10,917	A	\$ 40.37 ⁽⁴⁾	9,726,814	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾
Class A Common Stock	01/25/2023		Р		362	A	\$40.37 ⁽⁴⁾	9,727,176	I	By Abdiel Capital, LP ⁽¹⁾
Class A Common Stock	01/26/2023		Р		28,197	A	\$ 40.65 ⁽⁵⁾	9,755,373	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾
Class A Common Stock	01/26/2023		Р		914	A	\$40.65 ⁽⁵⁾	9,756,287	Ι	By Abdiel Capital, LP ⁽¹⁾

		Table	I - N	on-Deriva	ative	Sec	uritie	s Ac	quire	d, Di	sposed of	f, or B	eneficia	ly Own	ed														
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Dat if any (Month/Day/Ye)ate,	3. Transaction Code (Instr. 8)		4. Securities Disposed Of	Acquire f (D) (Inst	ed (A) or tr. 3, 4 and 5	Benefic	ies ially Following	6. Ownershij Form: Direct (D) or Indirec (I) (Instr. 4)	Indirect													
							Code	v	Amount	(A) or (D)	Price	Transac (Instr. 3	tion(s)		(1150.4)														
Class A Common Stock				01/26/20)23				Р		16,892	A	\$41.15 ⁽⁾	9,77	73,179	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾												
Class A Common Stock				01/26/20	.023				Р		547	A	\$41.15 ⁽⁾	9,77	73,726	I	By Abdiel Capital, LP ⁽¹⁾												
Class A Common Stock				01/27/20	023				Р		6,515	A	\$40.88 ⁽⁾	9,78	30,241	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾												
Class A Common Stock				01/27/20	2023				Р		207	A	\$40.88 ⁽¹	9,78	80,448	I	By Abdiel Capital, LP ⁽¹⁾												
Class A Common Stock				01/27/20	023																		18,878	A	\$41.55 ⁽⁾) 9,79	99,326	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾
By Abdiel Qualified Master Fund, LP			2	01/27/2023					Р		600	A	\$41.55 ⁽⁾) 9,79	99,926	I	By Abdiel Capital, LP ⁽¹⁾												
Class A Common Stock				01/27/2023					Р		6,106	A	\$42.2 ⁽⁹	9,80	06,032	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾												
Class A Common Stock			01/27/2023					Р		194	A	\$42.2 ⁽⁹	9,80	06,226	I	By Abdiel Capital, LP ⁽¹⁾													
		Tal	ole II	- Derivat	ive S	ecui	rities	Acq	uired,	Dis	oosed of, convertib	or Be		v Owned	ł														
Security (Instr. 3) Price Deriv	le of 2. 3. Transaction 3A. Deemed 4 vative Conversion Date Execution Date, rifty or Exercise (Month/Day/Year) if any		4. Transaction Code (Instr.		5. Number of (Instr.) 5. Number of Derivative Securities Acquired (A) or Disposed of (D)		tr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		n of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		 of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) 		n of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		6. Dat Expir (Mon		rcisable and Date	7. Title Amour Securi Under Deriva	and and lities silving (instr.	Derivative Security Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	e Owners s Form: ally Direct (l or Indire g (l) (Instr	D) Beneficia D) Ownersh ect (Instr. 4)						
					Code	v	(A)	(D)	Date	sable	Expiration Date		Amount or Number of Shares																
1. Name and Add Abdiel Cap		Reporting Person [*] <u>dvisors, LP</u>	_		_																								
(Last) C/O ABDIEL 90 PARK AVI	CAPI	First) FAL 29TH FLOOR	(N	<i>l</i> iddle)																									
(Street) NEW YORK	1	NY	1	0016																									
(City)	(State)	(Z	Zip)																									

1. Name and Address	of Reporting Person [*]	
Abdiel Qualifie	ed Master Fund I	<u>LP</u>
(Last)	(First)	(Middle)
C/O ABDIEL CA	PITAL	. ,
90 PARK AVENU		
(Street)		
NEW YORK	NY	10016
(City)	(State)	(Zip)
	· · ·	(1)
1. Name and Address Abdiel Capital		
(Last)	(First)	(Middle)
C/O ABDIEL CA	PITAL	
90 PARK AVENU		
	L, 291111200R	
(Street)		
NEW YORK	NY	10016
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person*	
Abdiel Partners		
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(Last)	(First)	(Middle)
		(Middle)
C/O ABDIEL CA		
90 PARK AVENU	E, 29TH FLOOR	
(Street)	NY	
INEW IOKK	IN I	
(City)	(State)	(Zip)
	(D (D *	
1. Name and Address		
<u>Abdiel Capital</u>	Management, Ll	
a	(F: 0)	
(Last)	(First)	(Middle)
C/O ABDIEL CA		
90 PARK AVENU	E, 29TH FLOOR	
(Street)	NIX	10016
NEW YORK	NY	10016
	(0) ()	(7:)
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person [*]	
Moran Colin T	<u>-</u>	
(Last)	(First)	(Middle)
C/O ABDIEL CA		
90 PARK AVENU		
	2, 2) III I LOOK	
(Street)		
NEW YORK	NY	10016
(City)	(State)	(Zip)
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Explanation of Responses:

1. The share numbers in Column 5 represent the aggregated holdings of Abdiel Qualified Master Fund, LP ("AQMF"), Abdiel Capital, LP ("ACLP") and Abdiel Partners, LLC ("APLLC"). Abdiel Capital Advisors, LP serves as the investment manager of AQMF, ACLP and APLLC. Abdiel Capital Management, LLC is the general partner of AQMF and ACLP. Colin T. Moran is the managing member of Abdiel Capital Management, LLC and Abdiel Capital Partners, LLC, which is the general partner of Abdiel Capital Advisors, LP and the managing member of APLLC. By virtue of the foregoing relationships, Mr. Moran and Abdiel Capital Advisers LP may be deemed to beneficially own the securities held by AQMF, ACLP and APLLC, and Abdiel Capital Management LLC may be deemed to beneficially own the securities held by AQMF and ACLP. Each Reporting Person disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.

2. The price reported for the Common Stock is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$38.80 to \$39.00. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

3. The price reported for the Common Stock is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$39.00 to \$39.98. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

4. The price reported for the Common Stock is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$40.00 to \$40.50. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price

within the range set forth in this footnote.

5. The price reported for the Common Stock is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$40.09 to \$40.99. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

6. The price reported for the Common Stock is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$41.00 to \$41.25. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

7. The price reported for the Common Stock is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$40.71 to \$40.99. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

8. The price reported for the Common Stock is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$41.00 to \$41.97. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

9. The price reported for the Common Stock is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$42.00 to \$42.50. The Reporting Persons undertake to provide to the Issuer, any shareholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

Remarks:

<u>By: /s/ Colin T. Moran as</u> <u>managing member of Abdiel</u> <u>Capital Partners, LLC, general</u> <u>partner of Abdiel Capital</u> <u>Advisors, LP</u>	<u>01/27/2023</u>
By: /s/ Colin T. Moran as managing member of Abdiel Capital Management, LLC, general partner of Abdiel Qualified Master Fund, LP	<u>01/27/2023</u>
By: /s/ Colin T. Moran as managing member of Abdiel Capital Management, LLC, general partner of Abdiel Capital, LP	<u>01/27/2023</u>
By: /s/ Colin T. Moran as managing member of Abdiel Capital Partners, LLC, managing member of Abdiel Partners, LLC	<u>01/27/2023</u>
<u>By: /s/ Colin T. Moran as</u> <u>managing member of Abdiel</u> <u>Capital Management, LLC</u>	01/27/2023
<u>By: /s/ Colin T. Moran,</u> <u>individually</u> ** Signature of Reporting Person	<u>01/27/2023</u> Date
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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.