

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Sonsini Peter W.</u>			2. Issuer Name and Ticker or Trading Symbol <u>APPIAN CORP [ APNN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>2855 SAND HILL ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>CA</u>	<u>94025</u>						
(City)	(State)	(Zip)						

**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	02/13/2018		C <sup>(1)</sup>		2,724,202	A	(2)(3)	2,724,202	I	See Note 4 <sup>(4)</sup>
Class A Common Stock	02/13/2018		J <sup>(5)</sup>		2,724,202	D	\$0.00	0	I	See Note 4 <sup>(4)</sup>
Class A Common Stock	02/13/2018		J <sup>(6)</sup>		27,242	A	\$0.00	27,242	I	See Note 7 <sup>(7)</sup>
Class A Common Stock	02/13/2018		J <sup>(8)</sup>		27,242	D	\$0.00	0	I	See Note 7 <sup>(7)</sup>
Class A Common Stock	02/13/2018		J <sup>(9)</sup>		13,621	A	\$0.00	13,621	I	See Note 10 <sup>(10)</sup>
Class A Common Stock	02/13/2018		J <sup>(11)</sup>		13,621	D	\$0.00	0	I	See Note 10 <sup>(10)</sup>
Class A Common Stock	02/13/2018		J <sup>(12)</sup>		676	A	\$0.00	676	I	See Note 13 <sup>(13)</sup>
Class A Common Stock	02/13/2018		J <sup>(14)</sup>		339	A	\$0.00	339	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	Title	Amount or Number of Shares				
Class B Common Stock	(2)(3)	02/13/2018		C <sup>(1)</sup>			2,724,202	(2)(3)	(2)(3)	Class A Common Stock	2,724,202	\$0.00	0	I	See Note 4 <sup>(4)</sup>

**Explanation of Responses:**

- 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.
- 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 Reporting Person is a director of NEA 14 GP, LTD, ("NEA 14 GP") 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.
- NEA 14 made a pro rata distribution for no consideration of an aggregate of 2,724,202 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on February 13, 2018.
- NEA Partners 14 received 27,242 shares of Class A Common Stock of the Issuer in the distribution by NEA 14 on February 13, 2018.
- The Reporting Person is a director of NEA 14 GP, the sole general partner of NEA Partners 14. 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 securities of the Issuer held by NEA Partners 14 in which the Reporting Person has no pecuniary interest.
- NEA Partners 14 made a pro rata distribution for no consideration of an aggregate of 27,242 shares of Class A Common Stock of the Issuer to its limited partners on February 13, 2018.
- NEA 14 Manager Fund, L.P. received 13,621 shares of Class A Common Stock of the Issuer in the distribution by NEA 14 on February 13, 2018.
- The Reporting Person is a director of NEA 14 GP, the sole general partner of NEA 14 Manager Fund, L.P. 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 securities of the Issuer held by NEA 14 Manager Fund, L.P. in which the Reporting Person has no pecuniary interest.
- NEA 14 Manager Fund, L.P. made a pro rata distribution for no consideration of an aggregate of 13,621 shares of Class A Common Stock of the Issuer to its limited partners on February 13, 2018.
- The Peter & Diane Sonsini Family Trust dtd 1/17/07 (the "Sonsini Family Trust") received 676 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 14 on February 13, 2018.
- The shares are held directly by the Sonsini Family Trust. 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 shares of Common Stock of the Issuer held by the Sonsini Family Trust in which the Reporting Person has no pecuniary interest.

14. The Reporting Person received 339 shares of Class A Common Stock of the Issuer in the distribution by NEA 14 Manager Fund, L.P. on February 13, 2018.

**Remarks:**

/s/ Sasha Keough, attorney-in-  
fact

02/15/2018

\*\* 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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