

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>STAD MARC</u> <hr/> (Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING C SUITE 3-950 <hr/> (Street) SAN FRANCISCO CA 94129 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/26/2015	3. Issuer Name and Ticker or Trading Symbol <u>APPFOLIO INC [APPF]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 06/25/2015
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	783,171	I ⁽¹⁾	See footnote ⁽¹⁾

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

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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Class B Common Stock	(2)(3)	(2)(3)	Class A Common Stock ⁽²⁾ (3)	22,273 (2)(3)	D	
Class B Common Stock	(2)(3)	(2)(3)	Class A Common Stock ⁽²⁾ (3)	1,539,229 (2)(3)	I	See Footnote ⁽⁴⁾⁽⁵⁾

1. Name and Address of Reporting Person*
STAD MARC

 (Last) (First) (Middle)
 ONE LETTERMAN DRIVE, BUILDING C SUITE 3-950

 (Street)
 SAN FRANCISCO CA 94129

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
DRAGONEER GLOBAL FUND II, L.P.

 (Last) (First) (Middle)
 ONE LETTERMAN DRIVE, BUILDING C SUITE 3-950

 (Street)
 SAN FRANCISCO CA 94129

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Dragoneer Apartment, LLC

 (Last) (First) (Middle)
 ONE LETTERMAN DRIVE, BUILDING C

(Street)	SAN FRANCISCO CA	94129
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(City)	(State)	(Zip)
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Explanation of Responses:

1. Mr. Stad is the managing member of Dragoner Global GP II, LLC ("Global GP II"), which is the general partner of Dragoner Global Fund II, L.P. ("Dragoner Global Fund II"), which holds the 783,171 shares of Class A Common Stock reported in the table above.
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. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, except for any transfers by (i) a partnership or limited liability company that was a registered holder of shares of Class B Common Stock at the effective time of the Issuer's initial public offering to anyone who was a partner or member of any such partnership or limited liability company at the effective time, and (ii) a transfer to a "qualified recipient," as defined in the Issuer's amended and restated certificate of incorporation.
3. The shares of Class B Common Stock have no expiration date. However, all outstanding shares of Class B Common Stock will convert automatically into shares of Class A Common Stock, on a one share for one share basis, on the date when the number of the Issuer's outstanding shares of Class B Common Stock represents less than 10% of the sum of its outstanding shares of Class A Common Stock and Class B Common Stock.
4. Mr. Stad is the managing member of Dragoner Global GP, LLC ("Dragoner GP") and Dragoner Investment Group, LLC ("Dragoner Adviser"), a registered investment adviser. Dragoner GP is the manager of Dragoner Apartment, LLC ("Dragoner Apartment Fund" and, together with Dragoner GP, Dragoner Adviser, Dragoner Global Fund II and Global GP II, the "Dragoner Entities"). The Class B Common Stock reported in the table above are held by Dragoner Apartment Fund, Mr. Stad and certain other funds and managed accounts associated with the Dragoner Entities and Marc Stad. By virtue of the foregoing relationships and the relationships described in footnote (1), Mr. Stad and each of the Dragoner Entities may be deemed to share beneficial ownership of the securities reported in the table above.
5. (Continued from footnote 4) Mr. Stad and each of the Dragoner Entities disclaims beneficial ownership of the reported securities, except to the extent of their respective pecuniary interest therein.

Remarks:

This Form 3/A is being filed to amend the Form 3 filed by Mr. Stad on June 25, 2015 in order to add Dragoner Global Fund II, L.P. as a reporting person as of June 26, 2015.

/s/ Marc Stad 07/06/2015

Dragoner Apartment, LLC,
By Dragoner Global GP, LLC, 07/06/2015
its manager, /s/ Pat Robertson

Dragoner Global Fund II, L.P.
By Dragoner Global GP II,
LLC, its general partner, /s/ Pat
Robertson 07/06/2015

** 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 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.