

HU LIMIN
Form 4
January 20, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HU LIMIN

(Last) (First) (Middle)

C/O ELLIE MAE, INC., 4155
HOPYARD ROAD, SUITE 200

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ELLIE MAE INC [ELLI]

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exe VP/ChiefTech Off

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/18/2012 ⁽¹⁾ | | A | | \$ 3.75 | D | |
| Common Stock | 01/18/2012 ⁽¹⁾ | | S | | \$ 5.4789 | D | |
| Common Stock | 01/19/2012 ⁽¹⁾ | | A | | \$ 3.75 | D | |
| Common Stock | 01/19/2012 ⁽¹⁾ | | S | | \$ 5.4711 | D | |
| | 01/20/2012 ⁽¹⁾ | | A | | \$ 3.75 | D | |

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| | | | | | | | | |
|--------------|---------------------------|--|---|-------|---|-----------|---------|---|
| Common Stock | | | | | | | | |
| Common Stock | 01/20/2012 ⁽¹⁾ | | S | 4,186 | D | \$ 5.4378 | 459,511 | D |
| Common Stock | 01/20/2012 ⁽¹⁾ | | A | 5,814 | A | \$ 3.75 | 465,325 | D |
| Common Stock | 01/20/2012 ⁽¹⁾ | | S | 5,814 | D | \$ 5.4378 | 459,511 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 3.75 ⁽⁵⁾ | 01/18/2012 ⁽¹⁾ | | M | | 13,202 | ⁽⁶⁾ 01/22/2012 | Common Stock | 13,202 |
| Incentive Stock Option (right to buy) | \$ 3.75 ⁽⁵⁾ | 01/19/2012 ⁽¹⁾ | | M | | 16,000 | ⁽⁶⁾ 01/22/2012 | Common Stock | 16,000 |
| Incentive Stock Option (right to buy) | \$ 3.75 ⁽⁵⁾ | 01/20/2012 ⁽¹⁾ | | M | | 4,186 | ⁽⁶⁾ 01/22/2012 | Common Stock | 4,186 |
| Non-Qualified Stock Option (right to buy) | \$ 3.75 ⁽⁵⁾ | 01/20/2012 ⁽¹⁾ | | M | | 5,814 | ⁽⁶⁾ 01/22/2012 | Common Stock | 5,814 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HU LIMIN C/O ELLIE MAE, INC. 4155 HOPYARD ROAD, SUITE 200 PLEASANTON, CA 94588 | | | Exe VP/ChiefTech Off | |

Signatures

By: LeeAnn C. Linck, Attorney-in-fact For:

Limin Hu

01/20/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan.

The price reported is a weighted average price. The shares were sold in multiple transactions ranging from \$5.45 to \$5.55, inclusive. The

(2) reporting person undertakes to provide to Ellie Mae, Inc., any security holder of Ellie Mae, Inc., 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 ranges set forth in footnote (2) to this Form 4.

The price reported is a weighted average price. The shares were sold in multiple transactions ranging from \$5.40 to \$5.54, inclusive. The

(3) reporting person undertakes to provide to Ellie Mae, Inc., any security holder of Ellie Mae, Inc., 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 ranges set forth in footnote (3) to this Form 4.

The price reported is a weighted average price. The shares were sold in multiple transactions ranging from \$5.39 to \$5.50, inclusive. The

(4) reporting person undertakes to provide to Ellie Mae, Inc., any security holder of Ellie Mae, Inc., 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 ranges set forth in footnote (4) to this Form 4.

(5) Reflects a 1-for-3 reverse stock split of the Issuer's outstanding securities effected immediately prior to the effectiveness of the Issuer's S-1 Registration Statement (Commission File No. 333-166438).

(6) 100% of the shares subject to the option are fully vested and exercisable.

(7) The reported transaction is a grant of a derivative security, in which we have left column 8 blank, and have reported the exercise or conversion price of the derivative security in column 2.

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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