

<b>OMB APPROVAL</b>	
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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).

**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

1. Name and Address of Reporting Person* <u>Griffith William J.G.</u>  (Last) (First) (Middle) <u>C/O ICONIQ STRATEGIC PARTNERS</u> <u>394 PACIFIC AVENUE, 2ND FLOOR</u>  (Street) <u>SAN FRANCISCO CA 94111</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BLACKLINE, INC. [ BL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/07/2017</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			
Common Stock	12/07/2017		S		878,973 <sup>(1)</sup>	D	\$34.07 <sup>(2)</sup>	4,161,131	I <sup>(3)(7)(8)</sup>	See Footnotes <sup>(7)(8)</sup>
Common Stock	12/07/2017		S		220,605 <sup>(1)</sup>	D	\$34.07 <sup>(2)</sup>	1,044,360	I <sup>(4)(7)(8)</sup>	See Footnotes <sup>(7)(8)</sup>
Common Stock	12/07/2017		S		276,103 <sup>(1)</sup>	D	\$34.07 <sup>(2)</sup>	1,307,091	I <sup>(5)(7)(8)</sup>	See Footnotes <sup>(7)(8)</sup>
Common Stock	12/07/2017		S		39,838 <sup>(1)</sup>	D	\$34.07 <sup>(2)</sup>	188,594	I <sup>(6)(7)(8)</sup>	See Footnotes <sup>(7)(8)</sup>
Common Stock								6,701,176	I <sup>(9)</sup>	See Footnote <sup>(9)</sup>
Common Stock								17,102	D <sup>(10)</sup>	

**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					

**Explanation of Responses:**

- Represents shares of BlackLine, Inc.'s (the "Issuer") Common Stock sold in an underwritten secondary offering.
- Represents the sale price to the underwriters in the secondary offering of \$34.07 per share.
- ICONIQ Strategic Partners, L.P. ("ICONIQ") is the direct owner of these securities.
- ICONIQ Strategic Partners-B, L.P. ("ICONIQ B") is the direct owner of these securities.
- ICONIQ Strategic Partners Co-Invest, L.P., BL Series ("ICONIQ BL") is the direct owner of these securities.
- ICONIQ Strategic Partners Co-Invest, L.P., BL2 Series ("ICONIQ BL2") is the direct owner of these securities.
- Iconiq Strategic Partners GP, L.P. ("ICONIQ GP") is the sole general partner of each of ICONIQ, ICONIQ B, ICONIQ BL and ICONIQ BL2 (collectively, the "Funds"). ICONIQ Strategic Partners TT GP, Ltd. (the "ICONIQ Parent GP") is the sole general partner of ICONIQ GP. The Reporting Person is an equity holder and director of ICONIQ Parent GP.
- The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

9. This number represents shares held by ICONIQ (4,161,131), ICONIQ B (1,044,360), ICONIQ BL (1,307,091), and ICONIQ BL2 (188,594) respectively. The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Exchange Act, except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

10. These shares are directly held by the Reporting Person through a family trust that he controls.

**Remarks:**

William J.G. Griffith, /s/  
William J.G. Griffith

12/08/2017

\*\* 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.

**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.**