

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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).

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Woodhams Mark</u>  (Last) (First) (Middle) 21300 VICTORY BLVD., 12TH FLOOR  (Street) WOODLAND CA 91367  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Revenue Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2024	
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	12/12/2024		M <sup>(1)</sup>		7,998	A	\$49.04	93,784	D	
Common Stock	12/12/2024		M <sup>(1)</sup>		3,544	A	\$48.65	97,328	D	
Common Stock	12/12/2024		S <sup>(1)</sup>		21,242	D	\$64.25 <sup>(2)</sup>	76,086	D	
Common Stock	12/12/2024		S <sup>(1)</sup>		3,166	D	\$64.78 <sup>(3)</sup>	72,920	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
Stock Option (Right to Buy)	\$48.65	12/12/2024		M <sup>(1)</sup>			3,544	(4)	05/15/2029	Common Stock	3,544	\$0	30,356	D	
Stock Option (Right to Buy)	\$49.04	12/12/2024		M <sup>(1)</sup>			7,998	(4)	08/07/2028	Common Stock	7,998	\$0	81,095	D	

**Explanation of Responses:**

- The transaction reported on this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 13, 2024.
- The sale price represents the weighted average price of shares sold ranging from \$63.74 to \$64.73 per share, and is rounded to the nearest tenth of a cent. Upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- The sale price represents the weighted average price of shares sold ranging from \$64.74 to \$64.86 per share, and is rounded to the nearest tenth of a cent. Upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- The options became exercisable based on the following vesting schedule, which shall be satisfied over a 5-year period: 25% of the shares subject to the option vested on the one (1) year anniversary of the grant date (the "Annual Option Vesting Commencement Date"), and 1/16th of the remaining options vest every three months thereafter on the same day of the month as the Annual Option Vesting Commencement Date, subject to the reporting person's continued service through each applicable vesting date.

/s/ Karole Morgan-Prager, 12/16/2024  
Attorney-in-Fact

\*\* 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.