

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>Villanova Patrick</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) <u>Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2019		A		2,380 ⁽¹⁾	A	\$0.00	6,926	D	
Common Stock	05/15/2019		A		5,270 ⁽²⁾	A	\$0.00	12,196	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	05/15/2019		A		4,990		(3)	05/14/2029	Common Stock	4,990	\$0.00	4,990	D	
Stock Option (right to buy)	\$48.65	05/15/2019		A		11,070		(4)	05/14/2029	Common Stock	11,070	\$0.00	11,070	D	

Explanation of Responses:

- Each share is represented by a Restricted Stock Unit ("RSU"). 25% of the RSUs will vest on the one (1) year anniversary of February 20, 2019 (the "Annual RSU Vesting Commencement Date"), and 1/16th of the RSUs will vest every three months thereafter on the same day of the month as the Annual RSU Vesting Commencement Date, subject to the Reporting Person's continued service through each vesting date.
- Each share is represented by a Restricted Stock Unit ("RSU"). 25% of the RSUs will vest on the one (1) year anniversary of May 20, 2019 (the "New Hires and Promotions RSU Vesting Commencement Date"), and 1/16th of the RSUs will vest every three months thereafter on the same day of the month as the New Hires and Promotions RSU Vesting Commencement Date, subject to the Reporting Person's continued service through each vesting date.
- 25% of the shares subject to the Option will vest on the one (1) year anniversary of February 20, 2019 (the "Annual Option Vesting Commencement Date"), and 1/16th of the shares subject to the Option will 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 vesting date.
- 25% of the shares subject to the Option will vest on the one (1) year anniversary of May 20, 2019 (the "New Hires and Promotions Option Vesting Commencement Date"), and 1/16th of the shares subject to the Option will vest every three months thereafter on the same day of the month as the New Hires and Promotions Option Vesting Commencement Date, subject to the Reporting Person's continued service through each vesting date.

Remarks:

/s/ Karole Morgan-Prager, 05/17/2019
Attorney-in-Fact Date
 ** Signature of Reporting Person

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.