

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>Tucker Therese</u> _____ (Last) (First) (Middle) 21300 VICTORY BLVD., 12TH FLOOR _____ (Street) WOODLAND CA 91367 HILLS _____ (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 <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2018	
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	03/06/2018		A		45,672 ⁽¹⁾	A	\$0.00	63,672	D	
Common Stock								3,532,610	I	Brian & Therese Tucker Living Trust
Common Stock								54,074	I	Claire Seimetz 2015 Trust
Common Stock								270,916	I	Tucker Seimetz Safety Net Grat
Common Stock								1,200,000	I	Tucker Legacy Trust
Common Stock								637,200	I	Isaac Tucker 2012 Irrevocable Trust
Common Stock								637,200	I	Roseanna Tucker 2012 Irrevocable Trust

**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)	\$44.41	03/06/2018		A		95,080		(2)	03/05/2028	Common Stock	95,080	\$0.00	95,080	D	

Explanation of Responses:

1. 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, 2018 (the "Vesting Commencement Date"), and 1/16th of the RSUs will vest every three months thereafter on the same day of the month as the Vesting Commencement Date, subject to the Reporting Person's continued service through each vesting date.

2. 25% of the shares subject to the option will vest on the one (1) year anniversary of the 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 Vesting Commencement Date, subject to the Reporting Person's continued service through each vesting date.

Remarks:

/s/ Karole Morgan-Prager 03/08/2018
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.