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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) October 31, 2018

BlackLine, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-37924
(Commission
File Number)

46-3354276
(I.R.S. Employer
Identification Number)

21300 Victory Boulevard, 12th Floor
Woodland Hills, CA 91367
(Address of principal executive offices, including zip code)

(818) 223-9008
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Definitive Material Agreement.*Amendment to Software Development Cooperation Agreement*

On October 31, 2018, BlackLine Systems, Inc. (the “Company”), a wholly-owned subsidiary of BlackLine, Inc. (“BlackLine”), entered into an Amendment (the “Amendment”) to the Software Development Cooperation Agreement (the “SAP Agreement”), dated October 1, 2013, with SAP SE (as successor to SAP AG) (“SAP”). BlackLine has a strategic relationship with SAP to market its solution to users of SAP’s ERP solutions. As part of this strategic relationship, the Company agreed under the terms of the SAP Agreement to pay SAP a fee based on a percentage of revenues from the Company’s new customers that use an SAP ERP system over the term of their subscription agreements (the “License Royalties”).

Under the terms of the Amendment, effective October 1, 2018, the Company will no longer be obligated to pay the License Royalties to SAP. The BlackLine solution will continue to be an SAP-endorsed business solution.

The foregoing summary is not complete and is qualified in its entirety by reference to the Amendment, which will be filed as an exhibit to the Company’s Annual Report on Form 10-K for the fiscal year ending December 31, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BlackLine, Inc.

By: /s/ Karole Morgan-Prager

Name: Karole Morgan-Prager

Title: Chief Legal and Administrative Officer

Date: November 1, 2018