

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>ICONIQ Strategic Partners, L.P.</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/28/2020		S		63	D	(7)	623	D ⁽¹⁾⁽³⁾⁽⁴⁾	
Common Stock	02/28/2020		S		26	D	(7)	263	D ⁽²⁾⁽³⁾⁽⁴⁾	
Common Stock	02/28/2020		S		259	D	(8)	364	D ⁽¹⁾⁽³⁾⁽⁴⁾	
Common Stock	02/28/2020		S		109	D	(8)	154	D ⁽²⁾⁽³⁾⁽⁴⁾	
Common Stock	02/28/2020		S		148	D	(9)	216	D ⁽¹⁾⁽³⁾⁽⁴⁾	
Common Stock	02/28/2020		S		63	D	(9)	91	D ⁽²⁾⁽³⁾⁽⁴⁾	
Common Stock	02/28/2020		S		214	D	(10)	2	D ⁽¹⁾⁽³⁾⁽⁴⁾	
Common Stock	02/28/2020		S		90	D	(10)	1	D ⁽²⁾⁽³⁾⁽⁴⁾	
Common Stock	02/28/2020		S		2	D	(11)	0	D ⁽¹⁾⁽³⁾⁽⁴⁾	
Common Stock	02/28/2020		S		1	D	(11)	0	D ⁽²⁾⁽³⁾⁽⁴⁾	
Common Stock								0	I ⁽⁵⁾	See Footnote ⁽⁵⁾
Common Stock								297,702	D ⁽⁶⁾	

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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>ICONIQ Strategic Partners, L.P.</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)		
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1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners Co-Invest, L.P., BL Series](#)

(Last) (First) (Middle)

C/O ICONIQ STRATEGIC PARTNERS
394 PACIFIC AVENUE, 2ND FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners Co-Invest, L.P., Series BL2](#)

(Last) (First) (Middle)

C/O ICONIQ STRATEGIC PARTNERS
394 PACIFIC AVENUE, 2ND FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners GP, L.P.](#)

(Last) (First) (Middle)

C/O ICONIQ STRATEGIC PARTNERS
394 PACIFIC AVENUE, 2ND FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners TT GP, Ltd.](#)

(Last) (First) (Middle)

C/O ICONIQ STRATEGIC PARTNERS
394 PACIFIC AVENUE, 2ND FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Makan Divesh](#)

(Last) (First) (Middle)

C/O ICONIQ STRATEGIC PARTNERS
394 PACIFIC AVENUE, 2ND FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

Explanation of Responses:

1. ICONIQ Strategic Partners Co-Invest, L.P., BL Series ("ICONIQ BL Series") is the direct owner of these securities.

2. ICONIQ Strategic Partners Co-Invest, L.P., BL2 Series ("ICONIQ BL2 Series") is the direct owner of these securities.

3. Iconiq Strategic Partners GP, L.P. ("ICONIQ GP") is the sole general partner of each of ICONIQ BL Series and ICONIQ BL2 Series (collectively, the "Funds"). ICONIQ Strategic Partners TT GP, Ltd. (the "ICONIQ Parent GP") is the sole general partner of ICONIQ GP. Divesh Makan ("Makan") is an equity holder and director of ICONIQ Parent GP.

4. Each of ICONIQ GP, ICONIQ Parent GP and Makan 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 its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

5. This number represents shares held by ICONIQ Strategic Partners, L.P. (0), ICONIQ Strategic Partners-B, L.P. (0), ICONIQ BL Series (0), and ICONIQ BL2 Series (0) respectively. Each of ICONIQ GP, ICONIQ Parent GP and Makan disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Exchange Act, except to the extent of its or his pecuniary interest therein, if any.

This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

6. These shares are directly held by Makan through a family trust that he controls.

7. These shares were sold in multiple transactions at prices ranging from \$59.86 - \$60.85, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

8. These shares were sold in multiple transactions at prices ranging from \$60.86 - \$61.85, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

9. These shares were sold in multiple transactions at prices ranging from \$61.86 - \$62.85, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

10. These shares were sold in multiple transactions at prices ranging from \$62.86 - \$63.85, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

11. These shares were sold in multiple transactions at prices ranging from \$63.85 - \$63.92, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

The Funds are party to a Stockholders' Agreement, dated as of October 27, 2016 (the "Stockholders' Agreement"), by and among entities affiliated with each of Therese Tucker and Mario Spanicciati (collectively, the "Other Stockholders") and the Company. By virtue of being a party to the Stockholders' Agreement, each of the Funds may be deemed to be members of a "group", as defined in Rule 13d-5 of the Exchange Act, with the Other Stockholders and/or certain of their affiliates. This report does not include any shares of the Common Stock owned by the Other Stockholders, and each of the Funds and the other reporting persons on this report disclaims beneficial ownership of all such shares for all purposes. The Stockholders' Agreement is now of no application to the Reporting Person and its affiliates given that none of the Funds own any shares.

[ICONIQ Strategic Partners Co-Invest, L.P., BL Series, by](#)
[ICONIQ Strategic Partners GP, L.P., its general partner, by](#) 03/03/2020
[ICONIQ Strategic Partners TT GP, Ltd., its general partner, by](#)
[Kevin Foster, its Senior Vice President, /s/ Kevin Foster](#)
[ICONIQ Strategic Partners Co-Invest, L.P., BL2 Series, by](#)
[ICONIQ Strategic Partners GP, L.P., its general partner, by](#) 03/03/2020
[ICONIQ Strategic Partners TT GP, Ltd., its general partner, by](#)
[Kevin Foster, its Senior Vice President, /s/ Kevin Foster](#)
[ICONIQ Strategic Partners GP, L.P., by ICONIQ Strategic Partners TT GP, Ltd., its](#) 03/03/2020
[general partner, by Kevin Foster, its Senior Vice President, /s/ Kevin Foster](#)
[ICONIQ Strategic Partners TT GP, Ltd., by Kevin Foster, its](#) 03/03/2020
[Senior Vice President, /s/ Kevin Foster](#)
[/s/ Divesh Makan](#) 03/03/2020

** 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.