

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 | |
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| 1. Name and Address of Reporting Person* <u>Griffith William J.G.</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/06/2017</u> | |
| | | 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 | 09/06/2017 | | j ⁽¹⁾ | | 1,326,904 | D | (1) | 5,040,104 | I ⁽⁵⁾⁽⁹⁾⁽¹⁰⁾ | See Footnotes ⁽⁹⁾⁽¹⁰⁾ |
| Common Stock | 09/06/2017 | | j ⁽²⁾ | | 333,026 | D | (2) | 1,264,965 | I ⁽⁶⁾⁽⁹⁾⁽¹⁰⁾ | See Footnotes ⁽⁹⁾⁽¹⁰⁾ |
| Common Stock | 09/06/2017 | | j ⁽³⁾ | | 416,806 | D | (3) | 1,583,194 | I ⁽⁷⁾⁽⁹⁾⁽¹⁰⁾ | See Footnotes ⁽⁹⁾⁽¹⁰⁾ |
| Common Stock | 09/06/2017 | | j ⁽⁴⁾ | | 60,139 | D | (4) | 228,432 | I ⁽⁸⁾⁽⁹⁾⁽¹⁰⁾ | See Footnotes ⁽⁹⁾⁽¹⁰⁾ |
| Common Stock | | | | | | | | 8,116,695 | I ⁽¹¹⁾ | See Footnotes ⁽¹¹⁾ |
| Common Stock | | | | | | | | 16,965 | D ⁽¹²⁾ | |

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 | | | | | |

Explanation of Responses:

- ICONIQ Strategic Partners, L.P. ("ICONIQ") distributed on September 6, 2017, for no consideration, 1,326,904 shares of Common Stock of the Issuer (the "ICONIQ Shares") to its limited partners and to Iconiq Strategic Partners GP, L.P. ("ICONIQ GP"), the general partner of ICONIQ, representing each such partner's pro rata interest in such ICONIQ Shares. On the same date, ICONIQ GP distributed, for no consideration, the ICONIQ Shares it received in the distribution by ICONIQ to its partners, representing each such partner's pro rata interest in such ICONIQ Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- ICONIQ Strategic Partners-B, L.P. ("ICONIQ B") distributed on September 6, 2017, for no consideration, 333,026 shares of Common Stock of the Issuer (the "ICONIQ B Shares") to its limited partners and to ICONIQ GP, the general partner of ICONIQ B, representing each such partner's pro rata interest in such ICONIQ B Shares. On the same date, ICONIQ GP distributed, for no consideration, the ICONIQ B Shares it received in the distribution by ICONIQ B to its partners, representing each such partner's pro rata interest in such ICONIQ B Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- ICONIQ Strategic Partners Co-Invest, L.P., BL Series ("ICONIQ BL") distributed on September 6, 2017, for no consideration, 416,806 shares of Common Stock of the Issuer (the "ICONIQ BL Shares") to its limited partners and to ICONIQ GP, the general partner of ICONIQ BL, representing each such partner's pro rata interest in such ICONIQ BL Shares. On the same date, ICONIQ GP distributed, for no consideration, the ICONIQ BL Shares it received in the distribution by ICONIQ BL to its partners, representing each such partner's pro rata interest in such ICONIQ BL Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- ICONIQ Strategic Partners Co-Invest, L.P., Series BL2 ("ICONIQ BL2") distributed on September 6, 2017, for no consideration, 60,139 shares of Common Stock of the Issuer (the "ICONIQ BL2 Shares") to its limited partners and to ICONIQ GP, the general partner of ICONIQ BL2, representing each such partner's pro rata interest in such ICONIQ BL2 Shares. On the same date, ICONIQ GP distributed, for no consideration, the ICONIQ BL2 Shares it received in the distribution by ICONIQ BL2 to its partners, representing each such partner's pro rata interest in such ICONIQ BL2 Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- ICONIQ is the direct owner of these securities.
- ICONIQ B is the direct owner of these securities.
- ICONIQ BL is the direct owner of these securities.
- ICONIQ BL2 is the direct owner of these securities.
- ICONIQ GP is the sole general partner of each of ICONIQ, ICONIQ B, ICONIQ BL and ICONIQ BL2 (collectively, the "Funds"). ICONIQ Strategic Partners TT GP, Ltd. (the "ICONIQ Parent GP") is the sole general partner of ICONIQ GP. The Reporting Person is an equity holder and director of ICONIQ Parent GP.

10. The Reporting Person 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 his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

11. This number represents shares held by ICONIQ (5,040,104), ICONIQ B (1,264,965), ICONIQ BL (1,583,194), and ICONIQ BL2 (228,432) respectively. The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Exchange Act, except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

12. These shares are directly held by the Reporting Person through a family trust that he controls. Includes ICONIQ Shares, ICONIQ B Shares, ICONIQ BL Shares and ICONIQ BL2 Shares received in the distributions described in footnotes (1), (2), (3) and (4) above. The Reporting Person disclaims beneficial ownership of the securities held by such trust for purposes of Section 16 of the Exchange Act, except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

Remarks:

William J.G. Griffith, /s/

09/07/2017

William J.G. Griffith

** 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.

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