

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>SMITH GRAHAM</u>  (Last) (First) (Middle) <u>C/O BLACKLINE, INC.</u> <u>21300 VICTORY BLVD., 12TH FLOOR</u>  (Street) <u>WOODLAND HILLS CA 91367</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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2021</u>	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/13/2021		M <sup>(1)</sup>		2,500	A	\$14.5	11,359	D	
Common Stock	05/13/2021		S <sup>(1)</sup>		2,500	D	\$102.75	8,859	D	
Common Stock	05/13/2021		A <sup>(2)</sup>		1,847 <sup>(3)</sup>	A	\$0.00	10,706	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						Amount or Number of Shares
Stock Option (right to buy)	\$14.5	05/13/2021		M <sup>(1)</sup>			2,500 <sup>(1)</sup>	(4)	05/19/2025	Common Stock	2,500	\$0.00	62,000	D	

**Explanation of Responses:**

- The sale transaction reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 12, 2021.
- Reflects automatic annual restricted stock unit ("RSU") awards pursuant to the Issuer's Outside Director Compensation Policy.
- The reported securities awarded on May 13, 2021 (the "Award Date") represent RSUs which vest in full upon the earlier of the one (1) year anniversary of the Award Date or the day prior to the Issuer's next annual meeting of the stockholders and in each case subject to the Reporting Person's continued service on the Issuer's board of directors through each vesting date.
- The original option was granted for 100,000 shares and has been partially exercised. The shares subject to the original option vest in 4 equal, annual installments beginning on the one year anniversary of May 20, 2015.

**Remarks:**

/s/ Karole Morgan-Prager, 05/17/2021  
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.