

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Tucker Therese</u> <hr/> (Last) (First) (Middle) 21300 VICTORY BLVD., 12TH FLOOR <hr/> (Street) WOODLAND HILLS CA 91367 <hr/> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Executive Chair</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 09/13/2021	
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	09/13/2021		G <sup>(1)</sup>		251,204	D	\$0.00	1,803,991	I	Brian & Therese Tucker Living Trust
Common Stock	09/13/2021		G <sup>(1)</sup>		125,602	A	\$0.00	125,602	I	Brian & Therese Tucker Charitable Remainder Trust
Common Stock	09/13/2021		G <sup>(1)</sup>		125,602	A	\$0.00	125,602	I	Tucker Family CLAT
Common Stock	09/14/2021		G <sup>(1)</sup>		129,897	D	\$0.00	1,674,094	I	Brian & Therese Tucker Living Trust
Common Stock	09/14/2021		G <sup>(1)</sup>		129,897	A	\$0.00	129,897	I	Tucker Legacy Trust II
Common Stock	09/14/2021		S		25,424	D	\$118.3495 <sup>(2)</sup>	100,178	I	Brian & Therese Tucker Charitable Remainder Trust
Common Stock	09/14/2021		S <sup>(3)</sup>		4,273	D	\$118.3986 <sup>(4)</sup>	1,669,821	I	Brian & Therese Tucker Living Trust
Common Stock	09/14/2021		S <sup>(3)</sup>		4,927	D	\$119.3116 <sup>(5)</sup>	1,664,894	I	Brian & Therese Tucker Living Trust

**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	09/14/2021		s <sup>(3)</sup>		1,700	D	\$120.1776 <sup>(6)</sup>	1,663,194	I	Brian & Therese Tucker Living Trust
Common Stock	09/14/2021		s		25,424	D	\$118.3495 <sup>(7)</sup>	100,178	I	Tucker Family CLAT
Common Stock								156,223	D	
Common Stock								874,128	I	Tucker Legacy Trust
Common Stock								577,200	I	Isaac Tucker 2012 Irrevocable Trust
Common Stock								577,200	I	Roseanna Tucker 2012 Irrevocable Trust
Common Stock								250,916	I	Tucker Seimetz Safety Net Trust
Common Stock								54,074	I	Claire Seimetz 2015 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					

**Explanation of Responses:**

- The transaction involved transfers without consideration to certain estate planning vehicles of the Reporting Person. The Reporting Person may be deemed to beneficially own the shares held by the recipients of the transferred shares.
- The sale price represents the weighted-average price of shares sold ranging from \$118.09 to \$118.94 per share. Upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- The sale transaction reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 27, 2020.
- The sale price represents the weighted-average price of shares sold ranging from \$118.00 to \$118.97 per share. Upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- The sale price represents the weighted-average price of shares sold ranging from \$119.01 to \$119.965 per share. Upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- The sale price represents the weighted-average price of shares sold ranging from \$120.00 to \$120.33 per share. Upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- The sale price represents the weighted-average price of shares sold ranging from \$118.09 to \$118.94 per share. Upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

**Remarks:**

/s/ Karole Morgan-Prager,      09/16/2021  
 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.

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