FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
rvasiliigion,	D.C.	20040

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

				_														
		Reporting Person*								ng Symbol					o of Reportir dicable)	ng Pe	erson(s) to I	ssuer
<u>Huffman Marc</u>					BLACKLINE, INC. [BL]								X	Direc	tor 10% Owr			wner
(Last)	(Fi	rst) (1	Middle)	3. D	Date of Earliest Transaction (Month/Day/Year)								X		Officer (give title Other below)			specify
21300 VICTORY BLVD., 12TH FLOOR					02/17/2023									Chief Executive Officer				
(Street) WOODLAND CA 91367				4. If	If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
HILLS														Form filed by More than One Reporting Person				
(City)	(St	ate) (2	Zip)															
		Table	I - Non-Deriv	ative	Secu	rities	Ac	quir	ed, D	isposed c	f, or	Benefic	ially	Own	ed			
1. Title of Security (Instr. 3)		2. Transactio Date (Month/Day/Y	ear) E	2A. Deemed Execution Date, if any (Month/Day/Year)		, T	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			nd 5) Securities Beneficially Owned Followi		ities icially d Following			7. Nature of Indirect Beneficial Ownership	
							G	ode	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		(Instr. 4)
Common	Common Stock 02/17/202			23				F		9,361(1)	D	\$71.	\$71.72		324,166		D	
Common	Stock		02/21/202	23				S ⁽²⁾		2,417	D	\$70.04	0.045 ⁽³⁾		21,749 D		D	
Common	Stock		02/21/202	23				S ⁽²⁾		11,221	D	\$70.68	\$70.6894(4)		310,528		D	
Common	Stock		02/21/202					S ⁽²⁾		6,012	D	\$71.48	71.4836 ⁽⁵⁾		304,516		D	
		Tal	ole II - Derivat (e.g., p							posed of, , converti				Owne	d			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	ar) 3A. Deemed Execution Date, if any (Month/Day/Year)		4. Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Date Exe piration onth/Day		Amo Secu Unde Deriv	ile and unt of irities erlying vative irity (Instr.	Der Sec (Ins	rice of ivative curity tr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownershi (Instr. 4)
				Code	v	(A)	(D)	Dat Exe	te ercisabl	Expiration e Date		Amount or Number of Shares						

Explanation of Responses:

- 1. The reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of restricted stock units.
- 2. The sale transaction reported on this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 8, 2022.
- 3. The sale price represents the weighted-average price of shares sold ranging from \$69.19 to \$70.16 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.
- 4. The sale price represents the weighted-average price of shares sold ranging from \$70.19 to \$71.16 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.
- 5. The sale price represents the weighted-average price of shares sold ranging from \$71.81 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, Attorney-in-Fact

02/22/2023

** 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.