

| OMB APPROVAL                                 |           |
|--|-----------|
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**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

|   |         |          |  |  |  |   |  |  |
|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>PRAGER MORGAN KAROLE</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>BLACKLINE, INC. [ BL ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><input type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chief Legal and Administrative</b> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>11/25/2019</b>        |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| 21300 VICTORY BLVD., 12TH FLOOR   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     |  |  |   |  |  |
| (Street)<br><b>WOODLAND HILLS CA 91367</b>                              |         |          |  |  |  |   |  |  |
| (City) (State) (Zip)  |         |          |  |  |  |   |  |  |

**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                    | 11/25/2019                           |  | M <sup>(1)</sup>               |   | 4,130   | A          | \$14.5 | 27,288  | D  |   |
| Common Stock                    | 11/25/2019                           |  | S <sup>(1)</sup>               |   | 4,130   | D          | \$55   | 23,158  | 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 |
| Stock Option (right to buy)                | \$14.5   | 11/25/2019                           |  | M <sup>(1)</sup>               |   | 4,130  | (2)  | 05/29/2025 | Common Stock  | 4,130                                      | \$0.00   | 65,870  | 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 August 13, 2019.
- The shares subject to the option vest in 4 equal, annual installments beginning on the one year anniversary of May 30, 2015.

**Remarks:**

/s/ Karole Morgan-Prager 11/26/2019  
 \*\* 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.