

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).

**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

1. Name and Address of Reporting Person* <u>Klein Peter S</u>  (Last) (First) (Middle) <u>11100 NE 8TH STREET, SUITE 600</u>  (Street) <u>BELLEVUE WA 98004</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Apptio Inc [ APTI ]</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>05/10/2018</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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)	\$9.01	05/10/2018		J <sup>(1)</sup>			88,127	(2)	11/07/2023	Class B Common Stock	88,127	\$0.00	0	D	
Stock Option (right to buy)	\$9.01	05/10/2018		J <sup>(1)</sup>		88,127		(2)	11/07/2023	Class A Common Stock	88,127	\$0.00	88,127	D	
Stock Option (right to buy)	\$14.31	05/10/2018		J <sup>(1)</sup>		30,000		(3)	11/05/2025	Class B Common Stock	30,000	\$0.00	0	D	
Stock Option (right to buy)	\$14.31	05/10/2018		J <sup>(1)</sup>		30,000		(3)	11/05/2025	Class A Common Stock	30,000	\$0.00	30,000	D	

**Explanation of Responses:**

- The Company's Class B Common Stock automatically converted to Class A Common Stock on May 10, 2018, which is the date the Class B Common Stock ceased to represent at least 25% of the Issuer's outstanding common stock, as established in the Issuer's Amended and Restated Certificate of Incorporation. In connection with the conversion, outstanding options to purchase Class B Common Stock issued under the Issuer's 2011 Executive Equity Incentive Plan and 2007 Stock Plan remain unchanged, except that they now represent a right to buy shares of the Issuer's Class A Common Stock.
- The option became fully vested and exercisable on November 8, 2017.
- 1/3rd of the shares subject to the option shall become vested on September 29, 2017 and 1/36th of the shares subject to the option shall vest monthly thereafter for the next 24 months. The option is subject to an early exercise right and may be exercised in full prior to the vesting of the shares underlying the option, subject to the issuer's right of repurchase.

**Remarks:**

/s/ John Morrow, attorney-in-fact 05/14/2018

\*\* 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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