

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Kramer Robert Charles</u> (Last) (First) (Middle) C/O APPIAN CORPORATION 11955 DEMOCRACY DRIVE, SUITE 1700 (Street) RESTON VA 20190 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/24/2017	3. Issuer Name and Ticker or Trading Symbol <u>APPIAN CORP [APPN]</u>	
		4. 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;"><u>General Manager</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	(1)(2)	(1)(2)	Class A Common Stock	2,500,000	(1)(2)	I	See Footnote ⁽³⁾
Series A Convertible Preferred Stock	(4)	(4)	Class B Common Stock	120,000	(4)	I	See Footnote ⁽³⁾
Employee Stock Option (Right to Buy)	(5)	01/27/2022	Class B Common Stock	100,000	1.16	D	
Employee Stock Option (Right to Buy)	(6)	04/08/2026	Class B Common Stock	35,000	7.5	D	
Employee Stock Option (Right to Buy)	(7)	04/25/2027	Class B Common Stock	100	12	D	

Explanation of Responses:

- Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock and has no expiration date. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (1) any transfer, whether or not for value and whether voluntary or involuntary or by operation of law, except for certain transfers described in the Issuer's certificate of incorporation, including, without limitation, certain transfers for tax and estate planning purposes or (continued to Footnote (2))
- (continued from Footnote (1)) (2) the death or disability, as defined in the Issuer's certificate of incorporation, of the applicable Class B common stockholder (or nine months after the date of death or disability if the stockholder is one of the Issuer's founders). In addition, on the first trading day following the date on which the outstanding shares of Class B Common Stock represent less than 10% of the aggregate voting power of the Issuer's then outstanding capital stock, all outstanding shares of Class B Common Stock shall convert automatically into Class A Common Stock, and no additional shares of Class B Common Stock will be issued.
- The reported securities are owned directly by The Robert C. Kramer Trust (the "Trust"). The Reporting Person is the sole trustee and beneficiary of the Trust.
- Each share of Series A Convertible Preferred Stock is convertible at any time at the option of the holder into one share of Class B Common Stock, has no expiration date and will convert into shares of Class B Common Stock upon the closing of the Issuer's initial public offering.
- Fully vested. The shares subject to this option become exercisable upon the earlier of (a) a change of control or (b) the closing of the Issuer's initial public offering.
- This option vested with respect to one-fifth of the shares subject to this option on April 8, 2017. The remaining shares subject to this option will vest in four equal annual installments commencing on April 8, 2018 and on the next three anniversaries thereof, subject to the Reporting Person's continued service to the Issuer through each vesting date. The shares subject to this option become exercisable upon the earlier of (a) a change of control or (b) the closing of the Issuer's initial public offering.
- This option will vest in five equal annual installments commencing on April 25, 2018 and on each of the next four anniversaries thereof, subject to the Reporting Person's continued service to the Issuer through each vesting date. The shares subject to this option become exercisable upon the earlier of (a) a change of control or (b) the closing of the Issuer's initial public offering.

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

/s/ Lauren Ackermann,
Attorney-in-Fact

05/24/2017

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Christopher Winters, Lauren Ackermann and Eric Jensen, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of Appian Corporation, Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder and a Form ID, Uniform Application for Access Codes to File on EDGAR;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to execute such Forms 3, 4, or 5, or Form ID (including any amendments thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority, including creating a new passphrase and generating new EDGAR access codes via the EDGAR filer manager website; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is Appian Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by Appian Corporation, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by Appian Corporation or Cooley LLP.

The undersigned has caused this Power of Attorney to be executed as of May 8, 2017.

/s/ Robert C. Kramer
Robert C. Kramer
General Manager and Director