

<b>OMB APPROVAL</b>	
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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>McIlwain Matthew S</u>  (Last) (First) (Middle) 999 THIRD AVENUE, 34TH FLOOR  (Street) SEATTLE WA 98104  (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>05/30/2018</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			
Class A Common Stock	05/30/2018		A		4,649 <sup>(1)(2)</sup>	A	\$0.00	53,590 <sup>(3)</sup>	D	
Class A Common Stock								18,691	I	See footnote <sup>(4)</sup>
Class A Common Stock								1,049,786	I	See footnote <sup>(5)</sup>

**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:**

- Each share is represented by a restricted stock unit (RSU) that represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
- The RSU Award was automatically granted on May 30, 2018 pursuant to the Issuer's Outside Director Compensation Policy that was approved and adopted by the Issuer's Board of Directors on September 1, 2016 and 100% of the RSUs will vest on the earlier of the one year anniversary of the grant date and the date of the next annual meeting of the Issuer, provided that the Reporting Person continues to serve on the Issuer's Board of Directors through the date of vesting.
- Includes 4,649 RSUs that represent contingent rights to receive 4,649 shares of the Issuer's Class A Common Stock upon settlement.
- Shares held by the McIlwain Family GST Trust.
- Includes 1,009,457 shares held by Madrona Venture Fund III, L.P. ("Madrona III") and 40,329 shares held by Madrona Venture Fund III-A, L.P. ("Madrona III-A"). Matthew McIlwain (who is a director of the issuer and files separate section 16(a) reports) is a managing director of the various entities affiliated with Madrona. Madrona Investment Partners III, L.P. is the general partner of Madrona III and Madrona III-A. Mr. McIlwain disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ John Morrow, attorney-in-fact 06/01/2018

\*\* 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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