

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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>Gorenberg Mark</u>  (Last) (First) (Middle) C/O DOMO, INC. 772 EAST UTAH VALLEY DRIVE  (Street) AMERICAN UT 84003 FORK  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DOMO, INC. [ DOMO ]</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>06/04/2019</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 B Common Stock	06/04/2019		A		4,699 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	24,699	D	
Class B Common Stock	04/15/2019		J <sup>(2)</sup>		93,934	D	\$0	0	I	See footnote <sup>(3)</sup>
Class B Common Stock	04/15/2019		J <sup>(4)</sup>		2,521	A	\$0	27,220	D	
Class B Common Stock	04/15/2019		J <sup>(4)</sup>		1,236	A	\$0	1,236	I	By spouse

**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:**

- The shares are represented by restricted stock units ("RSU"s). Each RSU represents the Reporting Person's right to receive one share of Class B Common Stock of the Issuer, subject to the applicable vesting schedule. In the event the Reporting Person ceases to be a service provider, the unvested RSUs will be cancelled by the issuer.
- Represents a pro rata distribution for no consideration to the limited partners and general partner of Zetta Venture Partners I, L.P.
- The reported securities are held directly by Zetta Venture Partners I, L.P. Zetta Equity Partners I, LLC is the general partner of Zetta Venture Partners I, L.P., and the Reporting Person, as a managing director of Zetta Equity Partners I, LLC, may be deemed to share voting and investment control over the shares held by Zetta Venture Partners I, L.P. The Reporting Person disclaims beneficial ownership of the securities held by Zetta Venture Partners I, L.P. except to the extent of any pecuniary interest therein.
- Represents shares acquired as a zero-cost, pro rata distribution from Zetta Venture Partners I, L.P.

**Remarks:**

/s/ Daniel Stevenson, attorney-in-fact 06/06/2019

\*\* 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.