

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>MARINER JONATHAN D</u>  (Last) (First) (Middle) <u>C/O ONESTREAM, INC.</u> <u>191 N. CHESTER STREET</u>  (Street) <u>BIRMINGHAM MI 48009</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OneStream, Inc. [ OS ]</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>11/14/2024</u>	
	4. 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 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	11/14/2024		C <sup>(1)</sup>		33,156	A	(1)	33,156	D	
Class A Common Stock	11/14/2024		C <sup>(1)</sup>		5,241	A	(1)	5,241	I	See Footnote <sup>(2)</sup>
Class A Common Stock	11/18/2024		S <sup>(3)</sup>		33,156	D	\$31 <sup>(3)</sup>	0	D	
Class A Common Stock	11/18/2024		S <sup>(4)</sup>		5,241	D	\$31 <sup>(4)</sup>	0	I	See Footnote <sup>(2)</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						Title
Common Units	(5)	11/14/2024		C <sup>(5)</sup>			33,156	(6)	(6)	Class D Common Stock	33,156	\$0	258,333	D	
Class D Common Stock	(5)	11/14/2024		C <sup>(5)</sup>		33,156		(7)	(7)	Class A Common Stock	33,156	\$0	33,156	D	
Class D Common Stock	(1)	11/14/2024		C <sup>(1)</sup>		33,156		(7)	(7)	Class A Common Stock	33,156	\$0	0	D	
Common Units	(8)	11/14/2024		C <sup>(8)</sup>		5,241		(6)	(6)	Class D Common Stock	5,241	\$0	40,838	I	See Footnote <sup>(2)(9)</sup>
Class D Common Stock	(8)	11/14/2024		C <sup>(8)</sup>		5,241		(7)	(7)	Class A Common Stock	5,241	\$0	5,241	I	See Footnote <sup>(2)</sup>
Class D Common Stock	(1)	11/14/2024		C <sup>(1)</sup>		5,241		(7)	(7)	Class A Common Stock	5,241	\$0	0	I	See Footnote <sup>(2)</sup>

**Explanation of Responses:**

- The Class A Common Stock was acquired upon the conversion, at the holder's election, of Class D Common Stock held by the holder on a 1:1 basis.
- Held by the Jonathan D. Mariner Revocable Trust (the "Mariner Revocable Trust"), of which the Reporting Person is a trustee. By virtue of his relationship, the Reporting Person may be deemed to hold voting and dispositive power with respect to the securities held by the Mariner Revocable Trust
- As previously disclosed in the Issuer's prospectus dated November 14, 2024, filed with the Securities and Exchange Commission on November 15, 2024, on November 18, 2024, the Issuer completed an underwritten public offering pursuant to which the holder sold 33,156 shares of Class A Common Stock at a public offering price of \$31 per share, or a net per share price of \$29.9925 after deducting \$1.0075 per share of underwriting discounts and commissions.
- As previously disclosed in the Issuer's prospectus dated November 14, 2024, filed with the Securities and Exchange Commission on November 15, 2024, on November 18, 2024, the Issuer completed an underwritten public offering pursuant to which the holder sold 5,241 shares of Class A Common Stock at a public offering price of \$31 per share, or a net per share price of \$29.9925 after deducting \$1.0075 per share of underwriting discounts and commissions.
- On November 14, 2024, the holder redeemed 33,156 Common Units of OneStream Software LLC, and 33,156 shares of the holder's Class C Common Stock were cancelled, in exchange for 33,156 shares of Class D Common Stock.
- The Common Units may be redeemed by the holder for shares of Class D Common Stock on a 1:1 basis, and an equal number of the holder's shares of Class C Common Stock (which have no economic rights) will be cancelled in connection with the redemption. The Common Units have no expiration date.

7. The Class D Common Stock is convertible at any time, at the holder's election, into Class A Common Stock on a 1:1 basis. Each outstanding share of Class D Common Stock will automatically convert into one share of Class A common stock upon the earlier of (i) any transfer, whether or not for value, except for certain transfers exempted by the Issuer's amended and restated certificate of incorporation, (ii) death or incapacity (if the holder is a natural person), and (iii) the first trading day following the seventh anniversary of the Issuer's initial public offering.

8. On November 14, 2024, the holder redeemed 5,241 Common Units, and 5,241 shares of the holder's Class C Common Stock were cancelled, in exchange for 5,241 shares of Class D Common Stock.

9. The Form 4 previously filed by the Reporting Person on July 26, 2024 inadvertently omitted this holding.

/s/ Holly Koczot, attorney-in-  
fact

11/18/2024

\*\* 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.**