

Tableau Software Inc
 Form 3/A
 May 22, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| NEW ENTERPRISE ASSOCIATES 11 LP | | | (Month/Day/Year) | Tableau Software Inc [DATA] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1954 GREENSPRING DRIVE, SUITE 600, | | | | (Check all applicable) | 05/16/2013 |
| (Street) | | | | ___ Director | ___X___ 10% Owner |
| TIMONIUM, MD 21093 | | | | ___ Officer | ___ Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | | ___ Form filed by One Reporting Person | |
| | | | | ___X___ 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) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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 of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--------------------------|-------|-------|----------------------------|------------|--------|----------------------------------|---|
| Class B Common Stock | Â (1) | Â (2) | Class A Common Stock | 2,407,666 | \$ (1) | D (3) | Â |
| Series A Preferred Stock | Â (4) | Â (4) | Class B Common Stock | 10,602,127 | \$ (4) | D (3) | Â |
| Series B Preferred Stock | Â (4) | Â (4) | Class B Common Stock | 6,541,485 | \$ (4) | D (3) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NEW ENTERPRISE ASSOCIATES 11 LP 1954 GREENSPRING DRIVE, SUITE 600 TIMONIUM,Â MDÂ 21093 | Â | Â X | Â | Â |
| NEA PARTNERS 11 LP 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093 | Â | Â X | Â | Â |
| NEA 11 GP, LLC 1954 GREENSPRING DRIVE, SUITE 600 TIMONIUM,Â MDÂ 21093 | Â | Â X | Â | Â |

Signatures

/s/ Louis Citron,
attorney-in-fact

05/22/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- 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. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer,
- (1) whether or not for value and whether voluntary or involuntary or by operation of law, except for certain transfers described in the issuer's amended and restated certificate of incorporation, including, without limitation, certain transfers for tax and estate planning purposes.
 - (2) Not applicable.
 - (3) The shares are directly held by New Enterprise Associates 11, Limited Partnership ("NEA 11") and indirectly held by NEA Partners 11, Limited Partnership ("NEA Partners 11"), the sole general partner of NEA 11, NEA 11 GP, LLC ("NEA 11 GP"), the sole general partner of NEA Partners 11, and the individual managers of NEA 11 GP (NEA Partners 11, NEA 11 GP and the individual managers of NEA 11 GP together, the "NEA 11 Indirect Reporting Persons"). The individual managers of NEA 11 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Krishna "Kittu" Kolluri and Scott D. Sandell. The NEA 11 Indirect Reporting Persons disclaim

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beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 11 shares in which the NEA 11 Indirect Reporting Persons have no pecuniary interest.

- (4) Each share of the issuer's Series A Preferred Stock and Series B Preferred Stock will be automatically converted into one (1) share of Class B Common Stock immediately prior to the closing of the issuer's initial public offering, and has no expiration date.

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Remarks:

The original Form 3 incorrectly reported ownership of the Class B Common Stock underlying the F

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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