

BARRETT M JAMES

Form 3

October 11, 2012

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
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burden hours per  
response... 0.5**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 \*

Â BARRETT M JAMES

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

10/11/2012

3. Issuer Name **and** Ticker or Trading Symbol  
Workday, Inc. [WDAY]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)1954 GREENSPRING  
DRIVE,Â SUITE 600

(Street)

(Check all applicable)

\_\_\_\_ Director    ☒ 10% Owner  
\_\_\_\_ Officer    \_\_\_\_ Other  
(give title below) (specify below)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
\_\_\_\_ Form filed by More than One  
Reporting Person

TIMONIUM,Â MDÂ 21093

(City)

(State)

(Zip)

**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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information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.**

**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)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of  
Shares4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

(Instr. 5)

|                                      |       |       |                         |           |        |   |                |
|--------------------------------------|-------|-------|-------------------------|-----------|--------|---|----------------|
| Series E Convertible Preferred Stock | Â (1) | Â (1) | Class B                 | 6,963,636 | \$ (1) | I | See Note 4 (4) |
|                                      |       |       | Common Stock (2)<br>(3) |           |        |   |                |
| Series E Convertible Preferred Stock | Â (1) | Â (1) | Class B                 | 6,963,637 | \$ (1) | I | See Note 5 (5) |
|                                      |       |       | Common Stock (2)<br>(3) |           |        |   |                |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships |           |         |       |
|--------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                | Director      | 10% Owner | Officer | Other |
| BARRETT M JAMES<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM,Â MDÂ 21093 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Louis Citron,  
attorney-in-fact

10/11/2012

\_\_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).

- (1) Each share of Series E Convertible 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 (the "IPO"), and has no expiration date.

Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one (1) share of Class A Common Stock upon any

- (2) transfer, whether or not for value, which occurs after the closing of the IPO, except for certain permitted transfers described in, and transfers to any "permitted transferee" as defined in, the Issuer's restated certificate of incorporation in effect as of the date hereof. The shares of Class B Common Stock have no expiration date.

All shares of Class A and Class B Common Stock will convert automatically into shares of a single class of Common Stock upon the earliest to occur of the following: (a) upon the election by the holders of a majority of the then outstanding shares of Class B Common

- (3) Stock, (b) the date when the number of outstanding shares of Class B Common Stock represents less than 9% of all outstanding shares of Class A and Class B Common Stock, (c) October 11, 2032 or (d) nine months after the death of the later to die of David A. Duffield and Aneel Bhusri. The shares of Class A and Class B Common Stock have no expiration date.

The Reporting Person is a manager of NEA 12 GP, LLC, which is the sole general partner of NEA Partners 12, Limited Partnership ("NEA Partners 12"). NEA Partners 12 is the sole general partner of New Enterprise Associates 12, Limited Partnership ("NEA 12"), the

- (4) direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), or otherwise of the shares held by NEA 12, except to the extent of his pecuniary interest therein.

The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13, L.P. ("NEA Partners 13"). NEA Partners 13 is the sole general partner of New Enterprise Associates 13, L.P. ("NEA 13"), the direct beneficial owner of the shares.

- (5) The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act or otherwise of the shares held by NEA 13, except to the extent of his pecuniary interest therein.

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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