

Workday, Inc.
Form 4
March 06, 2014

FORM 4

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

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BHUSRI ANEEL

(Last) (First) (Middle)

**C/O WORKDAY, INC., 6230
STONERIDGE MALL ROAD**

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Workday, Inc. [WDAY]

3. Date of Earliest Transaction
(Month/Day/Year)

03/04/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Co-CEO and Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ 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)
Class A Common Stock	03/04/2014		J ⁽¹⁾	85,044 ⁽²⁾	A \$ 0 531,054 ⁽³⁾	D	
Class A Common Stock	03/04/2014		J ⁽⁴⁾	2,368 ⁽⁵⁾	A \$ 0 533,422 ⁽³⁾	D	
Class A Common Stock	03/04/2014		J ⁽⁶⁾	6,830 ⁽⁷⁾	A \$ 0 540,252 ⁽³⁾	D	
Class A Common	03/04/2014		J ⁽¹⁾	1,662,621	D \$ 0 0	I	See footnote

Stock								(1) (8)
Class A Common Stock	03/04/2014	J ⁽⁴⁾	46,319	D	\$ 0 0		I	See footnote (4) (9)
Class A Common Stock	03/04/2014	J ⁽⁶⁾	6,830	D	\$ 0 0		I	See footnote (6) (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(10) (11)	03/04/2014		C	1,662,621	(10)(11)	(10)(11)	Class A Common Stock	1,662,621
Class B Common Stock	(10) (11)	03/04/2014		C	46,319	(10)(11)	(10)(11)	Class A Common Stock	46,319
Class B Common Stock	(10) (11)	03/04/2014		C	189,883	(10)(11)	(10)(11)	Class A Common Stock	189,883

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BHUSRI ANEEL C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588	X	X	Co-CEO and Chairman	

Signatures

/s/ Melanie Vinson,
attorney-in-fact

03/06/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) On March 4, 2014, Greylock XI Limited Partnership, a venture capital partnership, converted in the aggregate 1,662,621 shares of the Issuer's Class B Common Stock. Subsequently, Greylock XI Limited Partnership distributed in-kind, without consideration, Issuer's Class A Common Stock to its general and limited partners.

(2) Pro rata distribution from Greylock XI Limited Partnership.

(3) Includes 134,163 restricted stock units that entitle the Reporting Person to receive one share of Class A Common Stock per unit upon settlement, which will take place within 30 days of vesting. The restricted stock units will vest in eight (8) quarterly installments beginning November 15, 2015, subject to the Reporting Person's continued employment with Workday on the applicable vesting date.

(4) On March 4, 2014, Greylock XI-A Limited Partnership, a venture capital partnership, converted in the aggregate 46,319 shares of the Issuer's Class B Common Stock. Subsequently, Greylock XI-A Limited Partnership distributed in-kind, without consideration, Issuer's Class A Common Stock to its general and limited partners.

(5) Pro rata distribution from Greylock XI-A Limited Partnership.

(6) On March 4, 2014, Greylock XI Principals LLC, converted and distributed in-kind, without consideration, Issuer's Class A Common Stock to its members, which shares it was holding as nominee for the benefit of those members.

(7) Distribution from Greylock XI Principals LLC, which shares were being held as nominee for the benefit of Mr. Bhusri.

(8) Greylock XI GP Limited Partnership is the sole general partner of Greylock XI Limited Partnership. Aneel Bhusri, the Issuer's Co-Chief Executive Officer and Chairman, is a Managing Partner of Greylock XI GP Limited Partnership. As a result, Greylock XI GP Limited Partnership and Mr. Bhusri may be deemed to share voting and dispositive power with respect to the shares held directly by Greylock XI Limited Partnership. Greylock XI GP Limited Partnership, as well as Greylock XI-A Limited Partnership and Mr. Bhusri, disclaim beneficial ownership of the securities held by Greylock XI Limited Partnership except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission by Greylock XI GP Limited Partnership, Greylock XI-A Limited Partnership or Mr. Bhusri of beneficial ownership of these securities for purposes of Section 16 or for any other purposes.

(9) Greylock XI GP Limited Partnership is the sole general partner of Greylock XI-A Limited Partnership. Aneel Bhusri, the Issuer's Co-Chief Executive Officer and Chairman, is a Managing Partner of Greylock XI GP Limited Partnership. As a result, Greylock XI GP Limited Partnership and Mr. Bhusri may be deemed to share voting and dispositive power with respect to the shares held directly by Greylock XI-A Limited Partnership. Greylock XI GP Limited Partnership, as well as Greylock XI Limited Partnership and Mr. Bhusri, disclaim beneficial ownership of the securities held by Greylock XI-A Limited Partnership except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission by Greylock XI GP Limited Partnership, Greylock XI Limited Partnership or Mr. Bhusri of beneficial ownership of these securities for purposes of Section 16 or for any other purposes.

(10) 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 transfer, whether or not for value, 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.

(11) 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 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 (9) 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.

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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