

Workday, Inc.
Form 4
December 10, 2013

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

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OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDELL SCOTT D

(Last) (First) (Middle)

**1954 GREENSPRING
DRIVE, SUITE 600**

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Workday, Inc. [WDAY]

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2013

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)

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/06/2013		C		1,160,606	A	<u>(1)</u>	1,160,606	I	See Note 2 <u>(2)</u>
Class A Common Stock	12/06/2013		J ⁽³⁾		1,160,606	D	\$ 0	0	I	See Note 2 <u>(2)</u>
Class A Common Stock	12/06/2013		J ⁽⁴⁾		11,606	A	\$ 0	11,606	I	See Note 5 <u>(5)</u>
Class A Common	12/06/2013		J ⁽⁶⁾		11,606	A	\$ 0	0	I	See Note 5 <u>(5)</u>

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Stock								
Class A Common Stock	12/06/2013	C	1,160,606	A	<u>(7)</u>	1,160,606	I	See Note 8 ⁽⁸⁾
Class A Common Stock	12/06/2013	J ⁽⁹⁾	1,160,606	D	\$ 0	0	I	See Note 8 ⁽⁸⁾
Class A Common Stock	12/06/2013	J ⁽¹⁰⁾	11,606	A	\$ 0	11,606	I	See Note 11 ⁽¹¹⁾
Class A Common Stock	12/06/2013	J ⁽¹²⁾	11,606	D	\$ 0	0	I	See Note 11 ⁽¹¹⁾
Class A Common Stock	12/06/2013	J ⁽¹³⁾	585	A	\$ 0	4,401	I	See Note 14 ⁽¹⁴⁾
Class A Common Stock	12/06/2013	J ⁽¹⁵⁾	687	A	\$ 0	5,088	I	See Note 14 ⁽¹⁴⁾
Class A Common Stock	12/06/2013	J ⁽¹⁶⁾	2,536	A	\$ 0	7,460	I	See Note 17 ⁽¹⁷⁾
Class A Common Stock	12/06/2013	J ⁽¹⁸⁾	2,394	A	\$ 0	9,854	I	See Note 17 ⁽¹⁷⁾
Class A Common Stock	12/09/2013	S ⁽²¹⁾	4,300	D	\$ 79.6042 ⁽²²⁾	5,554	I	See Note 17 ⁽¹⁷⁾
Class A Common Stock	12/09/2013	S ⁽²¹⁾	624	D	\$ 80.1619 ⁽²³⁾	4,930	I	See Note 17 ⁽¹⁷⁾

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

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SEC 1474
(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security	(Instr. 3, 4, and 5)						Title	Amount or Number of Shares
	Code	V	(A)	(D)	Date Exercisable	Expiration Date		
Class B Common Stock			(19) (20)	12/06/2013	C	1,160,606	(19)(20) (19)(20)	Class A Common Stock (20) 1,160,606
Class B Common Stock			(19) (20)	12/06/2013	C	1,160,606	(19)(20) (19)(20)	Class A Common Stock (20) 1,160,606

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDELL SCOTT D 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	X			

Signatures

/s/ Sasha Keough,
attorney-in-fact
12/10/2013
**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) New Enterprise Associates 13, L.P. ("NEA 13") converted 1,160,606 shares of Class B Common Stock at its option, pursuant to the Issuer's Restated Certificate of Incorporation, resulting in its acquisition of 1,160,606 shares of Class A Common Stock.
The securities are directly held by NEA 13 and are indirectly held by NEA Partners 13, L.P. ("NEA Partners 13"), the sole general partner of NEA 13, NEA 13 GP, LTD ("NEA 13 LTD"), the sole general partner of NEA Partners 13 and each of the individual directors of NEA 13 LTD (NEA Partners 13, NEA 13 LTD and the individual directors of NEA 13 LTD (collectively, the "Directors") together, the "Indirect Reporting Persons"). The Directors of NEA 13 LTD are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Patrick J. Kerins, Krishna "Kittu" Kolluri, David M. Mott, Scott D. Sandell, Ravi Viswanathan and Harry R. Weller. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by NEA 13 in which the Indirect Reporting Persons have no pecuniary interest.
- (3) NEA 13 made a pro rata distribution for no consideration of an aggregate of 1,160,606 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on December 6, 2013.
- (4) NEA Partners 13 received 11,606 shares of Class A Common Stock of the Issuer in the distribution by NEA 13 on December 6, 2013.
The Reporting Person is a director of NEA 13 LTD, the sole general partner of NEA Partners 13. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by NEA Partners 13 in which the Reporting Person has no pecuniary interest.
- (6) NEA Partners 13 made a pro rata distribution for no consideration of an aggregate of 11,606 shares of Class A Common Stock of the Issuer to its limited partners on December 6, 2013.
- (7) New Enterprise Associates 12, Limited Partnership ("NEA 12") converted 1,160,606 shares of Class B Common Stock at its option, pursuant to the Issuer's Restated Certificate of Incorporation, resulting in its acquisition of 1,160,606 shares of Class A Common Stock.

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The securities are directly held by NEA 12 and indirectly held by NEA Partners 12, Limited Partnership ("NEA Partners 12"), the sole general partner of NEA 12, NEA 12 GP, LLC ("NEA 12 GP"), the sole general partner of NEA Partners 12, and the individual managers of NEA 12 GP (NEA Partners 12, NEA 12 GP and the individual managers of NEA 12 GP together, the "Indirect Reporting Persons").

- (8) The individual managers of NEA 12 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Patrick J. Kerins, Krishna "Kittu" Kolluri and Scott D. Sandell. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the issuer held by NEA 12 in which the Indirect Reporting Persons have no pecuniary interest.
- (9) NEA 12 made a pro rata distribution for no consideration of an aggregate of 1,160,606 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on December 6, 2013.
- (10) NEA Partners 12 received 11,606 shares of Class A Common Stock of the Issuer in the distribution by NEA 12 on December 6, 2013.
- The Reporting Person is a manager of NEA 12 GP, the sole general partner of NEA Partners 12. The Reporting Person disclaims
- (11) beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by NEA Partners 12 in which the Reporting Person has no pecuniary interest.
- (12) NEA Partners 12 made a pro rata distribution for no consideration of an aggregate of 11,606 shares of Class A Common Stock of the Issuer to its limited partners on December 6, 2013.
- (13) Rising River Partners, L.P. received 585 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 13 on December 6, 2013.
- The securities are directly held by Rising River Partners, L.P. The Reporting Person disclaims beneficial ownership within the meaning
- (14) of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the Issuer held by Rising River Partners, L.P. in which the Reporting Person has no pecuniary interest.
- (15) Rising River Partners, L.P. received 687 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on December 6, 2013.
- (16) New Enterprise Associates, LLC ("NEA LLC") received 2,536 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 13 on December 6, 2013.
- The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the securities. The
- (17) Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the securities held by NEA LLC, in which the Reporting Person has no pecuniary interest.
- (18) NEA LLC received 2,394 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on December 6, 2013.
- 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
- (19) 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.
- 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
- (20) 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.
- (21) The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by NEA LLC on October 15, 2013.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (22) \$79.03 to \$80.01 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (22) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (23) \$80.04 to \$80.25 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (23) to this Form 4.

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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