

Workday, Inc.
Form 4
August 29, 2013

FORM 4

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

OMB APPROVAL

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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

(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)
08/28/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 08/28/2013 | | C | 1,160,606 A | 1,160,606 | I | See Note 2 (2) |
| Class A Common Stock | 08/28/2013 | | J(3) | 1,160,606 D | \$ 0 0 | I | See Note 2 (2) |
| Class A Common Stock | 08/28/2013 | | J(4) | 11,606 A | \$ 0 11,606 | I | See Note 5 (5) |
| Class A Common | 08/28/2013 | | J(6) | 11,606 A | \$ 0 0 | I | See Note 5 (5) |

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| | | | | | | | | | |
|----------------------------|------------|--|-------------------|-----------|---|------------|-----------|---|----------------------------|
| Stock | | | | | | | | | |
| Class A Common Stock | 08/28/2013 | | C | 1,160,606 | A | <u>(7)</u> | 1,160,606 | I | See Note 8 <u>(8)</u> |
| Class A Common Stock | 08/28/2013 | | J ⁽⁹⁾ | 1,160,606 | D | \$ 0 | 0 | I | See Note 8 <u>(8)</u> |
| Class A Common Stock | 08/28/2013 | | J ⁽¹⁰⁾ | 11,606 | A | \$ 0 | 11,606 | I | See Note 11 <u>(11)</u> |
| Class A Common Stock | 08/28/2013 | | J ⁽¹²⁾ | 11,606 | D | \$ 0 | 0 | I | See Note 11 <u>(11)</u> |
| Class A Common Stock | 08/28/2013 | | J ⁽¹³⁾ | 584 | A | \$ 0 | 3,129 | I | See Note 14 <u>(14)</u> |
| Class A Common Stock | 08/28/2013 | | J ⁽¹⁵⁾ | 687 | A | \$ 0 | 3,816 | I | See Note 14 <u>(14)</u> |
| Class A Common Stock | 08/28/2013 | | J ⁽¹⁶⁾ | 2,532 | A | \$ 0 | 2,532 | I | See Note 17 <u>(17)</u> |
| Class A Common Stock | 08/28/2013 | | J ⁽¹⁸⁾ | 2,392 | A | \$ 0 | 4,924 | I | See Note 17 <u>(17)</u> |

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 | <u>(19)</u> <u>(20)</u> | 08/28/2013 | | C | | <u>(19)</u> <u>(20)</u> | <u>(19)</u> <u>(20)</u> | Class A Common Stock <u>(20)</u> | 1,160,606 |

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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 August 28, 2013.

- (10) NEA Partners 12 received 11,606 shares of Class A Common Stock of the Issuer in the distribution by NEA 12 on August 28, 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 August 28, 2013.

- (13) Rising River Partners, L.P. received 584 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 13 on August 28, 2013.

The securities are directly held by Rising River Partners, L.P. 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 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 August 28, 2013.

- (16) New Enterprise Associates, LLC ("NEA LLC") received 2,532 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 13 on August 28, 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 the securities held by NEA LLC, except to the extent of his pecuniary interest therein.

- (18) NEA LLC received 2,392 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on August 28, 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 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.

- (20) 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 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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