Tableau Software Inc
Form 4
August 22, 2014

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
NEA PARTNERS 11 LP

(Last) (First) (Middle)

1954 GREENSPRING DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Tableau Software Inc [DATA]

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (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 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	08/20/2014		C(1)		1,607,096	A	(2)	1,607,096	I	See Note 3 (3)
Class A Common Stock	08/20/2014		J(4)		1,607,096	D	$ 0	0	I	See Note 3 (3)
Class A Common Stock	08/20/2014		J(5)		493,378	A	$ 0	493,378	D (6)	
Class A Common	08/20/2014		J(7)		493,378	D	$ 0	0	D (6)	

Stock

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

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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	(2)	08/20/2014		C			1,607,096	(2)	(8)	Class A Common Stock	1,607,09

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEA PARTNERS 11 LP 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		
NEA 11 GP, LLC 1954 GREENSPRING DRIVE, SUITE 600 TIMONIUM, MD 21093		X		

Signatures

/s/ Sasha Keough, attorney-in-fact	08/22/2014
**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) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.

(2) 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, 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.

(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 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) NEA 11 made a pro rata distribution for no consideration of an aggregate of 1,607,096 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on August 20, 2014.

(5) NEA Partners 11 received 493,378 shares of Class A Common Stock of the Issuer in the distribution by NEA 11 on August 20, 2014.

(6) The shares are directly held by NEA Partners 11 and indirectly held by NEA 11 GP, the sole general partner of NEA Partners 11, and the individual managers of NEA 11 GP (NEA 11 GP and the individual managers of NEA 11 GP together, the "NEA Partners 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 Partners 11 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 NEA Partners 11 shares in which the NEA Partners 11 Indirect Reporting Persons have no pecuniary interest.

(7) NEA Partners 11 made a pro rata distribution for no consideration of an aggregate of 493,378 shares of Class A Common Stock of the Issuer to its limited partners on August 20, 2014.

(8) Not applicable.

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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