

Tableau Software Inc
Form 4
February 28, 2014

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 *
KOLLURI KRISHNA KITTU

(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)
02/26/2014

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)

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	02/26/2014		C ⁽¹⁾		3,214,192	A	<u>(2)</u> 3,214,192	I	See Note 3 ⁽³⁾
Class A Common Stock	02/26/2014		J ⁽⁴⁾		3,214,192	D	\$ 0 0	I	See Note 3 ⁽³⁾
Class A Common Stock	02/26/2014		J ⁽⁵⁾		986,757	A	\$ 0 986,757	I	See Note 6 ⁽⁶⁾
Class A Common	02/26/2014		J ⁽⁷⁾		986,757	D	\$ 0 0	I	See Note 6 ⁽⁶⁾

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- (1) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.

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 Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, Limited Partnership ("NEA Partners 11"). NEA Partners 11 is the sole general partner of New Enterprise Associates 11, Limited Partnership ("NEA 11"), the 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, or otherwise of such portion of the Shares held by NEA 11 in which the Reporting Person has no pecuniary interest.

- (4) NEA 11 made a pro rata distribution for no consideration of an aggregate of 3,214,192 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on February 26, 2014.

- (5) NEA Partners 11 received 986,757 shares of Class A Common Stock of the Issuer in the distribution by NEA 11 on February 26, 2014.

- (6) The Reporting Person is a manager of NEA 11 GP, LLC, the sole general partner of NEA Partners 11, the direct beneficial owner of the shares of Class A Common Stock of the Issuer. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of Class A Common Stock of the Issuer held by NEA Partners 11 in which the Reporting Person has no pecuniary interest.

- (7) NEA Partners 11 made a pro rata distribution for no consideration of an aggregate of 986,757 shares of Class A Common Stock of the Issuer to its limited partners on February 26, 2014.

- (8) The Kolluri Living Trust dated 11/5/99 (the "Kolluri Trust") received 1,012 shares of Class A Common Stock of the Issuer in the distribution by NEA 11 on February 26, 2014.

- (9) The securities are held directly by the Kolluri Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, of such portion of the shares of Class A Common Stock of the Issuer held by the Kolluri Trust in which the Reporting Person has no pecuniary interest.

- (10) The Kolluri Trust received 8,673 shares of common stock of the Issuer in the distribution by NEA Partners 11 on February 26, 2014.

- (11) 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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