

Workday, Inc.
Form 4
September 04, 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 *
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)
08/30/2013

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)

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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock ⁽¹⁾ | 08/30/2013 | | A | | 134,163 | A | \$ 0 |
| Class A Common Stock | 09/03/2013 | | S ⁽²⁾ | | 19,914 | D | \$ 73.251 ⁽³⁾ |
| Class A Common Stock | 09/03/2013 | | S ⁽²⁾ | | 5,086 | D | \$ 73.9085 ⁽⁴⁾ |
| Class A Common | 09/03/2013 | | J ⁽⁵⁾ | | 169,008 ⁽⁶⁾ | A | \$ 0 |

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| | | | | | | | | |
|----------------------------|------------|-------------|------------------------|---|--------------------------------------|---------|---|---|
| Stock | | | | | | | | |
| Class A Common Stock | 09/03/2013 | <u>J(7)</u> | 4,708 ⁽⁸⁾ | A | \$ 0 | 469,806 | D | |
| Class A Common Stock | 09/03/2013 | <u>J(9)</u> | 13,659 ⁽¹⁰⁾ | A | \$ 0 | 483,465 | D | |
| Class A Common Stock | 08/30/2013 | <u>S(2)</u> | 8,257 | D | \$ <u>72.562</u> ⁽¹¹⁾ | 21,743 | I | By the Aneel Bhusri Grantor Retained Annuity Trust dtd 6/13/11 |
| Class A Common Stock | 08/30/2013 | <u>S(2)</u> | 5,243 | D | \$ <u>73.4698</u> ⁽¹²⁾ | 16,500 | I | By the Aneel Bhusri Grantor Retained Annuity Trust dtd 6/13/11 |
| Class A Common Stock | 08/30/2013 | <u>S(2)</u> | 1,500 | D | \$ <u>74.2933</u> ⁽¹³⁾ | 15,000 | I | By the Aneel Bhusri Grantor Retained Annuity Trust dtd 6/13/11 |
| Class A Common Stock | 09/03/2013 | <u>J(5)</u> | 3,325,242 | D | \$ 0 | 0 | I | See footnote <u>(5)</u> <u>(14)</u> |
| Class A Common Stock | 09/03/2013 | <u>J(7)</u> | 92,639 | D | \$ 0 | 0 | I | See footnote <u>(7)</u> <u>(15)</u> |
| Class A Common Stock | 09/03/2013 | <u>J(9)</u> | 13,659 | D | \$ 0 | 0 | I | See footnote <u>(9)</u> <u>(10)</u> |

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

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(9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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/ James P. Shaughnessy,
attorney-in-fact

09/04/2013

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) Restricted stock units that entitle the Reporting Person to receive one share of Class A Common Stock 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.
 - (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 15, 2013.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.77 to \$73.74, inclusive. The Reporting Person undertakes to Workday, Inc., any security holder of Workday, Inc., or 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(s) set forth in this footnote of this Form 4.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.80 to \$74.14, inclusive. The Reporting Person undertakes to Workday, Inc., any security holder of Workday, Inc., or 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(s) set forth in this footnote of this Form 4.
 - (5)

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On September 3, 2013, Greyllock XI Limited Partnership, a venture capital partnership, distributed in-kind, without consideration, an aggregate of 3,325,242 shares of Class A Common Stock of the Issuer to its general and limited partners.

- (6) Pro rata distribution from Greyllock XI Limited Partnership.
- (7) On September 3, 2013, Greyllock XI-A Limited Partnership, a venture capital partnership, distributed in-kind, without consideration, an aggregate of 92,639 shares of Class A Common Stock of the Issuer to its general and limited partners.
- (8) Pro rata distribution from Greyllock XI-A Limited Partnership.
- (9) On September 3, 2013, Greyllock XI Principals LLC, distributed in-kind, without consideration, shares of Class A Common Stock of the Issuer to its members, which shares it was holding as nominee for the benefit of those members.
- (10) Distribution from Greyllock XI Principals LLC, which shares were being held as nominee for the benefit of Mr. Bhusri.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.14 to \$73.08, inclusive. The Reporting Person undertakes to Workday, Inc., any security holder of Workday, Inc., or 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(s) set forth in this footnote of this Form 4.

- (11)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.14 to \$74.12, inclusive. The Reporting Person undertakes to Workday, Inc., any security holder of Workday, Inc., or 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(s) set forth in this footnote of this Form 4.

- (12)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.16 to \$74.55, inclusive. The Reporting Person undertakes to Workday, Inc., any security holder of Workday, Inc., or 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(s) set forth in this footnote of this Form 4.

- (13)

Greyllock XI GP Limited Partnership is the sole general partner of Greyllock XI Limited Partnership. Aneel Bhusri, the Issuer's Co-Chief Executive Officer and Chairman, is a Managing Partner of Greyllock XI GP Limited Partnership. As a result, Greyllock XI GP Limited Partnership and Mr. Bhusri may be deemed to share voting and dispositive power with respect to the shares held directly by Greyllock XI Limited Partnership. Greyllock XI GP Limited Partnership, as well as Greyllock XI-A Limited Partnership and Mr. Bhusri, disclaim beneficial ownership of the securities held by Greyllock 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 Greyllock XI GP Limited Partnership, Greyllock XI-A Limited Partnership or Mr. Bhusri of beneficial ownership of these securities for purposes of Section 16 or for any other purposes.

- (14)

Greyllock XI GP Limited Partnership is the sole general partner of Greyllock XI-A Limited Partnership. Aneel Bhusri, the Issuer's Co-Chief Executive Officer and Chairman, is a Managing Partner of Greyllock XI GP Limited Partnership. As a result, Greyllock XI GP Limited Partnership and Mr. Bhusri may be deemed to share voting and dispositive power with respect to the shares held directly by Greyllock XI-A Limited Partnership. Greyllock XI GP Limited Partnership, as well as Greyllock XI Limited Partnership and Mr. Bhusri, disclaim beneficial ownership of the securities held by Greyllock 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 Greyllock XI GP Limited Partnership, Greyllock XI Limited Partnership or Mr. Bhusri of beneficial ownership of these securities for purposes of Section 16 or for any other purposes.

- (15)

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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