

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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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

(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 <sup>(1)</sup>	08/30/2013		A		134,163	A	\$ 0
Class A Common Stock	09/03/2013		S <sup>(2)</sup>		19,914	D	\$ 73.251 <sup>(3)</sup>
Class A Common Stock	09/03/2013		S <sup>(2)</sup>		5,086	D	\$ 73.9085 <sup>(4)</sup>
Class A Common	09/03/2013		J <sup>(5)</sup>		169,008 <sup>(6)</sup>	A	\$ 0

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Stock								
Class A Common Stock	09/03/2013	<u>J(7)</u>	4,708 <sup>(8)</sup>	A	\$ 0	469,806	D	
Class A Common Stock	09/03/2013	<u>J(9)</u>	13,659 <sup>(10)</sup>	A	\$ 0	483,465	D	
Class A Common Stock	08/30/2013	<u>S(2)</u>	8,257	D	\$ <u>72.562</u> <sup>(11)</sup>	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> <sup>(12)</sup>	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> <sup>(13)</sup>	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## 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, Greystack 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 Greystack XI Limited Partnership.
- (7) On September 3, 2013, Greystack 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 Greystack XI-A Limited Partnership.
- (9) On September 3, 2013, Greystack 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 Greystack 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)
- (12) 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.

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

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