

BHUSRI ANEEL
Form 4
April 12, 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 *
Greylock XI GP Limited Partnership

2. Issuer Name and Ticker or Trading Symbol
Workday, Inc. [WDAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2550 SAND HILL ROAD,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/10/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Stock | 04/10/2013 | | C | V | Amount 3,325,242 (A) or (D) (1) | Price 3,325,242 | I See Footnote (5) |
| Class A Common Stock | 04/10/2013 | | C | V | Amount 92,639 (A) or (D) (2) | Price 92,639 | I See Footnote (6) |

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

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SEC 1474 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (3) (4) | 04/10/2013 | | C | 3,325,242 | (3)(4) | (3)(4) | Class A Common Stock (4) | 3,325,242 |
| Class B Common Stock | (3) (4) | 04/10/2013 | | C | 92,639 | (3)(4) | (3)(4) | Class A Common Stock (4) | 92,639 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Greylock XI GP Limited Partnership 2550 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |
| BHUSRI ANEEL C/O GREYLOCK XI GP LIMITED PARTNERSHIP 2550 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |
| GREYLOCK XI LIMITED PARTNERSHIP 2550 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Donald A. Sullivan, as Administrative Partner of Greylock XI GP Limited Partnership | 04/12/2013 |
| __Signature of Reporting Person | Date |
| /s/ Donald A. Sullivan, as Administrative Partner of Greylock XI GP Limited Partnership, the general partner of Greylock XI Limited Partnership and Greylock XI-A Limited Partnership | 04/12/2013 |
| __Signature of Reporting Person | Date |
| /s/ James Shaughnessy, as Attorney-in-Fact for Aneel Bhusri | 04/12/2013 |
| __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) On April 10, 2013 Greylock XI Limited Partnership ("Greylock XI LP") converted 3,325,242 shares of Class B Common Stock at its option, pursuant to the Issuer's restated certificate of incorporation in effect as of the date hereof, resulting in its acquisition of 3,325,242 shares of Class A Common Stock.

(2) On April 10, 2013 Greylock XI-A Limited Partnership ("Greylock XI-A LP") converted 92,639 shares of Class B Common Stock at its option, pursuant to the Issuer's restated certificate of incorporation in effect as of the date hereof, resulting in its acquisition of 92,639 shares of Class A Common Stock.

(3) 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.

(4) All shares of Class A Common Stock 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 Common Stock 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 Common Stock and Class B Common Stock have no expiration date.

(5) The shares are held directly by Greylock XI LP. Greylock XI GP Limited Partnership ("Greylock XI GP") is the sole general partner of Greylock XI LP. Aneel Bhusri, the Issuer's Co-Chief Executive Officer and Chairman, is a Managing Partner of Greylock XI GP. As a result, Greylock XI GP and Mr. Bhusri may be deemed to share voting and dispositive power with regard to the shares held directly by Greylock XI LP.

(6) The shares are held directly by Greylock XI-A LP. Greylock XI GP is the sole general partner of Greylock XI-A LP. Aneel Bhusri, the Issuer's Co-Chief Executive Officer and Chairman, is a Managing Partner of Greylock XI GP. As a result, Greylock XI GP and Mr. Bhusri may be deemed to share voting and dispositive power with regard to the shares held directly by Greylock XI-A LP.

(7) Greylock XI GP and Aneel Bhusri disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission by Greylock XI GP or by Mr. Bhusri of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

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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