

BHUSRI ANEEL
Form 3
October 11, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Last) (First) (Middle)

2550 SAND HILL ROAD,
(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
10/11/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class B Common Stock <u>(2)</u> <u>(3)</u>	5,253,638	\$ <u>(1)</u>	I	By Greylock XI Limited Partnership <u>(4)</u> <u>(6)</u>
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class B Common Stock <u>(2)</u> <u>(3)</u>	2,661,843	\$ <u>(1)</u>	I	By Greylock XI Limited Partnership <u>(4)</u> <u>(6)</u>
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class B Common Stock <u>(2)</u> <u>(3)</u>	2,109,572	\$ <u>(1)</u>	I	By Greylock XI Limited Partnership <u>(4)</u> <u>(6)</u>
Series D Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class B Common Stock <u>(2)</u> <u>(3)</u>	1,743,632	\$ <u>(1)</u>	I	By Greylock XI Limited Partnership <u>(4)</u> <u>(6)</u>
Series E Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class B Common Stock <u>(2)</u> <u>(3)</u>	1,532,282	\$ <u>(1)</u>	I	By Greylock XI Limited Partnership <u>(4)</u> <u>(6)</u>
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class B Common Stock <u>(2)</u> <u>(3)</u>	146,362	\$ <u>(1)</u>	I	By Greylock XI-A Limited Partnership <u>(5)</u> <u>(6)</u>
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class B Common Stock <u>(2)</u> <u>(3)</u>	74,157	\$ <u>(1)</u>	I	By Greylock XI-A Limited Partnership <u>(5)</u> <u>(6)</u>
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class B Common Stock <u>(2)</u> <u>(3)</u>	58,771	\$ <u>(1)</u>	I	By Greylock XI-A Limited Partnership <u>(5)</u> <u>(6)</u>
Series D Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class B Common Stock <u>(2)</u> <u>(3)</u>	48,576	\$ <u>(1)</u>	I	By Greylock XI-A Limited Partnership <u>(5)</u> <u>(6)</u>
Series E Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class B Common Stock <u>(2)</u> <u>(3)</u>	42,688	\$ <u>(1)</u>	I	By Greylock XI-A Limited Partnership <u>(5)</u> <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	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	10/11/2012
**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	10/11/2012
**Signature of Reporting Person	Date
/s/ James Shaughnessy, as Attorney-in-Fact for Aneel Bhusri	10/11/2012
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 convertible preferred stock will be automatically converted into one (1) share of Class B Common Stock immediately prior to the closing of the Issuer's initial public offering (the "IPO"), and has no expiration date.
- 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
- (2) transfer, whether or not for value, which occurs after the closing of the IPO, 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.
- All shares of Class A 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
- (3) 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 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 and Class B Common Stock have no expiration date.
- The shares are held directly by Greylock XI Limited Partnership ("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
- (4) 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.
- The shares are held directly by Greylock XI-A Limited Partnership ("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
- (5) 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.
- Greylock XI GP and Aneel Bhusri disclaim beneficial ownership of these securities except to the extent of their respective pecuniary
- (6) 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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