

KOLLURI KRISHNA KITTU
 Form 4
 April 11, 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 *
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
Workday, Inc. [WDAY]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/09/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 | 04/09/2013 | | C | | 2,321,212 | A | ₹ 2,321,212 | I | See Note 2 (2) |
| Class A Common Stock | 04/09/2013 | | J(3) | | 2,321,212 | D | \$ 0 0 | I | See Note 2 (2) |
| Class A Common Stock | 04/09/2013 | | J(4) | | 23,212 | A | \$ 0 23,212 | I | See Note 5 (5) |
| Class A Common Stock | 04/09/2013 | | J(6) | | 23,212 | D | \$ 0 0 | I | See Note 5 (5) |

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| | | | | | | | | | |
|----------------------------|------------|--|-------------------|-----------|---|------------|-----------|---|----------------------------|
| Stock | | | | | | | | | |
| Class A Common Stock | 04/10/2013 | | C | 2,321,212 | A | <u>(7)</u> | 2,321,212 | I | See Note 8 <u>(8)</u> |
| Class A Common Stock | 04/10/2013 | | J ⁽⁹⁾ | 2,321,212 | D | \$ 0 | 0 | I | See Note 8 <u>(8)</u> |
| Class A Common Stock | 04/10/2013 | | J ⁽¹⁰⁾ | 23,212 | A | \$ 0 | 23,212 | I | See Note 11 <u>(11)</u> |
| Class A Common Stock | 04/10/2013 | | J ⁽¹²⁾ | 23,212 | D | \$ 0 | 0 | I | See Note 11 <u>(11)</u> |
| Class A Common Stock | 04/09/2013 | | J ⁽¹³⁾ | 852 | A | \$ 0 | 852 | I | See Note 14 <u>(14)</u> |
| Class A Common Stock | 04/10/2013 | | J ⁽¹⁵⁾ | 466 | A | \$ 0 | 1,318 | I | See Note 14 <u>(14)</u> |
| Class A Common Stock | 04/09/2013 | | J ⁽¹⁶⁾ | 160 | A | \$ 0 | 160 | I | See Note 17 <u>(17)</u> |
| Class A Common Stock | 04/10/2013 | | J ⁽¹⁸⁾ | 46 | A | \$ 0 | 206 | I | See Note 17 <u>(17)</u> |
| Class A Common Stock | 04/09/2013 | | J ⁽¹⁹⁾ | 160 | A | \$ 0 | 160 | I | See Note 20 <u>(20)</u> |
| Class A Common Stock | 04/10/2013 | | J ⁽²¹⁾ | 46 | A | \$ 0 | 206 | I | See Note 20 <u>(20)</u> |

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

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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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
|---|--|---|---|--------------------------------------|--|--|---|

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The securities are directly held by NEA 12 and indirectly held by NEA Partners 12, Limited Partnership ("NEA Partners 12"), the sole general partner of NEA 12, NEA 12 GP, LLC ("NEA 12 GP"), the sole general partner of NEA Partners 12, and the individual managers of NEA 12 GP (NEA Partners 12, NEA 12 GP and the individual managers of NEA 12 GP together, the "Indirect Reporting Persons").

- (8) The individual managers of NEA 12 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Patrick J. Kerins, Krishna "Kittu" Kolluri and Scott D. Sandell. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities of the issuer held by NEA 12 in which the Indirect Reporting Persons have no pecuniary interest.
- (9) NEA 12 made a pro rata distribution for no consideration of an aggregate of 2,321,212 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on April 10, 2013.
- (10) NEA Partners 12 received 23,212 shares of Class A Common Stock of the Issuer in the distribution by NEA 12 on April 10, 2013.
- The Reporting Person is a manager of NEA 12 GP, the sole general partner of NEA Partners 12. 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 securities of the Issuer held by NEA Partners 12 in which the Reporting Person has no pecuniary interest.
- (11) NEA Partners 12 made a pro rata distribution for no consideration of an aggregate of 23,212 shares of Class A Common Stock of the Issuer to its limited partners on April 10, 2013.
- (12) Kolluri Living Trust Dated 11/05/99, Trustee Krishna Swaroop Kolluri (the "Kolluri Living Trust") received 852 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 13 on April 9, 2013.
- The securities are directly held by the Kolluri Living Trust. 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 securities of the Issuer held by the Kolluri Living Trust in which the Reporting Person has no pecuniary interest.
- (13) The Kolluri Living Trust received 466 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on April 10, 2013.
- (14) Krishna S. Kolluri and Vanita S. Kolluri, as Trustees of the Ishaan S. Kolluri GST Exempt Trust under the Kolluri 2012 Trust Agreement dated November 16, 2012 (the "Ishaan Kolluri Trust") received 160 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 13 on April 9, 2013.
- The securities are directly held by the Ishaan Kolluri Trust. 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 securities of the Issuer held by the Ishaan Kolluri Trust in which the Reporting Person has no pecuniary interest.
- (15) The Ishaan Kolluri Trust received 46 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on April 10, 2013.
- (16) Krishna S. Kolluri and Vanita S. Kolluri, as Trustees of the Raina V. Kolluri GST Exempt Trust under the Kolluri 2012 Trust Agreement dated November 16, 2012 (the "Raina Kolluri Trust") received 160 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 13 on April 9, 2013.
- The securities are directly held by the Raina Kolluri Trust. 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 securities of the Issuer held by the Raina Kolluri Trust in which the Reporting Person has no pecuniary interest.
- (17) The Raina Kolluri Trust received 46 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on April 10, 2013.
- (18) 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.
- (19) 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 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.
- (20) (21)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.