

Workday, Inc.  
Form SC 13G  
February 14, 2013

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES

13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2

(Amendment No.    )\*

**Workday, Inc.**

(Name of Issuer)

**Class B Common Stock, \$0.001 par value per share**

(Title of Class of Securities)

**98138H101**

(CUSIP Number)

**December 31, 2012**

(Date of Event Which Requires Filing of this Statement)

## Edgar Filing: Workday, Inc. - Form SC 13G

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Greylock XI Limited Partnership (EIN 04-3545955)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

-0-

6. Shared Voting Power

Number of  
Shares  
Beneficially

Owned by 13,300,967

Each 7. Sole Dispositive Power

Reporting  
Person  
With:

-0-

8. Shared Dispositive Power

13,300,967

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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13,300,967

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.01%

12. Type of Reporting Person (See Instructions)

PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Greylock XI-A Limited Partnership (EIN 04-3545959)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

-0-

6. Shared Voting Power

Number of  
Shares

Beneficially

Owned by 370,554

Each 7. Sole Dispositive Power

Reporting

Person

With:

-0-

8. Shared Dispositive Power

370,554

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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370,554

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.22%

12. Type of Reporting Person (See Instructions)

PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Greylock XI GP Limited Partnership (04-3545953)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

-0-

6. Shared Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

13,671,521

7. Sole Dispositive Power

-0-

8. Shared Dispositive Power

13,671,521

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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13,671,521

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.23%

12. Type of Reporting Person (See Instructions)

PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

William W. Helman

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 179,836  
6. Shared Voting Power

Beneficially

Owned by 13,671,521  
Each 7. Sole Dispositive Power

Reporting

Person 179,836  
8. Shared Dispositive Power

With:

13,671,521

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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13,851,357

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.34%

12. Type of Reporting Person (See Instructions)

IN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Aneel Bhusri

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 12,229,638  
6. Shared Voting Power

Beneficially

Owned by 13,671,521  
Each 7. Sole Dispositive Power

Reporting

Person 12,229,638  
8. Shared Dispositive Power

With:

13,671,521

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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25,901,159

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

15.60%

12. Type of Reporting Person (See Instructions)

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Item 1(a) Name of Issuer:

Workday, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

6230 Stoneridge Mall Road

Pleasanton, CA 94588

Item 2(a) Name of Person Filing:

The reporting persons are:

Greylock XI Limited Partnership ( GXILP ).

Greylock XI-A Limited Partnership ( GXIALP ).

Greylock XI GP Limited Partnership ( GXIGPLP ), the General Partner of GXILP and GXIALP.

William W. Helman, a Managing General Partner of GXIGPLP.

Aneel Bhusri, a Managing General Partner of GXIGPLP.

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of each of the reporting persons is:

c/o Greylock Management Corporation

One Brattle Square

#4

Cambridge, MA 02138

Item 2(c) Citizenship:

|            |                              |
|------------|------------------------------|
| GXILP      | Delaware limited partnership |
| GXIALP     | Delaware limited partnership |
| GXIGPLP    | Delaware limited partnership |
| Mr. Helman | U.S. citizen                 |

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Mr. Bhusri          U.S. citizen

Item 2(d)      Title of Class of Securities:

This Schedule 13G report relates to the Class B common stock, par value \$0.001 per share (the Class B Common Stock ), of Workday, Inc.

Item 2(e)      CUSIP Number:

98138H101

Item 3          Description of Person Filing:

Not applicable.

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Item 4      Ownership:(a)      Amount Beneficially Owned:

As of December 31, 2012: (i) GXILP was the record holder of 13,300,967 shares of Class B Common Stock (the GXILP Shares ); and (ii) GXIALP was the record holder of 370,554 shares of Class B Common Stock (the GXIALP Shares ); together with the GXILP shares (the Record Shares ).

GXIGPLP, as the general partner of GXILP and GXIALP, may be deemed to own beneficially the Record Shares.

Mr. Helman as a Managing General Partner of GXIGPLP, may be deemed to beneficially own the Record Shares. Mr. Helman may also be deemed to beneficially own 179,836 shares of Class B Common Stock held of record by Greylock XI Principals LLC, as nominee on behalf of Mr. Helman.

Mr. Bhusri as a Managing Partner of GXIGPLP, may be deemed to beneficially own the Record Shares. Mr. Bhusri may also be deemed to beneficially own 54,638 shares of Class B Common Stock held of record by Greylock XI Principals LLC, as nominee on behalf of Mr. Bhusri. Mr. Bhusri and his affiliated trusts is the record holder of 8,975,000 shares of Class B Common Stock. Mr. Bhusri also is the record holder of options to purchase 3,200,000 shares of Class B Common Stock (exercisable on or within 60 days of the Date of Event of this Schedule 13G filing).

(b)      Percent of Class:

|             |        |
|-------------|--------|
| GXILP:      | 8.01%  |
| GXIALP:     | 0.22%  |
| GXIGPLP:    | 8.23%  |
| Mr. Helman: | 8.34%  |
| Mr. Bhusri: | 15.60% |

The ownership percentages above are based on an aggregate of approximately 166,000,000 shares of common stock outstanding as of November 30, 2012 as reported in the issuer's Form 10-Q for the quarter ended October 31, 2012.

(c)      Number of Shares as to which the Person has:

| Reporting Person | NUMBER OF SHARES OF CLASS B COMMON STOCK |            |       |            |
|------------------|--|------------|-------|------------|
|                  | (i)                                      | (ii)       | (iii) | (iv)       |
| GXILP            | 0  | 13,300,967 | 0     | 13,300,967 |
| GXIALP           | 0  | 370,554    | 0     | 370,554    |
| GXIGPLP          | 0  | 13,671,521 | 0     | 13,671,521 |

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|                    |            |            |            |            |
|--------------------|------------|------------|------------|------------|
| William. W. Helman | 179,836    | 13,671,521 | 179,836    | 13,671,521 |
| Aneel Bhusri       | 12,229,638 | 13,671,521 | 12,229,638 | 13,671,521 |

- (i) Sole power to vote or direct the vote
- (ii) Shared power to vote or to direct the vote
- (iii) Sole power to dispose or to direct the disposition of

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- (iv) Shared power to dispose or to direct the disposition of

Item 5      Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [      ].

Item 6      Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7      Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable.

Item 8      Identification and Classification of Members of the Group:

Each of the Reporting Persons expressly disclaims membership in a Group as defined in Rule 13d-1(b)(ii)(J).

Item 9      Notice of Dissolution of Group:

Not applicable.

Item 10      Certification:

Not applicable.

This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

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**SIGNATURE**

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

DATED: February 13, 2013.

**GREYLOCK XI GP LIMITED PARTNERSHIP**

By: /s/ Aneel Bhusri  
Aneel Bhusri, Managing Partner

By: /s/ William W. Helman  
William W. Helman, Managing Partner

**GREYLOCK XI LIMITED PARTNERSHIP**

By: Greylock XI GP Limited Partnership  
General Partner

By: /s/ Aneel Bhusri  
Aneel Bhusri, Managing Partner

By: /s/ William W. Helman  
William W. Helman, Managing Partner

**GREYLOCK XI-A LIMITED PARTNERSHIP**

By: Greylock XI GP Limited Partnership  
General Partner

By: /s/ Aneel Bhusri  
Aneel Bhusri, Managing Partner

By: /s/ William W. Helman  
William W. Helman, Managing Partner

/s/ William W. Helman  
**William W. Helman**

/s/ Aneel Bhusri  
**Aneel Bhusri**

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Exhibit I

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of Workday, Inc. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED as of this 13<sup>th</sup> day of February, 2013.

**GREYLOCK XI GP LIMITED PARTNERSHIP**

By: /s/ Aneel Bhusri  
Aneel Bhusri, Managing Partner

By: /s/ William W. Helman  
William W. Helman, Managing Partner

**GREYLOCK XI LIMITED PARTNERSHIP**

By: Greylock XI GP Limited Partnership  
General Partner

By: /s/ Aneel Bhusri  
Aneel Bhusri, Managing Partner

By: /s/ William W. Helman  
William W. Helman, Managing Partner

**GREYLOCK XI-A LIMITED PARTNERSHIP**

By: Greylock XI GP Limited Partnership  
General Partner

By: /s/ Aneel Bhusri  
Aneel Bhusri, Managing Partner

By: /s/ William W. Helman  
William W. Helman, Managing Partner

/s/ William W. Helman  
**William W. Helman**

/s/ Aneel Bhusri  
**Aneel Bhusri**