

Workday, Inc.
Form 4
April 18, 2017

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 *
Sisco Robynne

(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)
04/14/2017

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)
Chief Financial Officer

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (D) | Price | |
| Class A Common Stock | 04/14/2017 | | A | | 54,247 | A \$ 0 | 133,509 ⁽¹⁾ D |
| Class A Common Stock | 04/17/2017 | | S ⁽²⁾ | | 10,004 | D \$ 83.116 ⁽³⁾ | 123,505 ⁽⁴⁾ D |
| Class A Common Stock | 04/17/2017 | | S ⁽²⁾ | | 700 | D \$ 83.7514 ⁽⁵⁾ | 122,805 ⁽⁴⁾ D |
| Class A Common | 04/17/2017 | | S ⁽⁶⁾ | | 8,261 | D \$ 83.7531 | 114,544 ⁽⁴⁾ D |

Stock

(7)

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

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SEC 1474
(9-02)

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 or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (8)(9) | (8)(9) | | |
| Class B Common Stock | \$ 0 | | | | | (8)(9) | (8)(9) | Class A Common Stock | 3,000 |
| Stock Option (right to buy) | \$ 9.2 | | | | | (10) | 08/27/2022 | Class A Common Stock | 78,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sisco Robynne C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588 | | | Chief Financial Officer | |

Signatures

/s/ Melanie D. Vinson,
attorney-in-fact

04/18/2017

**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) Includes 131,324 Restricted Stock Units ("RSUs") that entitle the Reporting Person to receive one share of Class A Common Stock per unit upon settlement from original grants consisting of i) 22,361 RSUs with a grant date of 8/30/2013 which vested or will vest in eight (8) quarterly installments starting 11/15/2015, ii) 17,435 RSUs with a grant date of 4/15/2014 which vested or will vest in eight (8) quarterly installments starting 7/15/2016, iii) 17,569 RSUs with a grant date of 4/15/2015 of which 50% will vest on 4/15/2017 and then 12.5% per quarter thereafter, and iv) 43,020 RSUs with a grant date of 4/15/2016 and 54,247 RSUs with a grant date of 4/14/2017, each of which vested or will vest as to 25% of the underlying shares on the one-year anniversary of grant and then quarterly thereafter. All grants are subject to the Reporting Person's continued service with Workday on the applicable vesting dates.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on 1/18/2017 and represent shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of RSUs. These sales are mandated by the Issuer's election under its equity incentive plans to require the satisfaction of a tax withholding obligation to be funded by a "sell to cover" transaction and do not represent discretionary trades by the Reporting Person.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range from \$82.6700 to \$83.6699, inclusive. The Reporting Person undertakes to provide 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) Includes 109,606 RSUs that entitle the Reporting Person to receive one share of Class A Common Stock per unit upon settlement from original grants consisting of i) 22,361 RSUs with a grant date of 8/30/2013 which vested or will vest in eight (8) quarterly installments starting 11/15/2015, ii) 17,435 RSUs with a grant date of 4/15/2014 which vested or will vest in eight (8) quarterly installments starting 7/15/2016, iii) 17,569 RSUs with a grant date of 4/15/2015 of which 50% will vest on 4/15/2017 and then 12.5% per quarter thereafter, and iv) 43,020 RSUs with a grant date of 4/15/2016 and 54,247 RSUs with a grant date of 4/14/2017, each of which vested or will vest as to 25% of the underlying shares on the one-year anniversary of grant and then quarterly thereafter. All grants are subject to the Reporting Person's continued service with Workday on the applicable vesting dates.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range from \$83.6700 to \$84.6699, inclusive. The Reporting Person undertakes to provide 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.
- (6) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 18, 2017.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range from \$83.6800 to \$84.6799, inclusive. The Reporting Person undertakes to provide 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.
- (8) 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.
- (9) 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 (9) 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.
- (10) This stock option grant is under the Issuer's 2005 Stock Option Plan and vests as follows: 20% of the total number of shares vested on 8/27/2013 when the Reporting Person completed 12 months of continuous service, and 5% of the total number of shares have vested or will vest as the Reporting Person completes each 3-month period of continuous service thereafter. This option grant will be exercised in full or in part at any time, but the unvested portion is subject to the Issuer's right to repurchase the shares at the original exercise price in the event of termination of the Reporting Person's service for any reason.

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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