

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 *
PEEK MARK S

(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)
co-President

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		72,329	A \$ 0	285,414 ⁽¹⁾ D ⁽²⁾
Class A Common Stock	04/17/2017		S ⁽³⁾		14,958	D \$ 83.0803 ⁽⁴⁾	270,456 ⁽⁵⁾ D ⁽⁶⁾
Class A Common Stock	04/17/2017		S ⁽³⁾		2,070	D \$ 83.6634 ⁽⁷⁾	268,386 ⁽⁵⁾ D ⁽⁶⁾
Class A Common	04/18/2017		S ⁽⁸⁾		15,415	D \$ 83.6002	252,971 ⁽⁵⁾ D ⁽⁶⁾

Stock (9)

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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Code	5. Transaction 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 of Derivative Security (Instr. 5)
Class B Common Stock	(10) (11)					(10)(11) (10)(11)	Class A Common Stock	365,654

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEEK MARK S C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588			co-President	

Signatures

/s/ Melanie 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 267,170 RSUs that entitle the Reporting Person to receive one share of Class A Common Stock upon settlement, which will take place within 30 days of vesting, from original grants consisting of i) 81,989 RSUs with a grant date of 8/30/2013 which vested or will vest in eight (8) quarterly installments beginning 11/15/2015, ii) 69,738 RSUs with a grant date of 4/15/2014 which vested or will vest in eight (8) quarterly installments beginning 7/15/2016, and iii) 69,738 RSUs with a grant date of 4/15/2015, 25,000 RSUs with a

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grant date of 6/15/2015, 77,465 RSUs with a grant date of 4/15/2016, and 72,329 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 the Issuer on the applicable vesting date.

- (2) The reported shares, other than the shares underlying the RSUs described in footnote 1, are held by the OMEGA Living Trust, UTA 8/6/15, a revocable living trust, of which the Reporting Person is trustee and sole beneficiary.

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 15, 2016 and represent shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units ("RSUs"). These sales are mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and do not represent discretionary trades by the Reporting Person.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.5700 to \$83.5699, 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.

- (5) Includes 234,727 RSUs that entitle the Reporting Person to receive one share of Class A Common Stock upon settlement, which will take place within 30 days of vesting, from original grants consisting of i) 81,989 RSUs with a grant date of 8/30/2013 which vested or will vest in eight (8) quarterly installments beginning 11/15/2015, ii) 69,738 RSUs with a grant date of 4/15/2014 which vested or will vest in eight (8) quarterly installments beginning 7/15/2016, and iii) 69,738 RSUs with a grant date of 4/15/2015, 25,000 RSUs with a grant date of 6/15/2015, 77,465 RSUs with a grant date of 4/15/2016, and 72,329 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 the Issuer on the applicable vesting date.

- (6) The reported shares, other than the shares underlying the RSUs described in footnote 5, are held by the OMEGA Living Trust, UTA 8/6/15, a revocable living trust, of which the Reporting Person is trustee and sole beneficiary.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$83.5700 to \$84.5699, 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) The selling of these shares were effected pursuant to a Rule 10b5-1 trading plan adopted by the OMEGA Living Trust, UTA 8/6/15 on January 18, 2017.

- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$83.6000 to \$84.5999, 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.

- (10) 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.

- (11) 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.

- (12) Held by the OMEGA Living Trust, UTA 8/6/15, a revocable living trust, of which the Reporting Person is trustee and sole beneficiary.

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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