

SANDELL SCOTT D
 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 *
 SANDELL SCOTT D

(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 10% Owner
 Officer (give title below) Other (specify below)

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)
				(A) or (D)	Price		
Class A Common Stock	04/09/2013		C	2,321,212	A	\$ 0	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	A	\$ 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⁾	1,171	A	\$ 0	1,171	I	See Note 14 <u>(14)</u>
Class A Common Stock	04/10/2013		J ⁽¹⁵⁾	1,374	A	\$ 0	2,545	I	See Note 14 <u>(14)</u>
Class A Common Stock	04/09/2013		J ⁽¹⁶⁾	5,052	A	\$ 0	5,052	I	See Note 17 <u>(17)</u>
Class A Common Stock	04/10/2013		J ⁽¹⁸⁾	5,344	A	\$ 0	10,396	I	See Note 17 <u>(17)</u>
Class A Common Stock	04/10/2013		S	10,396	D	\$ <u>58.2667</u> <u>(21)</u>	0	I	See Note 17 <u>(17)</u>

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

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(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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

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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) Rising River Partners, L.P. received 1,171 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 Rising River Partners, L.P. 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 Rising River Partners, L.P. in which the Reporting Person has no pecuniary interest.
- (13) Rising River Partners, L.P. received 1,374 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on April 10, 2013.
- (14) New Enterprise Associates, LLC ("NEA LLC") received 5,052 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 13 on April 9, 2013.
- The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of the securities held by NEA LLC, except to the extent of his pecuniary interest therein.
- (15) NEA LLC received 5,344 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on April 10, 2013.
- 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.
- (16) 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.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.135 to \$58.41, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 set forth in this footnote (21) to this Form 4.
- (18) (19) (20) (21)

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