

DUFFIELD DAVID A

Form 3

October 11, 2012

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

DUFFIELD DAVID A

(Last)

(First)

(Middle)

C/O WORKDAY, INC., 6230
STONERIDGE MALL ROAD

(Street)

PLEASANTON, CA 94588

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/11/2012

3. Issuer Name and Ticker or Trading Symbol
Workday, Inc. [WDAY]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed (Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

Co-Chief Executive 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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title
Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Class B Common Stock	Â (1)(2)	Â (1)(2)	Class A Common Stock (2)	15,432,400 (3)	\$ (1) (2)	D	Â
Series A Convertible Preferred Stock	Â (4)	Â (4)	Class B Common Stock (1) (2)	21,720,000	\$ (4)	D (5)	Â
Series B Convertible Preferred Stock	Â (4)	Â (4)	Class B Common Stock (1) (2)	11,616,000	\$ (4)	D (5)	Â
Series C Convertible Preferred Stock	Â (4)	Â (4)	Class B Common Stock (1) (2)	7,240,484	\$ (4)	D (5)	Â
Series D Convertible Preferred Stock	Â (4)	Â (4)	Class B Common Stock (1) (2)	7,487,446	\$ (4)	D (5)	Â
Series E Convertible Preferred Stock	Â (4)	Â (4)	Class B Common Stock (1) (2)	6,614,876	\$ (4)	D (5)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUFFIELD DAVID A C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588	Â X	Â X	Â Co-Chief Executive Officer	Â

Signatures

/s/ David A.
Duffield

10/11/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 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, which occurs after the closing of the Issuer's initial public offering (the "IPO"), except for certain

Edgar Filing: DUFFIELD DAVID A - Form 3

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.

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

- (2) 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.
- (3) Includes 2,832,400 shares of Class B Common Stock held by The David A. Duffield Trust dated April 2, 1997, a revocable living trust, of which Mr. Duffield is trustee and sole beneficiary.
- (4) Each share of convertible preferred stock will be automatically converted into one (1) share of Class B Common Stock immediately prior to the closing of the IPO, and has no expiration date.
- (5) Held by The David A. Duffield Trust dated April 2, 1997, a revocable living trust, of which Mr. Duffield 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.

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.