Workday, Inc.
Form 4
August 29, 2013

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
08/28/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Class A Common Stock	08/28/2013		C		1,160,606	A	(1)	1,160,606	I	See Note 2 (2)
Class A Common Stock	08/28/2013		J(3)		1,160,606	D	$ 0	0	I	See Note 2 (2)
Class A Common Stock	08/28/2013		J(4)		11,606	A	$ 0	11,606	I	See Note 5 (5)
Class A Common	08/28/2013		J(6)		11,606	A	$ 0	0	I	See Note 5 (5)

Stock								
Class A Common Stock	08/28/2013	C	1,160,606	A	(7)	1,160,606	I	See Note 8 (8)
Class A Common Stock	08/28/2013	J(9)	1,160,606	D	$ 0	0	I	See Note 8 (8)
Class A Common Stock	08/28/2013	J(10)	11,606	A	$ 0	11,606	I	See Note 11 (11)
Class A Common Stock	08/28/2013	J(12)	11,606	D	$ 0	0	I	See Note 11 (11)
Class A Common Stock	08/28/2013	J(13)	584	A	$ 0	3,129	I	See Note 14 (14)
Class A Common Stock	08/28/2013	J(15)	687	A	$ 0	3,816	I	See Note 14 (14)
Class A Common Stock	08/28/2013	J(16)	2,532	A	$ 0	2,532	I	See Note 17 (17)
Class A Common Stock	08/28/2013	J(18)	2,392	A	$ 0	4,924	I	See Note 17 (17)

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. 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(19) (20)	08/28/2013		C			1,160,606	(19)(20)	(19)(20)	Class A Common Stock (20)	1,160,60

Class B Common Stock	(19) (20)	08/28/2013		C	1,160,606	(19)(20)	(19)(20)	Class A Common Stock (20)	1,160,60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDELL SCOTT D 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	X			

Signatures

/s/ Louis Citron, attorney-in-fact	08/29/2013
**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) New Enterprise Associates 13, L.P. ("NEA 13") converted 1,160,606 shares of Class B Common Stock at its option, pursuant to the Issuer's Restated Certificate of Incorporation, resulting in its acquisition of 1,160,606 shares of Class A Common Stock.

(2) The securities are directly held by NEA 13 and are indirectly held by NEA Partners 13, L.P. ("NEA Partners 13"), the sole general partner of NEA 13, NEA 13 GP, LTD ("NEA 13 LTD"), the sole general partner of NEA Partners 13 and each of the individual directors of NEA 13 LTD (NEA Partners 13, NEA 13 LTD and the individual directors of NEA 13 LTD (collectively, the "Directors") together, the "Indirect Reporting Persons"). The Directors of NEA 13 LTD are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Patrick J. Kerins, Krishna "Kittu" Kolluri, David M. Mott, Scott D. Sandell, Ravi Viswanathan and Harry R. Weller. The Indirect Reporting Persons disclaim 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 13 in which the Indirect Reporting Persons have no pecuniary interest.

(3) NEA 13 made a pro rata distribution for no consideration of an aggregate of 1,160,606 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on August 28, 2013.

(4) NEA Partners 13 received 11,606 shares of Class A Common Stock of the Issuer in the distribution by NEA 13 on August 28, 2013.

(5) The Reporting Person is a director of NEA 13 LTD, the sole general partner of NEA Partners 13. 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 13 in which the Reporting Person has no pecuniary interest.

(6) NEA Partners 13 made a pro rata distribution for no consideration of an aggregate of 11,606 shares of Class A Common Stock of the Issuer to its limited partners on August 28, 2013.

(7) New Enterprise Associates 12, Limited Partnership ("NEA 12") converted 1,160,606 shares of Class B Common Stock at its option, pursuant to the Issuer's Restated Certificate of Incorporation, resulting in its acquisition of 1,160,606 shares of Class A Common Stock.

(8) The securities are directly held by NEA 12 and indirectly held by NEA Partners 12, Limited Partnership ("NEA Partners 12"), the sole general partner of NEA 12, NEA 12 GP, LLC ("NEA 12 GP"), the sole general partner of NEA Partners 12, and the individual managers of NEA 12 GP (NEA Partners 12, NEA 12 GP and the individual managers of NEA 12 GP together, the "Indirect Reporting Persons"). The individual managers of NEA 12 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Patrick J. Kerins, Krishna "Kittu" Kolluri and Scott D. Sandell. The Indirect Reporting Persons disclaim 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 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 1,160,606 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on August 28, 2013.

(10) NEA Partners 12 received 11,606 shares of Class A Common Stock of the Issuer in the distribution by NEA 12 on August 28, 2013.

(11) 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.

(12) NEA Partners 12 made a pro rata distribution for no consideration of an aggregate of 11,606 shares of Class A Common Stock of the Issuer to its limited partners on August 28, 2013.

(13) Rising River Partners, L.P. received 584 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 13 on August 28, 2013.

(14) 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.

(15) Rising River Partners, L.P. received 687 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on August 28, 2013.

(16) New Enterprise Associates, LLC ("NEA LLC") received 2,532 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 13 on August 28, 2013.

(17) 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.

(18) NEA LLC received 2,392 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 12 on August 28, 2013.

(19) 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.

(20) 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.

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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