

STILL GEORGE J JR

Form 3

October 11, 2012

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

STILL GEORGE J JR

(Last)

(First)

(Middle)

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

(Street)

(Check all applicable)

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

PLEASANTON, CA 94588

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

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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 <u>(1)(2)</u>	Â <u>(1)(2)</u>	Class A Common Stock <u>(2)</u>	36,000	\$ <u>(1) (2)</u>	I	By Still Family Partners, A California Limited Partnership Formed 3-26-1996 <u>(4)</u>
Series E Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Class B Common Stock <u>(1)</u> <u>(2)</u>	151,515	\$ <u>(3)</u>	I	By Still Family Partners, A California Limited Partnership Formed 3-26-1996 <u>(4)</u>
Series F Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Class B Common Stock <u>(1)</u> <u>(2)</u>	94,269	\$ <u>(3)</u>	I	By Still Family Partners, A California Limited Partnership Formed 3-26-1996 <u>(4)</u>
Stock Option (Right to Buy)	Â <u>(5)</u>	10/26/2019	Class B Common Stock <u>(1)</u> <u>(2)</u>	100,000	\$ 0.65	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	11/01/2021	Class B Common Stock <u>(1)</u> <u>(2)</u>	90,000	\$ 4.25	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	08/27/2022	Class B Common Stock <u>(1)</u> <u>(2)</u>	30,000	\$ 9.2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STILL GEORGE J JR C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588	Â X	Â	Â	Â

Signatures

/s/ George J.
Still, Jr.

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).

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

- (1) transfer, whether or not for value, which occurs after the closing of the IPO, 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.

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) 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 Issuer's initial public offering (the "IPO"), and has no expiration date.

Mr. Still is general partner of Still Family Partners, A California Limited Partnership Formed 3-26-1996 ("Still Family Partners"), and may be deemed to have voting and dispositive power with regard to the shares held directly by Still Family Partners. Mr. Still disclaims

- (4) beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report will not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

This is a stock option grant under the Issuer's 2005 Stock Option Plan and vests as follows: 20% of the total number of shares vested on October 27, 2010, and 5% of the total number of shares vests as Mr. Still completes each 3-month period of continuous service thereafter.

- (5) This option grant will be exercisable in full or in part at any time, but the unvested portion will be subject to the Issuer's right to repurchase the shares at the original exercise price in the event of termination of Mr. Still's service for any reason. None of these shares has been exercised by Mr. Still to date.

This is a stock option grant under the Issuer's 2005 Stock Option Plan and vests as follows: 20% of the total number of shares will vest on November 2, 2012, provided Mr. Still has completed 12 months of continuous service as of that date, and 5% of the total number of

- (6) shares will vest as Mr. Still completes each 3-month period of continuous service thereafter. This option grant will be exercisable in full or in part at any time, but the unvested portion will be subject to the Issuer's right to repurchase the shares at the original exercise price in the event of termination of Mr. Still's service for any reason. None of these shares has been exercised by Mr. Still to date.

This is a stock option grant under the Issuer's 2005 Stock Option Plan and will be 100% vested on January 1, 2014, provided Mr. Still continues to provide services to the Issuer. This option grant will be exercisable in full or in part at any time, but the unvested portion will

- (7) be subject to the Issuer's right to repurchase the shares at the original exercise price in the event of termination of Mr. Still's service for any reason. None of these shares has been exercised by Mr. Still to 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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