

STILL GEORGE J JR
Form 3
October 11, 2012

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â STILL GEORGE J JR | | (Month/Day/Year) | Workday, Inc. [WDAY] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/11/2012 | | |
| C/O WORKDAY, INC.,Â 6230 | | | (Check all applicable) | |
| STONERIDGE MALL ROAD | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| PLEASANTON,Â CAÂ 94588 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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)

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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(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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