

Davies Christa
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 *

Â Davies Christa
(Last) (First) (Middle)

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

(Street)

PLEASANTON,Â CAÂ 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 Issuer

(Check all applicable)

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

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

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
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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)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

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)

Stock Option (Right to Buy)	Â (1)	08/27/2022	Class B Common Stock (2) (3)	150,000	\$ 9.2	D	Â
Stock Option (Right to Buy)	Â (4)	09/26/2022	Class B Common Stock (2) (3)	15,000	\$ 22.5	D	Â

Reporting Owners

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

Signatures

/s/ Christa
Davies

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).

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 August 25, 2013, provided Ms. Davies has completed 12 months of continuous service as of that date, and 5% of the total number of

- (1) shares will vest as Ms. Davies 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 Ms. Davies' service for any reason. None of these shares has been exercised by Ms. Davies to date.

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

- (2) transfer, whether or not for value, which occurs after the closing of the Issuer's initial public offering, 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

- (3) 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.

This is a stock option grant under the Issuer's 2005 Stock Option Plan and will be 100% vested on January 1, 2014, provided Ms. Davies 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

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