

Workday, Inc.
Form SC 13G/A
February 14, 2014

OMB APPROVAL

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

WORKDAY, INC.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

98138H101
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the

disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No.

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

David A. Duffield

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

NUMBER OF

SHARES 68,982,276
6. Shared Voting Power

BENEFICIALLY

OWNED BY 80,313,719¹
EACH 7. Sole Dispositive Power

REPORTING

PERSON 68,982,276
8. Shared Dispositive Power

WITH:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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- 80,313,719
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
- 49.41%²
12. Type of Reporting Person (See Instructions)

IN

¹ Consists of 68,982,276 shares of Class A and Class B Common Stock held directly by Mr. Duffield and 11,331,443 shares of Class B Common Stock held by Aneel Bhusri and subject to the Voting Agreement (as defined below).

² Assumes conversion of all of Mr. Duffield's Class B Common Stock into Class A Common Stock.

SCHEDULE 13G

CUSIP No.

Item 1 (a) Name of Issuer:
Workday, Inc.

Item 1 (b) Address of Issuer's Principal Executive Offices:
6230 Stoneridge Mall Road

Pleasanton, CA 94588

Item 2 (a) Name of Person Filing:
David A. Duffield

Item 2 (b) Address of Principal Business Office or, if none, Residence:
c/o Workday, Inc.

6230 Stoneridge Mall Road

Pleasanton, CA 94588

Item 2 (c) Citizenship:
United States

Item 2 (d) Title of Class of Securities:
Class A Common Stock

Item 2 (e) CUSIP Number:
98138H101

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable

SCHEDULE 13G

CUSIP No.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities identified in Item 1.

(a) Amount beneficially owned:

80,313,719 shares, consisting of 68,982,276 shares of Class A and Class B Common Stock held directly by David A. Duffield and 11,331,443 shares of Class B Common Stock held by Aneel Bhusri and subject to the Voting Agreement. 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. 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 nine percent (9%) of all outstanding shares of Class A and Class B Common Stock, (c) October 11, 2032 or (d) nine (9) months after the death of the later to die of David A. Duffield and Aneel Bhusri.

(b) Percent of Class:

49.41%. The foregoing percentage is based on 82,353,660 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2013, plus the number of shares of Class B Common Stock held by David A. Duffield, which are treated as converted into Class A Common Stock only for the purpose of computing the percentage of ownership of David A. Duffield.

Assuming conversion of all of the Issuer's Class B Common Stock into Class A Common Stock, the reporting person listed in Item 4 would hold 39.27% of the total outstanding shares of the Issuer. The 39.27% is based on the combined total of 175,644,202 shares, which represents 82,353,660 shares of the Issuer's Class A Common Stock and 93,290,542 shares of the Issuer's Class B Common Stock outstanding as of December 31, 2013.