

Workday, Inc.
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 | |
| Cheryl D. Duffield Trust | | (Month/Day/Year) | Workday, Inc. [WDAY] | |
| (Last) | (First) | (Middle) | 10/11/2012 | |
| C/O WORKDAY, INC., 6230 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| STONERIDGE MALL ROAD | | | | |
| (Street) | | | | |
| PLEASANTON, CA 94588 | | | | |
| (City) | (State) | (Zip) | | |

(Check all applicable)

| | | |
|------------------------------------|---|---|
| <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| <input type="checkbox"/> Officer | <input type="checkbox"/> Other | |
| (give title below) (specify below) | | |

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)

| Series A Convertible Preferred Stock | Â (1) | Â (1) | Class B Common Stock (2) (3) | 1,200,000 | \$ (1) | D (4) | Â |
|--------------------------------------|-------|-------|------------------------------|-----------|--------|-------|---|
| Series B Convertible Preferred Stock | Â (1) | Â (1) | Class B Common Stock (2) (3) | 640,000 | \$ (1) | D (4) | Â |
| Series C Convertible Preferred Stock | Â (1) | Â (1) | Class B Common Stock (2) (3) | 398,268 | \$ (1) | D (4) | Â |
| Series D Convertible Preferred Stock | Â (1) | Â (1) | Class B Common Stock (2) (3) | 398,268 | \$ (1) | D (4) | Â |
| Series E Convertible Preferred Stock | Â (1) | Â (1) | Class B Common Stock (2) (3) | 349,994 | \$ (1) | D (4) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cheryl D. Duffield Trust C/O WORKDAY, INC. 6230 STONERIDGE MALL ROAD PLEASANTON, CA 94588 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Cheryl D. Duffield, Trustee of Cheryl D. Duffield Trust dated September 12, 1996 | 10/11/2012 |
| __Signature of Reporting Person | Date |
| /s/ Cheryl D. Duffield | 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).
- (1) 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.
 - (2) 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, which occurs after the closing of the IPO, except for certain permitted transfers described in, and

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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.

(4) The Cheryl D. Duffield Trust dated September 12, 1996 is a revocable living trust, of which Ms. Duffield is trustee and sole beneficiary.

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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