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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

ASANA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

26-3912448
(I.R.S. employer identification no.)

**633 Folsom Street, Suite 100
San Francisco, California 94107
(415) 525-3888**
(Address of principal executive offices) (Zip code)

**2020 Equity Incentive Plan
2020 Employee Stock Purchase Plan**
(Full titles of the plans)

**Dustin Moskowitz
President, Chief Executive Officer, and Chair
Asana, Inc.
633 Folsom Street, Suite 100
San Francisco, California 94107
(415) 525-3888**
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

**David J. Segre, Esq.
Jon C. Avina, Esq.
Calise Y. Cheng, Esq.
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

**Eleanor Lacey, Esq.
General Counsel and Corporate Secretary
Asana, Inc.
633 Folsom Street, Suite 100
San Francisco, CA 94107
(415) 525-3888**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Asana, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register (i) 9,414,923 additional shares of its Class A common stock (“Class A Common Stock”) under the Registrant’s 2020 Equity Incentive Plan (the “2020 Plan”), pursuant to the provisions of the 2020 Plan providing for an automatic increase in the number of shares of Class A Common Stock reserved and available for issuance under the 2020 Plan on February 1, 2022 and (ii) 1,882,984 additional shares of its Class A Common Stock under the Registrant’s 2020 Employee Stock Purchase Plan (“ESPP”), pursuant to the provisions of the ESPP providing for an automatic increase in the number of shares of Class A Common Stock reserved and available for issuance under the ESPP on February 1, 2022. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

Item 3. Incorporation of Certain Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

(i) The Registrant’s Annual Report on Form 10-K for the fiscal year ended January 31, 2022 filed with the Commission on March 24, 2022 (File No. [001-39495](#)) (the “2022 10-K”), which contains audited financial statements for the Registrant’s latest fiscal year.

(ii) The description of the Registrant’s Class A Common Stock contained in the Registrant’s Registration Statement on Form 8-A filed with the Commission on September 9, 2020 (File No. [001-39495](#)) under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendments or reports filed for the purpose of updating such description, including Exhibit 4.3 to the 2022 10-K.

(iii) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the shares registered hereunder have been sold or which deregisters all shares then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statements on Form S-8 filed with the Commission on September 22, 2020 (File No. [333-248955](#)) and March 30, 2021 (File No. [333-254881](#)) are incorporated herein by reference and made a part hereof.

Item 8. Exhibits.

(a) Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	Restated Certificate of Incorporation, as currently in effect.	8-K	001-39495	3.1	September 21, 2020
4.2	Restated Bylaws, as currently in effect.	8-K	001-39495	3.2	September 21, 2020
4.3	Form of Registrant's Common Stock Certificate.	S-1	333-248303	4.1	August 24, 2020
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Independent Registered Public Accounting Firm.				
23.2*	Consent of Cooley LLP (reference is made to Exhibit 5.1).				
24.1*	Power of Attorney (reference is made to the signature page hereto).				
99.1	2020 Equity Incentive Plan and forms of agreements thereunder.	S-1	333-248303	10.4	August 24, 2020
99.2	2020 Employee Stock Purchase Plan.	S-1	333-248303	10.5	August 24, 2020
99.3	2020 Equity Incentive Plan — Form of RSU Grant Notice and Award Agreement (No Holding Period)(Hybrid).	10-K	001-39495	10.5	March 30, 2021
99.4	2020 Equity Incentive Plan — Form of RSU Grant Notice and Award Agreement (One- or Two-Year Holding Period)(Hybrid).	10-K	001-39495	10.4	March 30, 2021
99.5	Asana France SAS Equity Sub-Plan and Form of RSU Grant Notice and Award Agreement.	10-K	001-39495	10.10	March 30, 2021
107*	Filing Fee Table.				

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on this 24th day of March, 2022.

ASANA, INC.

By: /s/ Dustin Moskovitz

Dustin Moskovitz

President, Chief Executive Officer, and Chair

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dustin Moskowitz, Tim Wan, and Eleanor Lacey, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dustin Moskowitz</u> Dustin Moskowitz	President, Chief Executive Officer, and Chair <i>(Principal Executive Officer)</i>	March 24, 2022
<u>/s/ Tim Wan</u> Tim Wan	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 24, 2022
<u>/s/ Sydney Carey</u> Sydney Carey	Director	March 24, 2022
<u>/s/ Matthew Cohler</u> Matthew Cohler	Director	March 24, 2022
<u>/s/ Adam D'Angelo</u> Adam D'Angelo	Director	March 24, 2022
<u>/s/ Andrew Lindsay</u> Andrew Lindsay	Director	March 24, 2022
<u>/s/ Lorrie Norrington</u> Lorrie Norrington	Director	March 24, 2022
<u>/s/ Justin Rosenstein</u> Justin Rosenstein	Director	March 24, 2022
<u>/s/ Amit Singh</u> Amit Singh	Director	March 24, 2022

CALCULATION OF FILING FEE TABLES

Form S-8

Asana, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.00001 per share, 2020 Equity Incentive Plan	457(c) and 457(h)	9,414,923 ⁽²⁾	\$37.96 ⁽⁴⁾	\$357,390,477.08	.0000927	\$33,130.10
Equity	Common Stock, par value \$0.00001 per share, 2020 Employee Stock Purchase Plan	457(c) and 457(h)	1,882,984 ⁽³⁾	\$32.27 ⁽⁵⁾	\$60,763,893.68	.0000927	\$5,632.82
Total Offering Amounts					\$418,154,370.76		\$38,762.92
Total Fee Offsets							N/A ⁽⁶⁾
Net Fee Due							\$38,762.92

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Class A common stock ("Class A Common Stock") that become issuable under the Registrant's 2020 Equity Incentive Plan ("2020 Plan") and the Registrant's 2020 Employee Stock Purchase Plan ("ESPP") by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected that results in an increase to the number of outstanding shares of Class A Common Stock.
- (2) Represents an automatic annual increase equal to 5% of the total number of shares of the Registrant's capital stock outstanding on January 31st of the preceding fiscal year, which annual increase is provided by the 2020 Plan.
- (3) Represents an automatic annual increase equal to 1% of the total number of shares of the Registrant's capital stock outstanding on January 31st of the preceding fiscal year, which annual increase is provided by the ESPP.
- (4) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Class A Common Stock as reported on the New York Stock Exchange ("NYSE") on March 17, 2022.

- (5) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Class A Common Stock as reported on the NYSE on March 17, 2022, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the ESPP.
- (6) The Registrant does not have any fee offsets.

March 24, 2022

Asana, Inc.
633 Folsom Street, Suite 100
San Francisco, California 94107

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Asana, Inc., a Delaware corporation (the "**Company**"), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 11,297,907 shares (the "**Shares**") of the Company's Class A common stock, par value \$0.00001 per share ("**Common Stock**"), consisting of (a) 9,414,923 shares of Common Stock issuable pursuant to the Company's 2020 Equity Incentive Plan (the "**2020 EIP**") and (b) 1,882,984 shares of Common Stock issuable pursuant to the Company's 2020 Employee Stock Purchase Plan (together with the 2020 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the Company's Restated Certificate of Incorporation and Restated Bylaws, each as currently in effect, the Plans, and originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than by the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Calise Y. Cheng
Calise Y. Cheng

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Asana, Inc. of our report dated March 24, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Asana, Inc.'s Annual Report on Form 10-K for the year ended January 31, 2022.

/s/ PricewaterhouseCoopers LLP
San Francisco, California
March 24, 2022