

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

**SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

ASANA, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



asana
 ASANA, INC.
 633 FOLSOM STREET, SUITE 100
 SAN FRANCISCO, CA 94107



VOTE BY INTERNET
Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on June 12, 2022. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/ASAN2022

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on June 12, 2022. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign, and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D79749-P68601

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

ASANA, INC.

The Board of Directors recommends you vote FOR ALL of the following nominees:

- Election of three Class II directors to serve until the 2025 Annual Meeting of Stockholders and until their successors are duly elected and qualified.

Nominees:

- 01) Andrew Lindsay
- 02) Lorrie Norrington
- 03) Justin Rosenstein

For All Withhold All For All Except

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

The Board of Directors recommends you vote FOR the following proposals:

- Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2023.
- Approval, on an advisory basis, of the compensation of the Company's named executive officers ("Say-on-Pay").

For Against Abstain

The Board of Directors recommends you vote 1 YEAR on the following proposal:

- Indication, on an advisory basis, of the preferred frequency of future stockholder advisory votes on the compensation of the Company's named executive officers.

1 Year 2 Years 3 Years Abstain

NOTE: Your proxy holder will also vote on any such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

 Signature [PLEASE SIGN WITHIN BOX] Date

 Signature (Joint Owners) Date



Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice, Proxy Statement, and Form 10-K are available at www.proxyvote.com.

D79750-P68601

ASANA, INC.
This proxy is solicited by the Board of Directors
Annual Meeting of Stockholders
June 13, 2022 2:00 PM PDT

The stockholder(s) hereby appoint(s) Dustin Moskovitz, Tim Wan, and Eleanor Lacey, or any of them, as proxies, each with the power to appoint his or her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of Asana, Inc. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 2:00 PM PDT on June 13, 2022 via a live audio-only webcast on the Internet at www.virtualshareholdermeeting.com/ASAN2022, and any adjournment or postponement thereof (with discretionary authority under Proposal 1 to vote for a substitute nominee if any nominee is unable to serve or for good cause will not serve) and on such other matters as may properly come before said meeting.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS.

PLEASE MARK, SIGN, DATE, AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE

Continued and to be signed on reverse side



Your **Vote** Counts!

ASANA, INC.

2022 Annual Meeting
Vote by June 12, 2022
11:59 PM ET



D79752-P68601

You invested in ASANA, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 13, 2022.**

Get informed before you vote

View the Notice, Proxy Statement, and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 30, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

June 13, 2022
2:00 PM PDT

Virtually at:
www.virtualshareholdermeeting.com/ASAN2022

*Please check the meeting materials for any special requirements for meeting attendance.

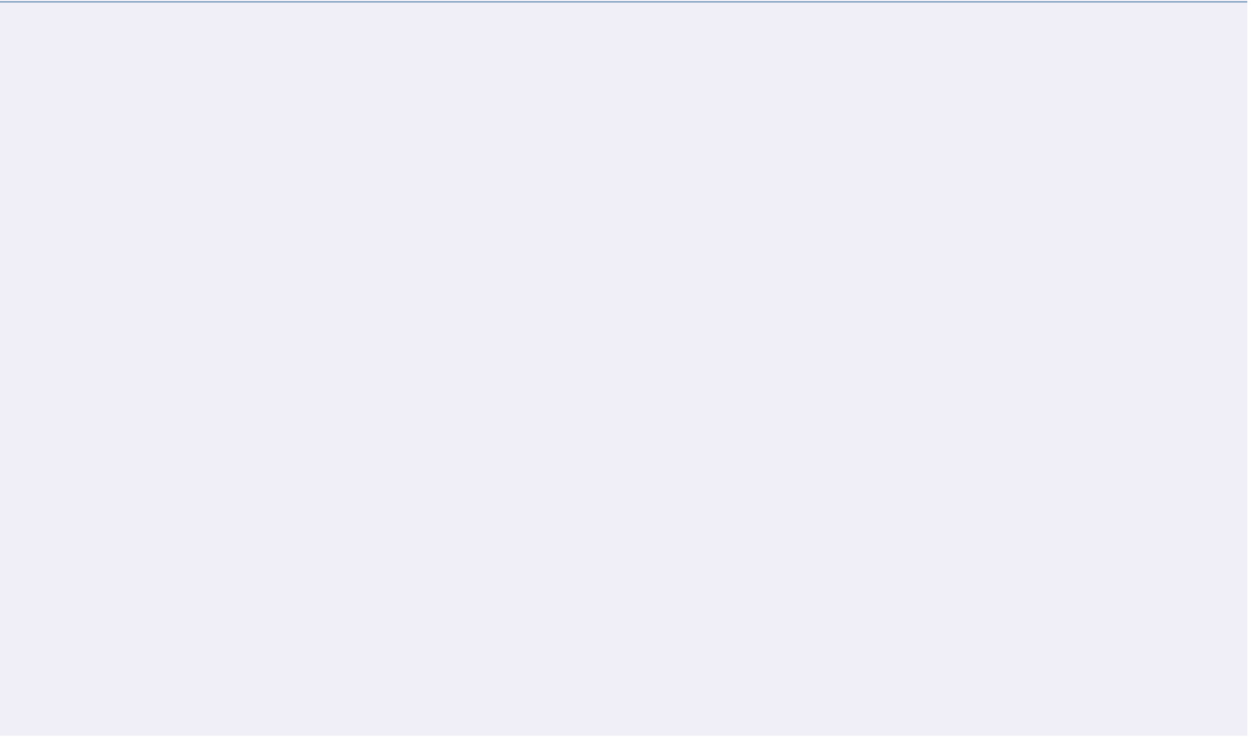


Vote at www.ProxyVote.com

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting, and the more complete proxy materials, which contain important information, are available on the internet or by mail. You are encouraged to access and review the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations
1. Election of three Class II directors to serve until the 2025 Annual Meeting of Stockholders and until their successors are duly elected and qualified. Nominees: 01) Andrew Lindsay 02) Lorrie Norrington 03) Justin Rosenstein	<input checked="" type="checkbox"/> For
2. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2023.	<input checked="" type="checkbox"/> For
3. Approval, on an advisory basis, of the compensation of the Company's named executive officers ("Say-on-Pay").	<input checked="" type="checkbox"/> For
4. Indication, on an advisory basis, of the preferred frequency of future stockholder advisory votes on the compensation of the Company's named executive officers.	<input checked="" type="checkbox"/> 1 Year
NOTE: Your proxy holder will also vote on any such other business as may properly come before the meeting or any adjournment thereof.	



Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".