

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Cohler Matt</u> (Last) (First) (Middle) <u>C/O BENCHMARK</u> <u>2965 WOODSIDE ROAD</u> (Street) <u>WOODSIDE CA</u> <u>94062</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/21/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Asana, Inc.</u> [<u>ASAN</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
<u>Class A Common Stock</u>	<u>10,755⁽¹⁾</u>	<u>D</u>	

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series A Preferred Stock</u>	<u>(2)</u>	<u>(2)</u>	<u>Existing Class B Common Stock⁽³⁾</u>	<u>13,461,600</u>	<u>(2)</u>	<u>I</u>	<u>See footnote⁽⁴⁾</u>
<u>Series B Preferred Stock</u>	<u>(5)</u>	<u>(5)</u>	<u>Existing Class B Common Stock⁽³⁾</u>	<u>184,642</u>	<u>(5)</u>	<u>I</u>	<u>See footnote⁽⁴⁾</u>
<u>Series E Preferred Stock</u>	<u>(6)</u>	<u>(6)</u>	<u>Existing Class B Common Stock⁽³⁾</u>	<u>366,461</u>	<u>(6)</u>	<u>I</u>	<u>See footnote⁽⁴⁾</u>

Explanation of Responses:

- Each share is represented by a restricted stock unit (RSU). Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. 100% of the RSUs will vest on September 18, 2021. Vested RSUs will settle into shares of Class A Common Stock on the earlier to occur of (i) September 18, 2023 and (ii) a change in control.
- The Series A Preferred Stock is convertible into existing Class B Common Stock (Existing Class B Common Stock) on a 1:1 basis and has no expiration date. Upon filing of the Issuer's Restated Certificate of Incorporation (Restated Charter), all shares of Series A Preferred Stock will be converted into shares of Existing Class B Common Stock of the Issuer.
- Each share of the Issuer's Existing Class B Common Stock is convertible into one share of the Issuer's Class A Common Stock upon the option of the holder and has no expiration date. Each share of Existing Class B Common Stock is entitled to 100 votes per share. Upon filing of the Issuer's Restated Charter in connection with the Issuer's direct listing, each share of Existing Class B Common Stock will be reclassified into one share of the Issuer's Class B Common Stock, each of which is entitled to 10 votes per share.
- Shares are held directly by Benchmark Capital Partners VI, L.P. (BCP VI) for itself and as nominee for Benchmark Founders' Fund VI, L.P. (BFF VI), Benchmark Founders' Fund VI-B, L.P. (BFF VI-B) and related individuals. Benchmark Capital Management Co. VI, L.L.C. (BCMC VI), the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and dispositive power over the securities. Matthew R. Cohler, a member of the Issuer's board of directors, Alexandre Balkanski, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Mitchell H. Lasky and Steven M. Spurlock are the managing members of BCMC VI, and each of them may be deemed to share voting and dispositive power over the securities held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of the securities, except to the extent of such person's or entity's pecuniary interest in such securities.
- The Series B Preferred Stock is convertible into Existing Class B Common Stock on a 1:1 basis and has no expiration date. Upon filing of the Restated Charter, all shares of Series B Preferred Stock will be converted into shares of Existing Class B Common Stock of the Issuer.
- The Series E Preferred Stock is convertible into Existing Class B Common Stock on a 1:1 basis and has no expiration date. Upon filing of the Restated Charter, all shares of Series E Preferred Stock will be converted into shares of Existing Class B Common Stock of the Issuer.

Remarks:

This report is one of three reports, each on a separate Form 3, but relating to the same holdings being filed by entities affiliated with Benchmark and their applicable members.

/s/ Katie Colendich,
Attorney-in-Fact

09/21/2020

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that the undersigned hereby constitutes and appoints each of Eleanor Lacey, Katie Colendich, Pam Jackson, Tim Wan, and John Iparraguirre, signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 10% stockholder of Asana, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of August, 2020.

/s/ Matthew Cohler