

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>SPURLOCK STEVEN M</u> <hr/> (Last) (First) (Middle) <u>C/O BENCHMARK</u> <u>2965 WOODSIDE ROAD</u> <hr/> (Street) <u>WOODSIDE CA 94062</u> <hr/> (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. [ASAN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
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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: 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			
Series A Preferred Stock	(1)	(1)	Existing Class B Common Stock ⁽²⁾	13,461,600	(1)	I	See footnote ⁽³⁾
Series B Preferred Stock	(4)	(4)	Existing Class B Common Stock ⁽²⁾	184,642	(4)	I	See footnote ⁽³⁾
Series E Preferred Stock	(5)	(5)	Existing Class B Common Stock ⁽²⁾	366,461	(5)	I	See footnote ⁽³⁾

1. Name and Address of Reporting Person* <u>SPURLOCK STEVEN M</u> <hr/> (Last) (First) (Middle) <u>C/O BENCHMARK</u> <u>2965 WOODSIDE ROAD</u> <hr/> (Street) <u>WOODSIDE CA 94062</u> <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>BALKANSKI ALEXANDRE</u> <hr/> (Last) (First) (Middle) <u>C/O BENCHMARK</u> <u>2965 WOODSIDE ROAD</u> <hr/> (Street) <u>WOODSIDE CA 94062</u> <hr/> (City) (State) (Zip)		
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(City) (State) (Zip)

1. Name and Address of Reporting Person*

DUNLEVIE BRUCE

(Last) (First) (Middle)

C/O BENCHMARK
2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

FENTON PETER H

(Last) (First) (Middle)

C/O BENCHMARK
2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GURLEY J WILLIAM

(Last) (First) (Middle)

C/O BENCHMARK
2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

HARVEY KEVIN

(Last) (First) (Middle)

C/O BENCHMARK
2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

KAGLE ROBERT

(Last) (First) (Middle)

C/O BENCHMARK
2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person *

LASKY MITCHELL

(Last) (First) (Middle)

C/O BENCHMARK
2965 WOODSIDE ROAD

(Street)
WOODSIDE CA 94062

(City) (State) (Zip)

Explanation of Responses:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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/ Steven M. Spurlock 09/21/2020

/s/ Steven M. Spurlock, by
power of attorney for 09/21/2020
Alexandre Balkanski

/s/ Steven M. Spurlock, by
power of attorney for 09/21/2020
Bruce W. Dunlevie

/s/ Steven M. Spurlock, by
power of attorney for Peter 09/21/2020
H. Fenton

/s/ Steven M. Spurlock, by
power of attorney for J. 09/21/2020
William Gurley

/s/ Steven M. Spurlock, by
power of attorney for 09/21/2020
Kevin R. Harvey

/s/ Steven M. Spurlock, by
power of attorney for 09/21/2020
Robert C. Kagle

/s/ Steven M. Spurlock, by
power of attorney for 09/21/2020
Mitchell H. Lasky

** 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.