

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Benchmark Capital Management Co. VI, L.L.C.</u> (Last) (First) (Middle) 2965 WOODSIDE ROAD (Street) WOODSIDE CA 94062 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/21/2020	3. Issuer Name and Ticker or Trading Symbol <u>Asana, Inc.</u> [ASAN]	
		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) 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>Benchmark Capital Management Co. VI, L.L.C.</u> (Last) (First) (Middle) 2965 WOODSIDE ROAD (Street) WOODSIDE CA 94062 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>BENCHMARK CAPITAL PARTNERS VI LP</u> (Last) (First) (Middle) 2965 WOODSIDE ROAD (Street)		
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WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

BENCHMARK FOUNDERS FUND VI LP

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Benchmark Founders Fund VI-B, L.P.

(Last) (First) (Middle)

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. ("BMC 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 BMC 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, as
Managing Member of
Benchmark Capital 09/21/2020
Management Co. VI,
L.L.C.

/s/ Steven M. Spurlock, as
Managing Member of
Benchmark Capital
Management Co. VI, 09/21/2020
L.L.C., the General Partner
of Benchmark Capital
Partners VI, L.P.

/s/ Steven M. Spurlock, as
Managing Member of
Benchmark Capital
Management Co. VI, 09/21/2020
L.L.C., the General Partner
of Benchmark Founders'
Fund VI, L.P.

/s/ Steven M. Spurlock, as 09/21/2020
Managing Member of
Benchmark Capital
Management Co. VI,

L.L.C., the General Partner
of Benchmark Founders'
Fund VI-B, L.P.

** 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.

AGREEMENT TO FILE JOINTLY AND STATEMENT APPOINTING DESIGNATED FILER AND
AUTHORIZED SIGNATORY

Each of the undersigned entities and individuals (collectively, the "Reporting Persons") hereby authorizes and designates Benchmark Capital Management Co. VI, L.L.C. or such other person or entity as is designated in writing by Steven M. Spurlock (the "Designated Filer") as the beneficial owner to prepare and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act"), the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") or any other state or federal agency (collectively, the "Reports") with respect to the Reporting Person's ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the "Companies").

Each Reporting Person hereby further authorizes and designates Steven M. Spurlock (the "Authorized Signatory") to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted.

The authority of the Designated Filer and the Authorized Signatory under this Document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person's responsibilities to comply with the Act or the Exchange Act.

March 21, 2013 BENCHMARK CAPITAL MANAGEMENT CO. VI, L.L.C.,
a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock, Managing Member

March 21, 2013 BENCHMARK CAPITAL PARTNERS VI, L.P.,
a Delaware Limited Partnership

By: Benchmark Capital Management Co. VI, L.L.C.,
a Delaware Limited Liability Company,
Its General Partner

By: /s/ Steven M. Spurlock
Steven M. Spurlock, Managing Member

March 21, 2013 BENCHMARK FOUNDERS' FUND VI, L.P.,
a Delaware Limited Partnership

By: Benchmark Capital Management Co. VI, L.L.C.,
a Delaware Limited Liability Company,
Its General Partner

By: /s/ Steven M. Spurlock
Steven M. Spurlock, Managing Member

March 21, 2013 BENCHMARK FOUNDERS' FUND VI-B, L.P.,
a Delaware Limited Partnership

By: Benchmark Capital Management Co. VI, L.L.C.,

a Delaware Limited Liability Company,
Its General Partner

By: /s/ Steven M. Spurlock
Steven M. Spurlock, Managing Member

March 21, 2013 By: /s/ Alexandre Balkanski
Alexandre Balkanski

March 21, 2013 By: /s/ Bruce W. Dunlevie
Bruce W. Dunlevie

March 21, 2013 By: /s/ J. William Gurley
J. William Gurley

March 21, 2013 By: /s/ Kevin R. Harvey
Kevin R. Harvey

March 21, 2013 By: /s/ Robert C. Kagle
Robert C. Kagle

March 21, 2013 By: /s/ Mitchell H. Lasky
Mitchell H. Lasky

March 21, 2013 By: /s/ Peter H. Fenton
Peter H. Fenton

March 21, 2013 By: /s/ Matthew R. Cohler
Matthew R. Cohler