

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 29, 2020

Asana, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39495
(Commission
File Number)

26-3912448
(IRS Employer
Identification No.)

**1550 Bryant Street, Suite 200
San Francisco, CA**
(Address of Principal Executive Offices)

94103
(Zip Code)

(415) 525-3888
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.00001 par value	ASAN	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 8.01 Other Events.

On September 29, 2020, Asana, Inc. (the “Company”) issued a press release announcing the number of outstanding shares of Class A common stock and Class B common stock. A copy of the press release is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by the Company dated September 29, 2020

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 29, 2020

ASANA, INC.

By: /s/ Dustin Moskovitz
Dustin Moskovitz
President, Chief Executive Officer, and Chair

Asana Announces Update Regarding Conversion of Shares of Class B Common Stock to Shares of Class A Common Stock

SAN FRANCISCO—(BUSINESS WIRE)—Asana, Inc. (“Asana”), a leading work management platform for teams, today announced that, as of September 28, 2020, there are 74,059,540 shares of Class A common stock outstanding and 80,550,739 shares of Class B common stock outstanding. Only shares of Class A common stock will be listed for trading on the New York Stock Exchange. Trading of shares of Class A common stock is expected to commence tomorrow, September 30, 2020. Each outstanding share of Class B common stock is convertible, at any time, at the option of the holder, into one share of Class A common stock.

Asana has filed a Registration Statement on Form S-1 with the Securities and Exchange Commission that registers for resale shares of Class A common stock and that was declared effective on September 21, 2020. Copies of the prospectus relating to the Registration Statement may be obtained from Asana, Inc., c/o Investor Relations, 1550 Bryant Street, Suite 200, San Francisco, CA 94103, or via ir@asana.com.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, the Company’s expected listing on the New York Stock Exchange on September 30, 2020. These forward-looking statements are made as of the date they were first issued and were based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Words such as “expect,” “anticipate,” “should,” “believe,” “hope,” “target,” “project,” “goals,” “estimate,” “potential,” “predict,” “may,” “will,” “might,” “could,” “intend,” “shall,” “continue,” “would,” “objective,” “plan,” “seek,” “grow,” “if,” and variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond the Company’s control. The Company’s actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to, risks detailed in the Company’s Registration Statement on Form S-1, as amended, filed with the Securities and Exchange Commission on September 18, 2020 as well as other documents that may be filed by the Company from time to time with the Securities and Exchange Commission. In particular, the following factors, among others, could cause results to differ materially from those expressed or implied by such forward-looking statements: the Company’s ability to grow or maintain its dollar-based net retention rate, expand usage of its platform within organizations, and sell subscriptions to its platform; the Company’s ability to convert individuals, teams, and organizations on the Company’s free and trial versions into paying customers; the timing and success of new features, integrations, capabilities, and enhancements by the Company, or by the Company’s competitors to their products, or any other changes in the competitive landscape of the Company’s market; the Company’s ability to achieve widespread acceptance and use of its platform; growth in the work management market; the amount and timing of operating expenses and capital expenditures, as well as entry into operating leases, that the Company may incur to maintain and expand the business and operations and to remain competitive; the Company’s focus on growth to drive long-term value; the timing of expenses and the Company’s expectations regarding its cost of revenues, gross margin, and operating expenses; the effect of uncertainties related to the global COVID-19 pandemic on the Company’s business, results of operations, and financial condition; expansion of the Company’s sales and marketing activities; the Company’s protections against security breaches, technical difficulties, or interruptions to its platform; the Company’s ability to successfully defend litigation brought against the Company, potential dispute-related settlement payments, or other litigation-related costs; the Company’s expectations about additional hiring; potential pricing pressure as a result of competition or otherwise;

anticipated fluctuations in foreign currency exchange rates; potential costs and the anticipated timing of expenses related to the acquisition of businesses, talent, technologies, or intellectual property, including potentially significant amortization costs and possible write-downs; general economic conditions in either domestic or international markets, including the societal and economic impact of the COVID-19 pandemic, including on the rate of global IT spending, and geopolitical uncertainty and instability; and other risks and uncertainties. Past performance is not necessarily indicative of future results. The forward-looking statements included in this press release represent the Company's views as of the date of this press release. The Company anticipates that subsequent events and developments will cause its views to change. The Company undertakes no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date of this press release.

Additional information regarding these and other factors that could affect the Company's results is included in the Company's SEC filings, which may be obtained by visiting its Investor Relations website at investors.asana.com or the SEC's website at www.sec.gov.

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