

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Moskovitz Dustin A.</u> (Last) (First) (Middle) <u>C/O ASANA, INC.</u> <u>1550 BRYANT STREET, SUITE 200</u> (Street) <u>SAN FRANCISCO CA</u> <u>94103</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Asana, Inc. [ASAN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>President, CEO, & Chair</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/21/2020</u>	
	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Senior Mandatory Convertible Promissory Note	\$31.58	09/21/2020		J			11,282,390 ⁽¹⁾	(1)	01/30/2025	Existing Class B Common Stock ⁽²⁾	11,282,390 ⁽¹⁾	\$0.00	0	I	See footnote ⁽³⁾
Senior Mandatory Convertible Promissory Note	\$31.58	09/21/2020		J		11,282,390 ⁽⁴⁾		(4)	01/30/2025	Class B Common Stock ⁽²⁾⁽⁵⁾	11,282,390 ⁽⁴⁾	\$0.00	11,282,390 ⁽⁴⁾	I	See footnote ⁽³⁾
Senior Mandatory Convertible Promissory Note	\$31.09	09/21/2020		J		5,730,432 ⁽⁶⁾		(6)	06/26/2025	Existing Class B Common Stock ⁽²⁾	5,730,432 ⁽⁶⁾	\$0.00	0	I	See footnote ⁽³⁾
Senior Mandatory Convertible Promissory Note	\$31.09	09/21/2020		J		5,730,432 ⁽⁷⁾		(7)	06/26/2025	Class B Common Stock ⁽²⁾⁽⁵⁾	5,730,432 ⁽⁷⁾	\$0.00	5,730,432 ⁽⁷⁾	I	See footnote ⁽³⁾

Explanation of Responses:

- The Senior Mandatory Convertible Promissory Note (January Convertible Note) has a principal amount of \$300,000,000, a maturity date of January 30, 2025, and accrues interest at a rate of 3.5% per annum, compounded annually. Subject to meeting certain trading price conditions, the principal amount and all accrued interest through scheduled maturity may have been converted prior to maturity upon the option of the Issuer into shares of existing Class B Common Stock (Existing Class B Common Stock) at the initial conversion price of \$31.58 per share. The initial conversion price and number of shares issuable upon conversion of the January Convertible Note are subject to potential adjustment per the terms of such note. Per the terms of the January Convertible Note, such note was also mandatorily convertible into shares of Existing Class B Common Stock upon the occurrence of certain other events, including at the maturity date of such note and upon a change of control of the Issuer.
- Upon filing of the Issuer's Restated Certificate of Incorporation (Restated Charter) in connection with the Issuer's direct listing, each share of Existing Class B Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- The shares are held of record by Dustin A. Moskovitz TTEE Dustin A. Moskovitz Trust DTD 12/27/05.
- The January Convertible Note has a principal amount of \$300,000,000, a maturity date of January 30, 2025, and accrues interest at a rate of 3.5% per annum, compounded annually. Subject to meeting certain trading price conditions, the principal amount and all accrued interest through scheduled maturity may be converted prior to maturity upon the option of the Issuer into shares of Class B Common Stock at the initial conversion price of \$31.58 per share. The initial conversion price and number of shares issuable upon conversion of the January Convertible Note are subject to potential adjustment per the terms of such note. Per the terms of the January Convertible Note, such note is also mandatorily convertible into shares of Class B Common Stock upon the occurrence of certain other events, including at the maturity date of such note and upon a change of control of the Issuer.
- Each share of Class B Common Stock is convertible into one share of Class A Common Stock upon the option of the holder and has no expiration date.
- The Senior Mandatory Convertible Promissory Note (June Convertible Note) has a principal amount of \$150,000,000, a maturity date of June 26, 2025, and accrues interest at a rate of 3.5% per annum, compounded annually. Subject to meeting certain trading price conditions, the principal amount and all accrued interest through scheduled maturity may be converted prior to maturity upon the option of the Issuer into shares of Existing Class B Common Stock at the initial conversion price of \$31.09 per share. The initial conversion price and number of shares issuable upon conversion of the June Convertible Note are subject to potential adjustment per the terms of such note. Per the terms of the June Convertible Note, such note was also mandatorily convertible into shares of Existing Class B Common Stock upon the occurrence of certain other events, including at the maturity date of such note and upon a change of control of the Issuer.
- The June Convertible Note has a principal amount of \$150,000,000, a maturity date of June 26, 2025, and accrues interest at a rate of 3.5% per annum, compounded annually. Subject to meeting certain trading price conditions, the principal amount and all accrued interest through scheduled maturity may be converted prior to maturity upon the option of the Issuer into shares of Class B Common Stock at the initial conversion price of \$31.09 per share. The initial conversion price and number of shares issuable upon conversion of the June Convertible Note are subject to potential adjustment per the terms of such note. Per the terms of the June Convertible Note, such note is also mandatorily convertible into shares of Class B Common Stock upon the occurrence of certain other events, including at the maturity date of such note and upon a change of control of the Issuer.

Remarks:

Due to technical limitations of the EDGAR filing system, which limits the number of lines per table, this filing is two of two separate Form 4 filings being made by the reporting person on the date hereof.

/s/ Katie Colendich, Attorney-in-Fact 09/23/2020

** 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 4 (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.

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