

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Cohler Matt</u>  (Last) (First) (Middle) C/O BENCHMARK 2965 WOODSIDE ROAD  (Street) WOODSIDE CA 94062  (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 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2022	
	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  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			
Class A Common Stock	05/02/2022		A		299 <sup>(1)</sup>	A	\$0.00	1,321	D	
Class A Common Stock								3,782 <sup>(2)</sup>	D	
Class A Common Stock								10,755 <sup>(3)</sup>	D	
Class A Common Stock								520,929	I	See footnote <sup>(4)</sup>

**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					

**Explanation of Responses:**

- These shares represent the Class A Common Stock that the Reporting Person elected to receive in lieu of cash compensation under the Issuer's Non-Employee Director Compensation Policy for the quarter ended April 30, 2022. The number of shares of Class A Common Stock received in lieu of cash was calculated based on the closing price of a share of Class A Common Stock on May 2, 2022.
- 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 the earlier of June 14, 2022 or the day of the next annual meeting of the stockholders, subject to the Reporting Person's continuous service through such date. Vested RSUs will settle into shares of Class A Common Stock on the earlier to occur of (i) June 14, 2024 and (ii) a change in control.
- Each share is represented by an 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 vested 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.
- Shares owned directly by Matthew Cohler's trust entity.

**Remarks:**

/s/ Katie Colendich, Attorney-in-Fact 05/04/2022

\*\* 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.

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.