Statement of Changes in Beneficial Ownership

1. Name and Address of Reporting Person

Singh Amit K.

C/O ASANA, INC.

633 FOLSOM STREET, SUITE 100

SAN FRANCISCO, CA 94107

2. Issuer Name and Ticker or Trading Symbol

Asana, Inc. [ ASAN ]

3. Date of Earliest Transaction (Month/Day/Year)

11/01/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

3A. Deemed Execution Date, if any

(X) 11/01/2023

5. Relationship of Reporting Person(s) to Issuer

(X) Director

10% Owner

Officer (give title below)

Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person

(A) Form filed by More than One Reporting Person

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

1. Title of Security (Instr. 3)

Class A Common Stock

2. Transaction Date (Month/Day/Year)

11/01/2023

3. Transaction Code (Instr. 8)

A

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)

(A)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

446

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c).

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 Special Event 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)

Explanation of Responses:

1. 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 October 31, 2023. 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 October 31, 2023. Pursuant to the Issuer's Directors' Deferred Compensation Plan, the Reporting Person elected to defer the receipt of such shares to a future date in accordance with the terms of such plan and the Reporting Person's plan election.

Remarks:

/a/ Katie Colendich, Attorney-in-Fact  11/03/2023

** 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).


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.