

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>Rosenstein Justin</u> (Last) (First) (Middle) C/O ASANA, INC. 1550 BRYANT STREET, SUITE 200 (Street) SAN FRANCISCO CA 94103 (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/21/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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				
Existing Class B Common Stock ⁽¹⁾	(1)	09/21/2020		J			20,250,744	(1)	(1)	Class A Common Stock	20,250,744	\$0.00	0	D	
Class B Common Stock ⁽¹⁾⁽²⁾	(2)	09/21/2020		J		20,250,744		(2)	(2)	Class A Common Stock	20,250,744	\$0.00	20,250,744	D	
Series 1 Preferred Stock ⁽³⁾	(3)	09/21/2020		C		1,560,000		(3)	(3)	Existing Class B Common Stock	1,560,000	\$0.00	0	D	
Existing Class B Common Stock ⁽³⁾	(3)	09/21/2020		C		1,560,000		(3)	(3)	Class A Common Stock	1,560,000	\$0.00	1,560,000	D	
Existing Class B Common Stock ⁽¹⁾	(1)	09/21/2020		J		1,560,000		(1)	(1)	Class A Common Stock	1,560,000	\$0.00	0	D	
Class B Common Stock ⁽¹⁾⁽²⁾	(2)	09/21/2020		J		1,560,000		(2)	(2)	Class A Common Stock	1,560,000	\$0.00	21,810,744	D	
Series C Preferred Stock ⁽⁴⁾	(4)	09/21/2020		C		293,011		(4)	(4)	Existing Class B Common Stock	293,011	\$0.00	0	I	See footnote ⁽⁵⁾
Existing Class B Common Stock ⁽⁴⁾	(4)	09/21/2020		C		293,011		(4)	(4)	Class A Common Stock	293,011	\$0.00	293,011	I	See footnote ⁽⁵⁾
Existing Class B Common Stock ⁽¹⁾	(1)	09/21/2020		J		293,011		(1)	(1)	Class A Common Stock	293,011	\$0.00	0	I	See footnote ⁽⁵⁾
Class B Common Stock ⁽¹⁾⁽²⁾	(2)	09/21/2020		J		293,011		(2)	(2)	Class A Common Stock	293,011	\$0.00	293,011	I	See footnote ⁽⁵⁾

Explanation of Responses:

- Upon filing of the Issuer's Restated Certificate of Incorporation (Restated Charter) in connection with the Issuer's direct listing, each share of the Issuer's existing Class B Common Stock (Existing Class B Common Stock) was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- 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 Series 1 Preferred Stock converted into Existing Class B Common Stock on a 1:1 basis upon filing of the Restated Charter in connection with the Issuer's direct listing and had no expiration date.
- The Series C Preferred Stock converted into Existing Class B Common Stock on a 1:1 basis upon filing of the Restated Charter in connection with the Issuer's direct listing and had no expiration date.
- The shares are held of record by Justin Michael Rosenstein TTEE Justin Michael Rosenstein REV TR DTD 11/24/08.

Remarks:

/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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