

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>Moskovitz Dustin A.</u>			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) Other (specify below) <b>President, CEO, &amp; Chair</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2021</u>						
C/O ASANA, INC. 1550 BRYANT STREET, SUITE 200			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			
(Street)	(City)	(State)	(Zip)						
SAN FRANCISCO	CA		94103						

**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	06/30/2021		p <sup>(1)</sup>		60,436	A	\$62.85 <sup>(2)</sup>	3,850,436	D	
Class A Common Stock	06/30/2021		p <sup>(1)</sup>		99,564	A	\$63.63 <sup>(3)</sup>	3,950,000	D	
Class A Common Stock								4,147,046	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	Title	Amount or Number of Shares				
Senior Mandatory Convertible Promissory Note	\$31.58	07/01/2021		C			11,282,390	(5)	01/30/2025	Class B Common Stock <sup>(6)</sup>	11,282,390	\$0.00	0	I	See footnote <sup>(4)</sup>
Class B Common Stock <sup>(6)</sup>	(6)	07/01/2021		C			11,282,390	(6)	(6)	Class A Common Stock	11,282,390	\$0.00	36,300,323	I	See footnote <sup>(4)</sup>
Senior Mandatory Convertible Promissory Note	\$31.09	07/01/2021		C			5,730,432	(7)	06/26/2025	Class B Common Stock <sup>(6)</sup>	5,730,432	\$0.00	0	I	See footnote <sup>(4)</sup>
Class B Common Stock <sup>(6)</sup>	(6)	07/01/2021		C			5,730,432	(6)	(6)	Class A Common Stock	5,730,432	\$0.00	42,030,755	I	See footnote <sup>(4)</sup>
Class B Common Stock <sup>(6)</sup>	(6)							(6)	(6)	Class A Common Stock	21,395,830		21,395,830	D	
Class B Common Stock <sup>(6)</sup>	(6)							(6)	(6)	Class A Common Stock	2,604,170		2,604,170	I	See footnote <sup>(8)</sup>
Class B Common Stock <sup>(6)</sup>	(6)							(6)	(6)	Class A Common Stock	460,000		460,000	I	See footnote <sup>(9)</sup>
Class B Common Stock <sup>(6)</sup>	(6)							(6)	(6)	Class A Common Stock	1,229,256		1,229,256	I	See footnote <sup>(10)</sup>

**Explanation of Responses:**

- The purchases reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- The reported price in Column 4 is a weighted average purchase price. These shares were purchased in multiple transactions at prices ranging from \$62.29 to \$63.28 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average purchase price. These shares were purchased in multiple transactions at prices ranging from \$63.29 to \$64.00 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The shares are held of record by Dustin A. Moskovitz TTEE Dustin A. Moskovitz Trust DTD 12/27/05.
- The January Convertible Note had a principal amount of \$300,000,000, a maturity date of January 30, 2025, and accrued interest at a rate of 3.5% per annum, compounded annually. The principal amount and all accrued interest through scheduled maturity 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.
- 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 June Convertible Note had a principal amount of \$150,000,000, a maturity date of June 26, 2025, and accrued interest at a rate of 3.5% per annum, compounded annually. The principal amount and all accrued interest through scheduled maturity 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 shares are held of record by Dustin Moskovitz Roth IRA.
- The shares are held of record by Justin Rosenstein Trust. Dustin Moskovitz is the trustee of the Justin Rosenstein Trust and may be deemed to have voting power and dispositive power over the shares held by the trust.
- The shares are held of record by Justin Rosenstein Trust 2. Dustin Moskovitz is the trustee of the Justin Rosenstein Trust 2 and may be deemed to have voting power and dispositive power over the shares held by the trust.

**Remarks:**

/s/ Katie Colendich, Attorney-in- 07/02/2021

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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