**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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1. Name and Address of Reporting Person
   NORRINGTON LORRIE M
   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)

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
   Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>2B. Transaction Code (Instr. 8)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>11/01/2023</td>
<td></td>
<td>A</td>
<td>796(1)</td>
<td>A $0.00</td>
<td>105,403</td>
<td>D</td>
<td></td>
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<tr>
<td>Class A Common Stock</td>
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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

e.g., puts, calls, warrants, options, convertible securities

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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**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.

2. The shares are held of record by Norrington Advisory Services, LLC.

**Remarks:**

/s/ Katie Colendich, Attorney-in-Fact 11/01/2023

**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.