

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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2020	
	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			
Class A Common Stock	09/30/2020		S		339,452	D	\$27.1294 ⁽¹⁾	6,666,900	I	See footnote ⁽²⁾
Class A Common Stock	09/30/2020		S		296,083	D	\$28.3256 ⁽³⁾	6,370,817	I	See footnote ⁽²⁾
Class A Common Stock	09/30/2020		S		125,552	D	\$29.1549 ⁽⁴⁾	6,245,265	I	See footnote ⁽²⁾
Class A Common Stock	09/30/2020		J ⁽⁵⁾		2,800,000	D	\$0	3,445,265	I	See footnote ⁽²⁾
Class A Common Stock	09/30/2020		J ⁽⁵⁾		5,982	A	\$0	5,982	D	
Class A Common Stock	09/30/2020		J ⁽⁵⁾		110,137	A	\$0	110,137	I	See footnote ⁽⁶⁾
Class A Common Stock								10,755 ⁽⁷⁾	D	

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)					

Explanation of Responses:

- Represents the weighted-average sale price per share of a series of transactions, all of which were executed on September 30, 2020. The actual sale prices ranged from a low of \$26.9 to a high of \$27.89, inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Asana, Inc. or any security holder of Asana, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
- Shares are held directly by Benchmark Capital Partners VI, L.P. (BCP VI) for itself and as nominee for Benchmark Founders' Fund VI, L.P. (BFF VI), Benchmark Founders' Fund VI-B, L.P. (BFF VI-B) and related individuals. Benchmark Capital Management Co. VI, L.L.C. (BCMC VI), the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and dispositive power over the securities. Matthew R. Cohler, a member of the Issuer's board of directors, Alexandre Balkanski, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Mitchell H. Lasky and Steven M. Spurlock are the managing members of BCMC VI, and each of them may be deemed to share voting and dispositive power over the securities held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of the securities, except to the extent of such person's or entity's pecuniary interest in such securities.
- Represents the weighted-average sale price per share of a series of transactions, all of which were executed on September 30, 2020. The actual sale prices ranged from a low of \$27.9 to a high of \$28.895, inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Asana, Inc. or any security holder of Asana, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
- Represents the weighted-average sale price per share of a series of transactions, all of which were executed on September 30, 2020. The actual sale prices ranged from a low of \$28.9 to a high of \$29.63, inclusive. Each Reporting Person undertakes to provide upon request of the SEC Staff, Asana, Inc. or any security holder of Asana, Inc. full information regarding the number of shares sold at each price within the range. The amount reflected has been rounded to 4 decimal points.
- Represents a pro-rata, in-kind distribution by BCP VI and its affiliated funds and associated persons, without additional consideration, to their respective partners, members and assignees.
- Shares owned directly by Matthew Cohler's family trust.
- 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 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.

Remarks:

This report is one of three reports, each on a separate Form 4, but relating to the same holdings being filed by entities affiliated with Benchmark and their applicable members.

/s/ Steven M. Spurlock, by 10/02/2020

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.