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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 8)\*

**Asana, Inc.**

(Name of Issuer)

**Class A Common Stock, \$0.00001 par value per share**

(Title of Class of Securities)

(CUSIP Number)

**03/31/2026**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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SCHEDULE 13G

CUSIP No.

Names of Reporting Persons

1

Justin Rosenstein

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With: 5 Sole Voting Power  
6,322,002.00  
Shared Voting Power  
6  
0.00  
Sole Dispositive Power  
7  
6,322,002.00  
Shared Dispositive Power  
8  
0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

6,322,002.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

3.8 %

Type of Reporting Person (See Instructions)

IN

## SCHEDULE 13G

### Item 1.

Name of issuer:

(a)

Asana, Inc.

Address of issuer's principal executive offices:

(b)

633 Folsom Street, Suite 100, San Francisco, CA 94107

### Item 2.

Name of person filing:

(a)

Justin Rosenstein

Address or principal business office or, if none, residence:

(b)

c/o Asana, Inc., 633 Folsom Street, Suite 100, San Francisco, CA 94107

Citizenship:

(c)

United States of America

Title of class of securities:

(d)

Class A Common Stock, \$0.00001 par value per share

(e)

CUSIP No.:

### Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) Row 9 of the cover page to this Schedule 13G/A sets forth the aggregate number of securities of the Issuer beneficially owned by Mr. Rosenstein and is incorporated by reference. Mr. Rosenstein's beneficial ownership of the Issuer's securities consists of (i) 3,197,309 shares of Class A Common Stock held of record by Mr. Rosenstein, (ii) 575,984 shares of Class A Common Stock issuable to Mr. Rosenstein upon the exercise of stock options that are exercisable within 60 days of December 31, 2025, (iii) 826,532 shares of Class B Common Stock held of record by Mr. Rosenstein, (iv) 722,458 shares of Class B Common Stock held of record by the Justin Rosenstein 2024 Grantor Retained Annuity Trust, of which Mr. Rosenstein serves as trustee, (v) 460,000 shares of Class B Common Stock held of record by the Justin Rosenstein Trust, of which Mr. Rosenstein is the trustee, and (vi) 539,719 shares of Class B Common Stock held of record by the Justin Rosenstein Non-Exempt Trust, of which Mr. Rosenstein is the trustee. 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. Each share of Class B Common Stock is entitled to 10 votes per share, whereas each share of Class A Common Stock is entitled to one vote per share.

Percent of class:

- (b) Mr. Rosenstein beneficially owns 3.8% of the Issuer's Class A Common Stock, which percentage is based upon 163,334,341 shares of Class A Common Stock issued and outstanding as of March 31, 2026, as reported by the Issuer to Mr. Rosenstein, and adjusted to give effect to Mr. Rosenstein's stock options exercisable within 60 days of March 31, 2026, and assumes the conversion of the Class B Common Stock beneficially owned by Mr. Rosenstein into Class A Common Stock. %
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:

Row 5 of the cover page to this Schedule 13G/A sets forth the sole power to vote or to direct the vote of securities of the Issuer beneficially owned by Mr. Rosenstein and is incorporated by reference.

(ii) Shared power to vote or to direct the vote:

Row 6 of the cover page to this Schedule 13G/A sets forth the shared power to vote or to direct the vote of securities of the Issuer beneficially owned by Mr. Rosenstein and is incorporated by reference.

(iii) Sole power to dispose or to direct the disposition of:

Row 7 of the cover page to this Schedule 13G/A sets forth the sole power to dispose or to direct the disposition of securities of the Issuer beneficially owned by Mr. Rosenstein and is incorporated by reference.

(iv) Shared power to dispose or to direct the disposition of:

Row 8 of the cover page to this Schedule 13G/A sets forth the shared power to dispose or to direct the disposition of securities of the Issuer beneficially owned by Mr. Rosenstein and is incorporated by reference.

Item 5. Ownership of 5 Percent or Less of a Class.

Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Justin Rosenstein

Signature: /s/ Justin Rosenstein

Name/Title: Justin Rosenstein/Individual

Date: 05/15/2026