

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Rosenstein Justin</u>  (Last) (First) (Middle) C/O ASANA, INC. 633 FOLSOM STREET, SUITE 100  (Street) SAN FRANCISCO CA 94107  (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) 04/11/2025	
	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 <input type="checkbox"/> Form filed by More than One Reporting Person

**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	04/11/2025		C <sup>(1)</sup>		5,350,000	A	\$0	6,197,309	D	
Class A Common Stock	06/16/2025		A		13,089	A <sup>(2)</sup>	\$0	6,210,398	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)	Date Exercisable	Expiration Date					
Class B Common Stock <sup>(3)</sup>	(3)	04/11/2025		C <sup>(1)</sup>		5,350,000	(3)	(3)	(3)	Class A Common Stock	\$0	10,716,532	D	
Class B Common Stock <sup>(3)</sup>	(3)						(3)	(3)	(3)	Class A Common Stock	847,458	847,458	I	See footnote <sup>(4)</sup>

**Explanation of Responses:**

- Represents the conversion of Class B Common Stock into Class A Common Stock held of record by the Reporting Person.
- Represents the grant of Restricted Stock Units (RSUs). 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 the earlier of June 16, 2026 or the day of the next annual meeting of the stockholders, subject to the Reporting Person's continuous service through such date.
- 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 shares are held of record by Justin Rosenstein 2024 Grantor Retained Annuity Trust. The Reporting Person is the grantor and trustee of Justin Rosenstein 2024 Grantor Retained Annuity Trust and may be deemed to have voting power and dispositive over the shares held by the trust.

**Remarks:**

/s/ Katie Colendich, Attorney-in-Fact 06/18/2025

\*\* 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.

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.