FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

OMB APPROVAL

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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* Moskovitz Dustin A.						2. Issuer Name and Ticker or Trading Symbol Asana, Inc. [ASAN]						S. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner X Offficer (give title Other (specify below))					
(Last) (First) (Middle) C/O ASANA, INC. 1550 BRYANT STREET, SUITE 200					3. Date of Earliest Transaction (Month/Day/Year) 09/21/2020							below)	ident, CE	EO, &	below)		
(Street) SAN FRANCISCO CA 94103					4. If Amendment, Date of Original Filed (Month/Day/Year)							Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	ı	(State)	(Zip)														
			Table I - No	_													
1. Title of Security (Instr. 3)					2. Transaction Date (Month/Day/Year)		eemed ution Date, th/Day/Year)	3. 4. Securities Acquired (A) or Transaction Code (Instr. 8) 4. Securities Acquired (B) (Instr. 3, 4 and A) or (A) or (A) or (A) or (B)			nd 5) Securities Beneficially C Following Re Transaction(s		Owned ported (Instr. 4		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Table II -	Dori	vativo	Socuriti	os Acqui	Code V	Amount	(A) or (D)	Price	(Instr. 3 and	4)				
	1.	T		(e.g.,		, calls, w	arrants,	options, c	onvertible	e securit	ies) ์		1	. 1		I	
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)				6. Date Exer Expiration D (Month/Day/	ate	7. Title and Securities Derivative (Instr. 3 an		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)		(1) (111511.4)		
Existing Class B Common Stock ⁽¹⁾	(1)	09/21/2020		J			22,395,830	(1)	(1)	Class A Common Stock	22,395,830	\$0.00	0		D		
Class B Common Stock ⁽¹⁾⁽²⁾	(2)	09/21/2020		J		22,395,830		(2)	(2)	Class A Common Stock	22,395,830	\$0.00	22,395,8	830	D		
Existing Class B Common Stock ⁽¹⁾	(1)	09/21/2020		J			1,743,910	(1)	(1)	Class A Common Stock	1,743,910	\$0.00	0		I	See footnote(3)	
Class B Common Stock ⁽¹⁾⁽²⁾	(2)	09/21/2020		J		1,743,910		(2)	(2)	Class A Common Stock	1,743,910	\$0.00	1,743,9	010	I	See footnote ⁽³⁾	
Existing Class B Common Stock ⁽¹⁾	(1)	09/21/2020		J			2,604,170	(1)	(1)	Class A Common Stock	2,604,170	\$0.00	0		I	See footnote ⁽⁴⁾	
Class B Common Stock ⁽¹⁾⁽²⁾	(2)	09/21/2020		J		2,604,170		(2)	(2)	Class A Common Stock	2,604,170	\$0.00	2,604,1	.70	I	See footnote ⁽⁴⁾	
Existing Class B Common Stock ⁽¹⁾	(1)	09/21/2020		J			460,000	(1)	(1)	Class A Common Stock	460,000	\$0.00	0		I	See footnote ⁽⁵⁾	
Class B Common Stock ⁽¹⁾⁽²⁾	(2)	09/21/2020		J		460,000		(2)	(2)	Class A Common Stock	460,000	\$0.00	460,00	00	I	See footnote ⁽⁵⁾	
Existing Class B Common Stock ⁽¹⁾	(1)	09/21/2020		J			1,229,256	(1)	(1)	Class A Common Stock	1,229,256	\$0.00	0		I	See footnote ⁽⁶⁾	
Class B Common Stock ⁽¹⁾⁽²⁾	(2)	09/21/2020		J		1,229,256		(2)	(2)	Class A Common Stock	1,229,256	\$0.00	1,229,2	256	I	See footnote(6)	
Series C Preferred Stock ⁽⁷⁾	(7)	09/21/2020		C			18,198,935	(7)	(7)	Existing Class B Common Stock	18,198,935	\$0.00	0		I	See footnote ⁽³⁾	
Existing Class B Common Stock ⁽⁷⁾	(7)	09/21/2020		C		18,198,935		(7)	(7)	Class A Common Stock	18,198,935	\$0.00	18,198,9	935	I	See footnote(3)	
Existing Class B Common Stock ⁽¹⁾	(1)	09/21/2020		J			18,198,935	(1)	(1)	Class A Common Stock	18,198,935	\$0.00	0		I	See footnote ⁽³⁾	
Class B Common Stock ⁽¹⁾⁽²⁾	(2)	09/21/2020		J		18,198,935		(2)	(2)	Class A Common Stock	18,198,935	\$0.00	19,942,8	845	I	See footnote ⁽³⁾	
Series C Preferred Stock ⁽⁷⁾	(7)	09/21/2020		C			23,440	(7)	(7)	Existing Class B Common Stock	23,440	\$0.00	0		I	See footnote ⁽⁸⁾	

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.		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	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Existing Class B Common Stock ⁽⁷⁾	(7)	09/21/2020		С		23,440		(7)	(7)	Class A Common Stock	23,440	\$0.00	23,440	I	See footnote ⁽⁸⁾
Existing Class B Common Stock ⁽¹⁾	(1)	09/21/2020		J			23,440	(1)	(1)	Class A Common Stock	23,440	\$0.00	0	I	See footnote ⁽⁸⁾
Class B Common Stock ⁽¹⁾⁽²⁾	(2)	09/21/2020		J		23,440		(2)	(2)	Class A Common Stock	23,440	\$0.00	23,440	I	See footnote ⁽⁸⁾
Series D Preferred Stock ⁽⁹⁾	(9)	09/21/2020		С			7,090,415	(9)	(9)	Existing Class B Common Stock	7,090,415	\$0.00	0	I	See footnote ⁽³⁾
Existing Class B Common Stock ⁽⁹⁾	(9)	09/21/2020		С		7,090,415		(9)	(9)	Class A Common Stock	7,090,415	\$0.00	7,090,415	I	See footnote ⁽³⁾
Existing Class B Common Stock ⁽¹⁾	(1)	09/21/2020		J			7,090,415	(1)	(1)	Class A Common Stock	7,090,415	\$0.00	0	I	See footnote ⁽³⁾
Class B Common Stock ⁽¹⁾⁽²⁾	(2)	09/21/2020		J		7,090,415		(2)	(2)	Class A Common Stock	7,090,415	\$0.00	27,033,260	I	See footnote ⁽³⁾
Series D Preferred Stock ⁽⁹⁾	(9)	09/21/2020		С			19,138	(9)	(9)	Existing Class B Common Stock	19,138	\$0.00	0	I	See footnote ⁽⁸⁾
Existing Class B Common Stock ⁽⁹⁾	(9)	09/21/2020		С		19,138		(9)	(9)	Class A Common Stock	19,138	\$0.00	19,138	I	See footnote ⁽⁸⁾
Existing Class B Common Stock ⁽¹⁾	(1)	09/21/2020		J			19,138	(1)	(1)	Class A Common Stock	19,138	\$0.00	0	I	See footnote ⁽⁸⁾
Class B Common Stock ⁽¹⁾⁽²⁾	(2)	09/21/2020		J		19,138		(2)	(2)	Class A Common Stock	19,138	\$0.00	42,578	I	See footnote ⁽⁸⁾
Series E Preferred Stock ⁽¹⁰⁾	(10)	09/21/2020		С			855,076	(10)	(10)	Existing Class B Common Stock	855,076	\$0.00	0	I	See footnote ⁽³⁾
Existing Class B Common Stock ⁽¹⁰⁾	(10)	09/21/2020		С		855,076		(10)	(10)	Class A Common Stock	855,076	\$0.00	855,076	I	See footnote ⁽³⁾
Existing Class B Common Stock ⁽¹⁾	(1)	09/21/2020		J			855,076	(1)	(1)	Class A Common Stock	855,076	\$0.00	0	I	See footnote ⁽³⁾
Class B Common Stock ⁽¹⁾⁽²⁾	(2)	09/21/2020		J		855,076		(2)	(2)	Class A Common Stock	855,076	\$0.00	27,888,336	I	See footnote ⁽³⁾

Explanation of Responses:

- 1. Upon filing of the Issuer's Restated Certificate of Incorporation (Restated Charter) in connection with the Issuer's direct listing, each share of the Issuer's existing Class B Common Stock (Existing Class B Common Stock) was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- 2. 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.
- $3.\ The\ shares\ are\ held\ of\ record\ by\ Dustin\ A.\ Moskovitz\ TTEE\ Dustin\ A.\ Moskovitz\ Trust\ DTD\ 12/27/05.$
- 4. The shares are held of record by Dustin Moskovitz Roth IRA.
- 5. 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.
- 6. 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.
- 7. The Series C Preferred Stock converted into Existing Class B Common Stock on a 1:1 basis upon filing of the Restated Charter in connection with the Issuer's direct listing and had no expiration date.
- 8. The shares are held of record by Moskovitz Investment Holdings, LLC. Dustin Moskovitz, Adam Moskovitz, and Richard Druckman, the managing members of Moskovitz Investment Holdings, LLC, have shared voting and dispositive power with respect to these shares.
- 9. The Series D Preferred Stock converted into Existing Class B Common Stock on a 1:1 basis upon filing of the Restated Charter in connection with the Issuer's direct listing and had no expiration date.
- 10. The Series E Preferred Stock converted into Existing Class B Common Stock on a 1:1 basis upon filing of the Restated Charter in connection with the Issuer's direct listing and had no expiration date.

Remarks:

Due to technical limitations of the EDGAR filing system, which limits the number of lines per table, this filing is one of two separate Form 4 filings being made by the reporting person on the date hereof.

/s/ Katie Colendich, Attorney-in-Fact

09/23/2020

** 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.

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