

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>NORRINGTON LORRIE M</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 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2021</u>	
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	01/29/2021		A		335 <sup>(1)</sup>	A	\$35.37	77,169 <sup>(2)(3)</sup>	D	
Class A Common Stock	04/30/2021		A		357 <sup>(4)</sup>	A	\$33.32	83,726 <sup>(3)(5)</sup>	D	
Class A Common Stock	06/14/2021		A		3,782 <sup>(6)</sup>	A	\$0.00	87,508 <sup>(3)</sup>	D	
Class A Common Stock	07/30/2021		A		167 <sup>(7)</sup>	A	\$71.06	87,675 <sup>(3)</sup>	D	
Class A Common Stock	10/29/2021		A		114 <sup>(8)</sup>	A	\$135.8	87,789 <sup>(3)</sup>	D	
Class A Common Stock	01/31/2022		A		326 <sup>(9)</sup>	A	\$52.48	91,848 <sup>(3)(10)</sup>	D	
Class A Common Stock	04/29/2022		A		1,327 <sup>(11)</sup>	A	\$26.8	93,175 <sup>(3)</sup>	D	
Class A Common Stock	06/13/2022		A		9,684 <sup>(12)</sup>	A	\$0.00	102,859 <sup>(3)</sup>	D	
Class A Common Stock	07/29/2022		A		1,326 <sup>(13)</sup>	A	\$19.32	104,185 <sup>(3)</sup>	D	
Class A Common Stock								2,295	I	See footnote <sup>(14)</sup>

**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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- 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 January 31, 2021. The shares were calculated based on the closing price of a share of Class A Common Stock on January 29, 2021. 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.
- Includes (i) 6,968 shares of Class A Common Stock previously acquired by the Reporting Person on September 30, 2020 and (ii) 9,111 shares of Class A Common Stock previously acquired by the Reporting person on December 10, 2020, all as previously reported on the Form 4 filed by the Reporting Person on April 21, 2021.
- Reflects securities beneficially owned following the reported transaction as of the applicable transaction date.
- 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 April 30, 2021. The shares were calculated based on the closing price of a share of Class A Common Stock on April 30, 2021. 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.
- Includes 6,200 shares of Class A Common Stock previously acquired by the Reporting Person on March 12, 2021 and previously reported on the Form 4 filed by the Reporting Person on March 16, 2021.
- Represents 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 vested on June 13, 2022. Vested RSUs will settle into shares of Class A Common Stock on the earlier to occur of (i) June 14, 2024 and (ii) a change in control. Pursuant to the Issuer's Directors' Deferred Compensation Plan, the Reporting Person elected to defer the receipt of such RSUs to a future date in accordance with the terms of such plan and the Reporting Person's plan election.
- 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 July 31, 2021. The shares were calculated based on the closing price of a share of Class A Common Stock on July 30, 2021. 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.
- 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, 2021. The shares were calculated based on the closing price of a share of Class A Common Stock on October 29, 2021. 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.
- 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 January 31, 2022. The shares were calculated based on the closing price of a share of Class A Common Stock on January 31, 2022. 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.

10. Includes 3,733 shares of Class A Common Stock acquired by the Reporting Person on December 6, 2021 and previously reported on the Form 4 filed by the Reporting Person on December 8, 2021.

11. 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 April 30, 2022. The shares were calculated based on the closing price of a share of Class A Common Stock on April 29, 2022. 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.

12. Represents 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 13, 2023 or the day of the next annual meeting of the stockholders, subject to the Reporting Person's continuous service through such date. Vested RSUs will settle into shares of Class A Common Stock on the earlier to occur of (i) the second anniversary of the date the RSUs vest and (ii) a change in control. Pursuant to the Issuer's Directors' Deferred Compensation Plan, the Reporting Person elected to defer the receipt of such RSUs to a future date in accordance with the terms of such plan and the Reporting Person's plan election.

13. 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 July 31, 2022. The shares were calculated based on the closing price of a share of Class A Common Stock on July 29, 2022. 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.

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

**Remarks:**

/s/ Katie Colendich, Attorney- 08/10/2022  
in-Fact

\*\* 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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