

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>SPURLOCK STEVEN M</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/11/2020</u>	
	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	12/11/2020		j <sup>(2)</sup>		2,800,000	D	\$0.00	645,265	I	See footnote <sup>(1)</sup>
Class A Common Stock	12/11/2020		j <sup>(2)</sup>		111,914	A	\$0.00	223,818	I	See footnote <sup>(3)</sup>
Class A Common Stock	12/11/2020		j <sup>(2)</sup>		147,808	A	\$0.00	295,604	I	See footnote <sup>(4)</sup>
Class A Common Stock	12/11/2020		j <sup>(2)</sup>		14,358	A	\$0.00	28,716	I	See footnote <sup>(5)</sup>
Class A Common Stock	12/11/2020		j <sup>(2)</sup>		113,746	A	\$0.00	221,406	D <sup>(6)</sup>	
Class A Common Stock	12/11/2020		s		3,676	D	\$27.8977 <sup>(7)</sup>	217,730	D <sup>(6)</sup>	
Class A Common Stock	12/11/2020		s		2,391	D	\$28.5139 <sup>(8)</sup>	215,339	D <sup>(6)</sup>	
Class A Common Stock	12/11/2020		j <sup>(2)</sup>		241,769	A	\$0.00	483,519	I	See footnote <sup>(9)</sup>
Class A Common Stock	12/11/2020		j <sup>(2)</sup>		37,235	A	\$0.00	72,646	I	See footnote <sup>(10)</sup>
Class A Common Stock	12/11/2020		s		1,102	D	\$27.8977 <sup>(7)</sup>	71,544	I	See footnote <sup>(10)</sup>
Class A Common Stock	12/11/2020		s		718	D	\$28.5139 <sup>(8)</sup>	70,826	I	See footnote <sup>(10)</sup>
Class A Common Stock	12/11/2020		j <sup>(2)</sup>		89,039	A	\$0.00	178,067	D <sup>(11)</sup>	
Class A Common Stock	12/11/2020		j <sup>(2)</sup>		65,572	A	\$0.00	125,066	I	See footnote <sup>(12)</sup>
Class A Common Stock	12/11/2020		s		3,676	D	\$27.8977 <sup>(7)</sup>	121,390	I	See footnote <sup>(12)</sup>
Class A Common Stock	12/11/2020		s		2,391	D	\$28.5139 <sup>(8)</sup>	118,999	I	See footnote <sup>(12)</sup>
Class A Common Stock	12/11/2020		j <sup>(2)</sup>		5,982	A	\$0.00	11,964	D <sup>(13)</sup>	
Class A Common Stock	12/11/2020		j <sup>(2)</sup>		116,139	A	\$0.00	232,258	I	See footnote <sup>(14)</sup>
Class A Common Stock	12/11/2020		j <sup>(2)</sup>		11,965	A	\$0.00	23,930	D <sup>(15)</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)	4. Deemed Execution Date, if any (Month/Day/Year)	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 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)	
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 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)
1. Name and Address of Reporting Person*	1. Name and Address of Reporting Person*										
SPURLOCK STEVEN M											
(Last)	(First)	(Middle)									
C/O BENCHMARK											
2965 WOODSIDE ROAD											
(Street)											
WOODSIDE	CA	94062									
(City)	(State)	(Zip)									

1. Name and Address of Reporting Person\*  
BALKANSKI ALEXANDRE

(Last) (First) (Middle)

C/O BENCHMARK  
2965 WOODSIDE ROAD

(Street)  
WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
DUNLEVIE BRUCE

(Last) (First) (Middle)

C/O BENCHMARK  
2965 WOODSIDE ROAD

(Street)  
WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
FENTON PETER H

(Last) (First) (Middle)

C/O BENCHMARK  
2965 WOODSIDE ROAD

(Street)  
WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GURLEY J WILLIAM

(Last) (First) (Middle)

C/O BENCHMARK  
2965 WOODSIDE ROAD

(Street)  
WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">HARVEY KEVIN</a>		
(Last)	(First)	(Middle)
<a href="#">C/O BENCHMARK</a>		
<a href="#">2965 WOODSIDE ROAD</a>		
(Street)		
<a href="#">WOODSIDE</a>	<a href="#">CA</a>	<a href="#">94062</a>
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">KAGLE ROBERT</a>		
(Last)	(First)	(Middle)
<a href="#">C/O BENCHMARK</a>		
<a href="#">2965 WOODSIDE ROAD</a>		
(Street)		
<a href="#">WOODSIDE</a>	<a href="#">CA</a>	<a href="#">94062</a>
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">LASKY MITCHELL</a>		
(Last)	(First)	(Middle)
<a href="#">C/O BENCHMARK</a>		
<a href="#">2965 WOODSIDE ROAD</a>		
(Street)		
<a href="#">WOODSIDE</a>	<a href="#">CA</a>	<a href="#">94062</a>
(City) (State) (Zip)		

**Explanation of Responses:**

- 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 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 entities controlled by Alexandre Balkanski.
- Shares owned directly by entities controlled by Bruce W. Dunlevie.
- Shares owned directly by entities controlled by J. William Gurley.
- Shares owned directly by William Gurley.
- Represents the weighted-average sale price per share of a series of transactions, all of which were executed on December 11, 2020. The actual sale prices ranged from a low of \$27.3875 to a high of \$28.375, 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 December 11, 2020. The actual sale prices ranged from a low of \$28.39 to a high of \$28.73, 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 owned directly by entities controlled by Kevin R. Harvey.
- Shares owned directly by Steven M. Spurlock's family trust.
- Shares owned directly by Robert C. Kagle.
- Shares owned directly by Peter H. Fenton's family trust.
- Shares owned directly by Peter H. Fenton
- Shares owned directly by Mitchell H. Lasky's family trust
- Shares owned directly by Mitchell H. Lasky.

**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](#) [12/15/2020](#)

[/s/ Steven M. Spurlock, by  
power of attorney for  
Alexandre Balkanski](#) [12/15/2020](#)

[/s/ Steven M. Spurlock, by  
power of attorney for Bruce  
W. Dunlevie](#) [12/15/2020](#)

[/s/ Steven M. Spurlock, by  
power of attorney for Peter H.  
Fenton](#) [12/15/2020](#)

[/s/ Steven M. Spurlock, by  
power of attorney for J.  
William Gurley](#) [12/15/2020](#)

[/s/ Steven M. Spurlock, by](#) [12/15/2020](#)

[power of attorney for Kevin R. Harvey](#)

[/s/ Steven M. Spurlock, by power of attorney for Robert C. Kagle](#) [12/15/2020](#)

[/s/ Steven M. Spurlock, by power of attorney for Mitchell H. Lasky](#) [12/15/2020](#)

\*\* 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.

**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.**