

Workday, Inc.  
Form S-8  
April 02, 2013

As filed with the Securities and Exchange Commission on April 1, 2013

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**WORKDAY, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**20-2480422**  
(I.R.S. Employer  
Identification No.)

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**6230 Stoneridge Mall Road**

**Pleasanton, California 94588**

(Address of Principal Executive Offices) (Zip Code)

**2012 Equity Incentive Plan**

(Full Title of the Plan)

**Mark S. Peek**

**Chief Financial Officer**

**Workday, Inc.**

**6230 Stoneridge Mall Road**

**Pleasanton, California 94588**

(Name and Address of Agent for Service)

**(925) 951-9000**

(Telephone Number, including area code, of agent for service)

*Copies to:*

**Jeffrey R. Vetter, Esq.**

**Fenwick & West LLP**

**Silicon Valley Center**

**801 California Street**

**Mountain View, California 94041**

**(650) 988-8500**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount To Be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
<b>To Be Registered</b> Class A Common Stock, \$0.001 par value per share	8,321,244(2)	\$61.51(3)	\$511,839,718(3)	\$69,815(3)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of the Registrant's Class A Common Stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's Class A Common Stock.
- (2) Represents additional shares reserved for issuance under the 2012 Equity Incentive Plan as of the date of this Registration Statement.
- (3) Calculated solely for the purposes of this offering under Rules 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the Registrant's Class A Common Stock as reported on the New York Stock Exchange on March 27, 2013.

**REGISTRATION OF ADDITIONAL SHARES**

**PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Workday, Inc. (the Registrant) is filing this Registration Statement with the SEC to register 8,321,244 additional shares of Class A Common Stock under the Registrant's 2012 Equity Incentive Plan (EIP), pursuant to the provisions of the EIP providing for an automatic increase in the number of shares reserved for issuance under the EIP. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission (the Commission) on October 12, 2012 (Registration No. 333-184395). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

**PART II****Information Required in the Registration Statement****Item 3. Incorporation of Documents by Reference.**

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2013 filed with the Commission on March 22, 2013 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b) the Registrant's Current Report on Form 8-K filed with the Commission on March 14, 2013;
- (c) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and
- (d) the description of the Registrant's Class A Common Stock contained in the Registrant's Registration Statement on Form 8-A (Registration No. 001-25680) filed with the Commission on October 3, 2012, including any amendments or reports filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents, except as to documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

**Item 8. Exhibits.**

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Restated Certificate of Incorporation of the Registrant, as currently in effect.	10-Q	001-35680	3.1	December 7, 2012	
4.2	Amended and Restated Bylaws of the Registrant, as currently in effect.	8-K	001-35680	3.1	March 8, 2013	
4.3	Specimen of Class A Common Stock Certificate of the Registrant.	S-1/A	333-183640	4.1	October 1, 2012	
4.4	2012 Equity Incentive Plan.					X
4.5	2012 Equity Incentive Plan forms of award agreements.	S-1	333-183640	10.3	August 30, 2012	
5.1	Opinion and Consent of Fenwick & West LLP.					X
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.					X

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- 23.2 Consent of Fenwick & West LLP (contained in Exhibit 5.1). **X**
- 24.1 Power of Attorney (incorporated by reference to Page 4 of this Registration Statement).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasanton, State of California, on this 1st day of April, 2013.

**Workday, Inc.**

By: /s/ Mark S. Peek  
Mark S. Peek

Chief Financial Officer

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**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that the undersigned officers and directors of Workday, Inc., a Delaware corporation, do hereby constitute and appoint Mark S. Peek, Chief Financial Officer, Aneel Bhusri, Co-Chief Executive Officer, and James P. Shaughnessy, Vice President and General Counsel, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof.

**IN WITNESS WHEREOF**, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
	Co-Chief Executive Officer and Director	
/s/ David A. Duffield David A. Duffield	(Principal Executive Officer)	April 1, 2013
	Chairman and Co-Chief Executive Officer	
/s/ Aneel Bhusri Aneel Bhusri	(Principal Executive Officer)	April 1, 2013
	Chief Financial Officer	
	(Principal Financial Officer and Principal	
/s/ Mark S. Peek Mark S. Peek	Accounting Officer)	April 1, 2013
/s/ A. George Battle A. George ( Skip ) Battle	Director	April 1, 2013
/s/ Christa Davies Christa Davies	Director	April 1, 2013
/s/ Michael M. McNamara Michael M. McNamara	Director	April 1, 2013
/s/ Scott D. Sandell Scott D. Sandell	Director	April 1, 2013
/s/ George J. Still, Jr. George J. Still, Jr.	Director	April 1, 2013

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**EXHIBIT INDEX**

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