

WORKIVA INC  
Form SC 13G  
February 13, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

Workiva Inc.  
(Name of Issuer)  
Class A Common Stock  
(Title of Class of Securities)  
98139A105

(CUSIP Number)  
December 31, 2014  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 98139A105

Name of Reporting Person:

1. Matthew M. Rizai

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

United States of America

Sole Voting Power:

5. 3,054,612 (1)

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

Shared Voting Power:

6. -0-

Sole Dispositive Power:

7. 2,077,058 (1)

Shared Dispositive Power:

8. 885,109 (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,054,612 (1)(2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9):

10.1% (1)(3)

12. Type of Reporting Person (See Instructions):

IN

Shares owned consist of Class B common stock, as described below. Each share of Class B common stock is (1) convertible at the option of the holder into one share of Class A common stock. Assumes conversion of all shares of Class B common stock beneficially owned by Mr. Rizai into shares of Class A common stock.

(2) Shares owned consist of 2,077,058 shares of Class B common stock owned directly by Mr. Rizai, 885,109 shares of Class B common stock owned by Mr. Rizai and Svetlana Skopcenko as trustees u/a dated August 7, 2013 creating Marital Trust, of which Mr. Rizai has sole voting power and Mr. Rizai and Ms. Skopcenko have shared dispositive power, and 92,445 shares of Class B common stock owned by family trusts of which Barbara Schlaff is

the trustee and has entered into an irrevocable proxy under which she has granted sole voting power to Mr. Rizai for so long as the family trusts hold such shares. Ms. Schlaff has sole dispositive power as to such shares.

Based on 27,213,791 shares of Class A common stock outstanding as of December 31, 2014, plus the number of shares of Class B common stock beneficially owned by Mr. Rizai, which are treated as converted into Class A common stock only for the purpose of computing the percentage ownership of Mr. Rizai. Each share of Class A (3) common stock is entitled to one vote, and each share of Class B common stock is entitled to ten votes. There were 12,426,947 shares of Class B common stock outstanding as of December 31, 2014, as reported by the issuer to the reporting person, including the 3,054,612 shares of Class B common stock beneficially owned by Mr. Rizai. The percentage reported does not reflect the ten for one voting power of the Class B common stock.

Item 1.

- (a) Name of Issuer:  
Workiva Inc.  
Address of Issuer's Principal Executive Offices:  
2900 University Blvd
- (b) Ames, IA 50010  
  
San Mateo, CA 94404

Item 2.

- (a) Name of Person Filing:  
Matthew M. Rizai  
  
Address of Principal Business Office or, if none, Residence:  
c/o Workiva Inc.
- (b) 2900 University Blvd  
Ames, IA 50010
- (c) Citizenship:  
United States of America
- (d) Title of Class of Securities:  
Class A Common Stock
- (e) CUSIP Number:  
98139A105

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C 78c).
- (b)  Bank as defined in section 3(a) (6) of the Act (15 U.S.C 78c).
- (c)  Insurance company as defined in section 3(a) (19) of the Act (15 U.S.C 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  Investment adviser in accordance with SS 240. 13d-1(b) (1) (ii) (E);
- (f)  Employee benefit plan or endowment fund in accordance with SS 240. 13d-1(b) (ii) (F);
- (g)  Parent holding company or control person in accordance with SS.SS.240. 13d-1(b) (ii) (G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (i) o A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C 80a-3);
- (j) o Group, in accordance with SS 240. 13d-1(b) (1) (ii) (J);

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
3,054,612 (1)(2)
- (b) Percent of class:  
10.1% (1)(3)
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote  
3,054,612 (1)
  - (ii) Shared power to vote or to direct the vote  
-0-
  - (iii) Sole power to dispose or to direct the disposition of  
2,077,058 (1)
  - (iv) Shared power to dispose or to direct the disposition of  
885,109 (1)

Shares owned consist of Class B common stock, as described below. Each share of Class B common stock is (1) convertible at the option of the holder into one share of Class A common stock. Assumes conversion of all shares of Class B common stock beneficially owned by Mr. Rizai into shares of Class A common stock.

Shares owned consist of 2,077,058 shares of Class B common stock owned directly by Mr. Rizai, 885,109 shares of Class B common stock owned by Mr. Rizai and Svetlana Skopcenko as trustees u/a dated August 7, 2013 (2) creating Marital Trust, of which Mr. Rizai has sole voting power and Mr. Rizai and Ms. Skopcenko have shared dispositive power, and 92,445 shares of Class B common stock owned by family trusts of which Barbara Schlaff is the trustee and has entered into an irrevocable proxy under which she has granted sole voting power to Mr. Rizai for so long as the family trusts hold such shares. Ms. Schlaff has sole dispositive power as to such shares.

Based on 27,213,791 shares of Class A common stock outstanding as of December 31, 2014, plus the number of shares of Class B common stock beneficially owned by Mr. Rizai, which are treated as converted into Class A (3) common stock only for the purpose of computing the percentage ownership of Mr. Rizai. Each share of Class A common stock is entitled to one vote, and each share of Class B common stock is entitled to ten votes. There were 12,426,947 shares of Class B common stock outstanding as of December 31, 2014, as reported by the issuer to the reporting person, including the 3,054,612 shares of Class B common stock beneficially owned by Mr. Rizai. The percentage reported does not reflect the ten for one voting power of the Class B common stock.

- Item 5. Ownership of Five Percent or Less of a Class  
Not Applicable
- Item 6. Ownership of More than Five Percent on Behalf of Another Person  
Not Applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person  
Not Applicable
- Item 8. Identification and Classification of Members of the Group  
Not Applicable
- Item 9. Notice of Dissolution of Group  
Not Applicable
- Item 10. Certifications  
Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 3, 2015

/s/ Matthew M. Rizai  
Matthew M. Rizai