

Workday, Inc.  
Form SC 13G/A  
February 12, 2014

---

---

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

---

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Workday, Inc.

---

(Name of Issuer)

Class A common stock, \$.001 par value per share

---

(Title of Class of Securities)

98138H101

---

(CUSIP Number)

December 31, 2013

---

(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. 98138H101

13G

Page 2 of 30

## 1 NAMES OF REPORTING PERSONS

New Enterprise Associates 12, Limited Partnership

## 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

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES

6 0 shares SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH

7 4,642,426 shares SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

8 0 shares SHARED DISPOSITIVE POWER

4,642,426 shares

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,642,426 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 

## 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

## 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 98138H101

13G

Page 3 of 30

1 NAMES OF REPORTING PERSONS

NEA Partners 12, Limited Partnership

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

Delaware

5 SOLE VOTING POWER

NUMBER OF 0 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,642,426 shares

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

WITH 8 SHARED DISPOSITIVE POWER

4,642,426 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,642,426 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 98138H101

13G

Page 4 of 30

1 NAMES OF REPORTING PERSONS

NEA 12 GP, LLC

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

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES

6 0 shares  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH

7 4,642,426 shares  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH

8 0 shares  
SHARED DISPOSITIVE POWER

4,642,426 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,642,426 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 98138H101

13G

Page 5 of 30

1 NAMES OF REPORTING PERSONS

New Enterprise Associates 13, L.P.

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

Cayman Islands exempted limited partnership

5 SOLE VOTING POWER

NUMBER OF 0 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,642,426 shares

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

WITH 8 SHARED DISPOSITIVE POWER

4,642,426 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,642,426 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 98138H101

13G

Page 6 of 30

## 1 NAMES OF REPORTING PERSONS

NEA Partners 13, L.P.

## 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

Cayman Islands exempted limited partnership

5 SOLE VOTING POWER

NUMBER OF  
SHARES0 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH4,642,426 shares  
7 SOLE DISPOSITIVE POWERREPORTING  
PERSON  
WITH0 shares  
8 SHARED DISPOSITIVE POWER

4,642,426 shares

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,642,426 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 

## 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

## 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 98138H101

13G

Page 7 of 30

## 1 NAMES OF REPORTING PERSONS

NEA 13 GP, LTD

## 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

Cayman Islands exempted company

5

SOLE VOTING POWER

NUMBER OF  
SHARES

6

0 shares

SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH

7

4,642,426 shares

SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

8

0 shares

SHARED DISPOSITIVE POWER

4,642,426 shares

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,642,426 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 

## 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

## 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO



CUSIP No. 98138H101

13G

Page 8 of 30

1 NAMES OF REPORTING PERSONS

M. James Barrett

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

5 SOLE VOTING POWER

NUMBER OF 0 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,647,356 shares

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

WITH 8 SHARED DISPOSITIVE POWER

4,647,356 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,647,356 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 98138H101

13G

Page 9 of 30

## 1 NAMES OF REPORTING PERSONS

Peter J. Barris

## 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

5 SOLE VOTING POWER

NUMBER OF  
SHARES5,380 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

4,647,356 shares  
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

WITH

5,380 shares  
8 SHARED DISPOSITIVE POWER

4,647,356 shares

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,652,736 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 

## 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

## 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 98138H101

13G

Page 10 of 30

## 1 NAMES OF REPORTING PERSONS

Forest Baskettt

## 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

5 SOLE VOTING POWER

NUMBER OF  
SHARES4,266 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

4,647,356 shares  
7 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

WITH

4,266 shares  
8 SHARED DISPOSITIVE POWER

4,647,356 shares

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,651,622 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 

## 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

## 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 98138H101

13G

Page 11 of 30

1 NAMES OF REPORTING PERSONS

Ryan D. Drant

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

5 SOLE VOTING POWER

NUMBER OF  
SHARES

1,597 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH

4,647,356 shares  
7 SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH

1,597 shares  
8 SHARED DISPOSITIVE POWER

4,647,356 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,648,953 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSONS

Patrick J. Kerins

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

5 SOLE VOTING POWER

NUMBER OF 2,593 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,642,426 shares

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,593 shares

WITH 8 SHARED DISPOSITIVE POWER

4,642,426 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,645,019 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 98138H101

13G

Page 13 of 30

1 NAMES OF REPORTING PERSONS

Krishna S. Kolluri

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

5 SOLE VOTING POWER

NUMBER OF 196 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,642,426 shares

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 196 shares

WITH 8 SHARED DISPOSITIVE POWER

4,642,426 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,642,622 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 98138H101

13G

Page 14 of 30

## 1 NAMES OF REPORTING PERSONS

David M. Mott

## 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

5 SOLE VOTING POWER

NUMBER OF  
SHARES

6 0 shares

BENEFICIALLY

SHARED VOTING POWER

OWNED BY

2,321,213 shares

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

8 0 shares  
SHARED DISPOSITIVE POWER

2,321,213 shares

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,321,213 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 

## 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.9%

## 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 98138H101

13G

Page 15 of 30

1 NAMES OF REPORTING PERSONS

Scott D. Sandell

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

5 SOLE VOTING POWER

NUMBER OF 5,088 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,647,356 shares

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 5,088 shares

WITH 8 SHARED DISPOSITIVE POWER

4,647,356 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,652,444 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN



CUSIP No. 98138H101

13G

Page 16 of 30

1 NAMES OF REPORTING PERSONS

Ravi Viswanathan

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

5 SOLE VOTING POWER

NUMBER OF SHARES

6 0 shares SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH

7 2,321,213 shares SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH

8 0 shares SHARED DISPOSITIVE POWER

2,321,213 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,321,213 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 98138H101

13G

Page 17 of 30

1 NAMES OF REPORTING PERSONS

Harry W. Weller

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

5 SOLE VOTING POWER

NUMBER OF 0 shares

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,321,213 shares

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

WITH 8 SHARED DISPOSITIVE POWER

2,321,213 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,321,213 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 98138H101

13G

Page 18 of 30

Item 1(a). Name of Issuer:

Workday, Inc. (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

6230 Stoneridge Mall Road, Pleasanton, California 94588.

Item 2(a). Names of Persons Filing:

New Enterprise Associates 12, Limited Partnership ("NEA 12"); NEA Partners 12, Limited Partnership ("NEA Partners 12"), which is the sole general partner of NEA 12; NEA 12 GP, LLC ("NEA 12 GP"), which is the sole general partner of NEA Partners 12; M. James Barrett ("Barrett"), Peter J. Barris ("Barris"), Forest Baskett ("Baskett"), Ryan D. Drant ("Drant"), Patrick J. Kerins ("Kerins"), Krishna S. Kolluri ("Kolluri") and Scott D. Sandell ("Sandell") (collectively, the "Managers") who are the individual managers of NEA 12 GP; New Enterprise Associates 13, L.P. ("NEA 13"); NEA Partners 13, L.P. ("NEA Partners 13"), which is the sole general partner of NEA 13; and NEA 13 GP, LTD ("NEA 13 GP"), which is the sole general partner of NEA Partners 13; David M. Mott ("Mott"), Ravi Viswanathan ("Viswanathan") and Harry W. Weller ("Weller") (collectively, the "NEA 13-only Managers") who, along with the Managers, are the individual directors of NEA 13 GP. The persons named in this paragraph are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of NEA 12, NEA Partners 12, NEA 12 GP, NEA 13, NEA Partners 13 and NEA 13 GP is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of Baskett, Kolluri, Sandell and Viswanathan is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Barrett, Barris, Drant, Kerins, Mott and Weller is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815.

Item 2(c). Citizenship:

Each of NEA 12 and NEA Partners 12 is a limited partnership organized under the laws of the State of Delaware. NEA 12 GP is a limited liability company organized under the laws of the State of Delaware. Each of NEA 13 and NEA Partners 13 is a Cayman Islands exempted limited partnership. NEA 13 GP is a Cayman Islands exempted company. Each of the Managers and the NEA 13-only Managers is a United States citizen.

Item 2(d). Title of Class of Securities:

Class A common stock, \$.001 par value ("Common Stock").

Item 2(e). CUSIP Number:

98138H101.

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:

Not applicable.

---

## Item 4. Ownership.

## (a) Amount beneficially owned:

NEA 12 and NEA 13 are record owners of Class B common stock (“Class B Common Stock”) as described below. As described in the Issuer’s prospectus filed under Rule 424(b)(4), filed with the Securities and Exchange Commission on October 15, 2012 (the “Prospectus”), holders of Class B Common Stock are entitled to ten votes per share while holders of the Common Stock are entitled to one vote per share. In addition, holders of Class B Common Stock and holders of Common Stock generally vote together as a single class. This single class would consist of 174,800,000 shares, which includes (i) 78,300,000 shares of Common Stock (the “10-Q Shares”) and (ii) 96,500,000 shares of Class B Common Stock reported by the Issuer to be outstanding as of October 31, 2013 on Form 10-Q filed with the Securities and Exchange Commission on December 12, 2013 (the “10-Q”). As further described in the Prospectus, each share of Class B Common Stock is convertible by the holder at any time into one share of Common Stock and each such share will convert automatically into Common Stock upon the occurrence of certain other events.

NEA 12 is the record owner of 2,321,213 shares of Class B common stock as of December 31, 2013 (the “NEA 12 Class B Shares”). As each NEA 12 Class B Share is convertible by the holder at any time into one share of Common Stock, as described above, NEA 12 may therefore be deemed to own beneficially 2,321,213 shares of Common Stock (the “NEA 12 Common Shares”). As the sole general partner of NEA 12, NEA Partners 12 may be deemed to own beneficially the NEA 12 Common Shares. As the general partner of NEA Partners 12, NEA 12 GP likewise may be deemed to own beneficially the NEA 12 Common Shares. As the individual managers of NEA 12 GP, each of the Managers also may be deemed to own beneficially the NEA 12 Common Shares.

NEA 13 is the record owner of 2,321,213 shares of Class B common stock as of December 31, 2013 (the “NEA 13 Class B Shares” and, collectively with the NEA 12 Class B Shares, the “Total NEA Class B Shares”). As each NEA 13 Class B Share is convertible by the holder at any time into one share of Common Stock, as described above, NEA 13 may therefore be deemed to own beneficially 2,321,213 shares of Common Stock (the “NEA 13 Common Shares” and, collectively with the NEA 12 Common Shares, the “Total NEA Common Shares”). As the sole general partner of NEA 13, NEA Partners 13 may be deemed to own beneficially the NEA 13 Common Shares. As the general partner of NEA Partners 13, NEA 13 GP likewise may be deemed to own beneficially the NEA 13 Common Shares. As the individual directors of NEA 13 GP, each of the Managers and the NEA 13-only Managers also may be deemed to own beneficially the NEA 13 Common Shares.

By virtue of their relationship as affiliated entities, whose controlling entities have substantially overlapping individual controlling persons, each of NEA 12, NEA Partners 12, NEA 12 GP, NEA 13, NEA Partners 13, NEA 13 GP and each Manager may be deemed to share the power to direct the disposition and vote of the Total NEA Common Shares.

New Enterprise Associates, LLC (“NEA LLC”) is the record owner of 4,930 shares of Common Stock as of December 31, 2013 (the “NEA LLC Common Shares”). As members of NEA LLC’s board of directors, each of Barrett, Barris, Baskett, Drant and Sandell (the “NEA LLC Directors”) may also be deemed to beneficially own the NEA LLC Common Shares.

As of December 31, 2013, PJ Barris, LLC is the record owner of 3,404 shares of Common Stock (the “PJ Barris Shares”), PDB, LLC is the record owner of 632 shares of Common Stock (the “PDB Shares”) and PDB II, LLC is the record owner of 1,344 shares of Common Stock (the “PDB II Shares” and, collectively with the PJ Barris Shares and the PDB Shares, the “Barris Shares”). As a member of PJ Barris, LLC and the investment advisor of PDB, LLC and PDB II, LLC, Barris may be deemed to own beneficially the Barris Shares in addition to the NEA 12 Common Shares, the NEA 13 Common Shares and the NEA LLC Common Shares.

As of December 31, 2013, Baskett Family Trust U/A DTD 10/12/2010 (“Baskett Trust”) is the record owner of 4,266 shares of Common Stock (the “Baskett Trust Shares”). As a trustee of Baskett Trust, Baskett may be deemed to own beneficially the Baskett Trust Shares in addition to the NEA 12 Common Shares, the NEA 13 Common Shares and the NEA LLC Common Shares.

As of December 31, 2013, Drant is the record owner of 1,253 shares of Common Stock (the “Drant Shares”) and the Ryan Drant 2006 Family Trust (the “Drant Trust”) is the record owner of 344 shares of Common Stock (the “Drant Trust Shares”). As an affiliate of the Drant Trust, Drant may be deemed to own beneficially the Drant Trust Shares in addition to the Drant Shares, the NEA 12 Common Shares, the NEA 13 Common Shares and the NEA LLC Common Shares.

As of December 31, 2013, Kerins is the record owner of 2,593 shares of Common Stock in addition to the NEA 12 Common Shares and the NEA 13 Common Shares.

As of December 31, 2013, the Ishaan S. Kolluri GST Exempt Trust under the Kolluri 2012 Trust Agreement dated November 16, 2012 is the record owner of 98 shares of Common Stock (the “Ishaan Kolluri Shares”) and the Raina V. Kolluri GST Exempt Trust under the Kolluri 2012 Trust Agreement dated November 16, 2012 is the record owner of 98 shares of Common Stock (the “Raina Kolluri Shares”). As co-trustee of both trusts, Kolluri may be deemed to own beneficially the Ishaan Kolluri Shares and the Raina Kolluri Shares in addition to the NEA 12 Common Shares and the NEA 13 Common Shares.

As of December 31, 2013, Rising River Partners, LP is the record owner of 5,088 shares of Common Stock (the “Rising River Shares”). As the general partner of Rising River Partners, LP, Sandell may be deemed to own beneficially the Rising River Shares in addition to the NEA 12 Common Shares, the NEA 13 Common Shares and the NEA LLC Common Shares.

(b) Percent of Class: See Line 11 of cover sheets. The percentages set forth on the cover sheets for each Reporting Person other than the NEA LLC Directors and the NEA 13-only Managers are calculated based on 82,942,426 shares, which includes (i) the 10-Q Shares reported by the Issuer to be outstanding as of October 31, 2013 on the

10-Q and (ii) the 4,642,426 shares of Common Stock into which the Total NEA Class B Shares are convertible. The percentage set forth on the cover sheet for each of the NEA LLC Directors is calculated based on 82,947,356 shares, which includes the 10-Q Shares and the 4,647,356 shares of Common Stock into which the Total NEA Class B Shares and the NEA LLC Class B Shares are convertible. The percentage set forth on the cover sheet for each of the NEA 13-only Managers is calculated based on 80,621,213 shares, which includes the 10-Q Shares and the 2,321,213 shares of Common Stock into which the NEA 13 Class B Shares are convertible.

---

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: See Line 5 of cover sheets.
- (ii) shared power to vote or to direct the vote: See Line 6 of cover sheets.
- (iii) sole power to dispose or to direct the disposition of: See Line 7 of cover sheets.
- (iv) shared power to dispose or to direct the disposition of: See Line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such shares of Common Stock except for the shares, if any, such Reporting Person holds of record.

Item 5. Ownership of Five Percent or Less of a Class.

Each of the NEA 13-only Managers has ceased to beneficially own five percent (5%) or more of the Issuer's Common Stock.

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. The Reporting Persons expressly disclaim membership in a "group" as used in Rule 13d-5(b).

---



CUSIP No. 98138H101

13G

Page 22 of 30

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable. This Amendment No. 1 to Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

Material to be Filed as Exhibits.

Exhibit 1 – Agreement regarding filing of joint Schedule 13G.

Exhibit 2 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

CUSIP No. 98138H101

13G

Page 23 of 30

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 12, 2014

NEW ENTERPRISE ASSOCIATES 12, LIMITED PARTNERSHIP

By: NEA PARTNERS 12, LIMITED PARTNERSHIP  
General Partner

By: NEA 12 GP, LLC  
General Partner

By: \*  
Peter J. Barris  
Manager

NEA PARTNERS 12, LIMITED PARTNERSHIP

By: NEA 12 GP, LLC  
General Partner

By: \*  
Peter J. Barris  
Manager

NEA 12 GP, LLC

By: \*  
Peter J. Barris  
Manager

\*  
\_\_\_\_\_  
Michael  
James  
Barrett

\*  
\_\_\_\_\_

Peter  
J.  
Barris

\*

---

Forest  
Baskett

\*

---

Ryan  
D.  
Drant

---

CUSIP No. 98138H101

13G

Page 24 of 30

\*

---

Patrick  
J.  
Kerins

\*

---

Krishna S.  
Kolluri

\*

---

Scott D.  
Sandell

NEW ENTERPRISE ASSOCIATES 13, L.P.

By: NEA PARTNERS 13, L.P.  
General Partner

By: NEA 13 GP, LTD  
General Partner

By: \*  
Peter J. Barris  
Director

NEA PARTNERS 13, L.P.

By: NEA 13 GP, LTD  
General Partner

By: \*  
Peter J. Barris  
Director

NEA 13 GP, LTD

By: \*  
Peter J. Barris

Director

\*

---

Michael  
James  
Barrett

\*

---

Peter  
J.  
Barris

---

CUSIP No. 98138H101

13G

Page 25 of 30

\*

---

Forest  
Baskett

\*

---

Ryan  
D.  
Drant

\*

---

Patrick  
J.  
Kerins

\*

---

Krishna  
S.  
Kolluri

\*

---

David  
M.  
Mott

\*

---

Scott D.  
Sandell

\*

---

Ravi  
Viswanathan

\*

Harry  
R.  
Weller

\*/s/ Louis S. Citron

---

Louis S. Citron  
As attorney-in-fact

This Amendment No. 1 to Schedule 13G was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

---

CUSIP No. 98138H101

13G

Page 26 of 30

EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of Workday, Inc.

EXECUTED this 12th day of February, 2014

NEW ENTERPRISE ASSOCIATES 12, LIMITED PARTNERSHIP

By: NEA PARTNERS 12, LIMITED PARTNERSHIP  
General Partner

By: NEA 12 GP, LLC  
General Partner

By: \*  
Peter J. Barris  
Manager

NEA PARTNERS 12, LIMITED PARTNERSHIP

By: NEA 12 GP, LLC  
General Partner

By: \*  
Peter J. Barris  
Manager

NEA 12 GP, LLC

By: \*  
Peter J. Barris  
Manager

\*  

---

M.  
James  
Barrett



\*

---

Peter  
J.  
Barris

\*

---

Forest  
Baskett

---

CUSIP No. 98138H101

13G

Page 27 of 30

\*

---

Ryan  
D.  
Drant

\*

---

Patrick  
J.  
Kerins

\*

---

Krishna  
S.  
Kolluri

\*

---

Scott D.  
Sandell

NEW ENTERPRISE ASSOCIATES 13, L.P.

By: NEA PARTNERS 13, L.P.  
General Partner

By: NEA 13 GP, LTD  
General Partner

By: \*  
Peter J. Barris  
Director

NEA PARTNERS 13, L.P.

By: NEA 13 GP, LTD  
General Partner

By: \*  
Peter J. Barris  
Director

NEA 13 GP, LTD

By: \*  
Peter J. Barris  
Director

\*  
\_\_\_\_\_  
Michael James  
Barrett

\*  
\_\_\_\_\_  
Peter J. Barris

---

CUSIP No. 98138H101

13G

Page 28 of 30

\*

---

Forest Baskett

\*

---

Ryan D. Drant

\*

---

Patrick J. Kerins

\*

---

Krishna S.  
Kolluri

\*

---

David M. Mott

\*

---

Scott D. Sandell

\*

---

Ravi  
Viswanathan

\*

---

Harry R. Weller

\*/s/ Louis S. Citron

---

Louis S. Citron  
As attorney-in-fact

This Agreement relating to Schedule 13G was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached hereto as Exhibit 2.

---

CUSIP No. 98138H101

13G

Page 29 of 30

EXHIBIT 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 1st day of August, 2013.

/s/ M. James Barrett  
M. James Barrett

/s/ Peter J. Barris  
Peter J. Barris

/s/ Forest Baskett  
Forest Baskett

/s/ Rohini Chakravarthy  
Rohini Chakravarthy

/s/ Patrick Chung  
Patrick Chung

/s/ Ryan Drant  
Ryan Drant

/s/ Anthony A. Florence  
Anthony A. Florence

/s/ Robert Garland  
Robert Garland

/s/ Paul Hsiao

Paul Hsiao

/s/ Patrick J. Kerins

Patrick J. Kerins

---

CUSIP No. 98138H101

13G

Page 30 of 30

/s/ Suzanne King  
Suzanne King

/s/ Krishna S. Kolluri  
Krishna S. Kolluri

/s/ C. Richard Kramlich  
C. Richard Kramlich

/s/ Edward Mathers  
Edward Mathers

/s/ David M. Mott  
David M. Mott

/s/ John M. Nehra  
John M. Nehra

/s/ Charles W. Newhall III  
Charles W. Newhall III

/s/ Jason R. Nunn  
Jason R. Nunn

/s/ Jon Sakoda  
Jon Sakoda

/s/ Scott D. Sandell  
Scott D. Sandell

/s/ Peter W. Sonsini  
Peter W. Sonsini

/s/ A. Brooke Seawell  
A. Brooke Seawell

/s/ Ravi Viswanathan  
Ravi Viswanathan

/s/ Paul E. Walker  
Paul E. Walker

/s/ Harry Weller  
Harry Weller