

Banarjee Mithun
Form 4
February 27, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Banarjee Mithun

2. Issuer Name and Ticker or Trading Symbol
WORKIVA INC [WK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2900 UNIVERSITY BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2019

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)
EVP and Chief Customer Officer

AMES, IA 50010
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ 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 | (D) | Price |
| Class A Common Stock | 02/25/2019 | | M | | 9,900 | A | \$ 2.53 |
| | | | | | 148,169 | | |
| Class A Common Stock | 02/25/2019 | | M | | 15,000 | A | \$ 14.07 |
| | | | | | 163,169 | | |
| Class A Common Stock | 02/25/2019 | | M | | 4,100 | A | \$ 14.28 |
| | | | | | 167,269 | | |
| Class A Common | 02/25/2019 | | M | | 11,000 | A | \$ 13.55 |
| | | | | | 178,269 | | |

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Stock

| | | | | | | | |
|---------|------------|--|---|--------|----|------------|-----------|
| Class A | | | | | \$ | | |
| Common | 02/25/2019 | | S | 40,000 | D | 48.3175 | 138,269 D |
| Stock | | | | | | <u>(1)</u> | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option to Purchase Class A Common Stock | \$ 2.53 | 02/25/2019 | | M | 9,900 <u>(2)</u> | 03/25/2012 | 11/01/2021 | Class A Common Stock | 9,900 |
| Employee Stock Option to Purchase Class A Common Stock | \$ 14.07 | 02/25/2019 | | M | 15,000 <u>(2)</u> | 04/01/2016 | 03/31/2025 | Class A Common Stock | 15,000 |
| Employee Stock Option to Purchase Class A Common Stock | \$ 14.28 | 02/25/2019 | | M | 4,100 <u>(2)</u> | 07/01/2017 | 07/31/2026 | Class A Common Stock | 4,100 |
| Employee Stock | \$ 13.55 | 02/25/2019 | | M | 11,000 <u>(2)</u> | 01/03/2018 | 01/02/2027 | Class A Common | 11,000 |

| | | | | | | |
|--|----------|--|---------------------------|------------|----------------------|------|
| Option to Purchase Class A Common Stock | | | | | Stock | |
| Employee Stock Option to Purchase Class A Common Stock | \$ 15.86 | | 01/14/2015 ⁽²⁾ | 01/13/2024 | Class A Common Stock | 11,8 |
| Employee Stock Option to Purchase Class A Common Stock | \$ 15.86 | | 01/14/2014 ⁽³⁾ | 01/13/2024 | Class A Common Stock | 1,14 |
| Employee Stock Option to Purchase Class A Common Stock | \$ 15.83 | | 11/01/2015 ⁽²⁾ | 11/05/2024 | Class A Common Stock | 13,8 |
| Employee Stock Option to Purchase Class A Common Stock | \$ 16.66 | | 01/04/2017 ⁽²⁾ | 01/03/2026 | Class A Common Stock | 40,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Banarjee Mithun 2900 UNIVERSITY BOULEVARD AMES, IA 50010 | | | EVP and Chief Customer Officer | |

Signatures

/s/ Troy M. Calkins as attorney-in-fact for Mithun Banarjee 02/27/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- The price reported in Column 4 is a weighted-average price. The prices actually received range from \$48.2737 to \$48.45. For all transactions reported in this Form 4 utilizing a weighted-average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- (1) Vests as to 25% of the shares on the first anniversary of the grant date and as to 6.25% of the shares at the end of each three-month period thereafter.
 - (2) Fully vested on upon the grant date.

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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