

WORKIVA INC

Form 4

November 16, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RIZAI MATTHEW M

(Last) (First) (Middle)

2900 UNIVERSITY BOULEVARD

(Street)

AMES, IA 50010

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chairman & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Class A Common Stock | | | | (A) or (D) | 186,491 ⁽¹⁾ | D | |
| Class A Common Stock | | | | | 575,000 | I | By Trust |

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4) | | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Class B Common Stock <u>(2)</u> | <u>(2)</u> | 11/14/2016 | | G | V | | 114,000 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock |
| Class B Common Stock <u>(2)</u> | <u>(2)</u> | 11/14/2016 | | G | V | 76,000 | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock |
| Class B Common Stock <u>(2)</u> | <u>(2)</u> | | | | | | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock |
| Class B Common Stock <u>(2)</u> | <u>(2)</u> | | | | | | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock |
| Class B Common Stock <u>(2)</u> | <u>(2)</u> | | | | | | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock |
| Employee Stock Option to Purchase Class A Common Stock <u>(3)</u> | \$ 14.74 | | | | | | | 02/01/2017 ⁽⁴⁾ | 02/01/2026 | Class A Common Stock |
| Employee Stock Option to Purchase Class A Common Stock ⁽⁵⁾ | \$ 15.83 | | | | | | | 08/12/2015 ⁽⁶⁾ | 08/11/2024 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

RIZAI MATTHEW M
2900 UNIVERSITY BOULEVARD X X Chairman & CEO
AMES, IA 50010

Signatures

/s/ Troy M. Calkins as attorney-in-fact for Matthew M.
Rizai

11/16/2016

__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).
- (1) Includes unvested restricted stock units.
Each share of Class B Common Stock is convertible, at any time at the election of the holder, into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) the date
(2) specified by the holders of at least 66 2/3% of the outstanding shares of Class B Common Stock, (ii) any transfer, except for certain "qualified transfers" (as defined in the Issuer's Certificate of Incorporation) or (iii) upon the death of a natural person holding shares of Class B Common Stock (subject to certain exceptions as defined in the Issuer's Certificate of Incorporation).
- (3) Granted pursuant to the 2014 Equity Incentive Plan.
- (4) Vests in three equal annual installments commencing on the first anniversary of the grant date.
- (5) Granted pursuant to 2009 Unit Incentive Plan.
- (6) 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.

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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