

WORKIVA INC
Form 4
December 14, 2015

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

OMB APPROVAL

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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 *
Howell Joseph H.

(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)
12/10/2015

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)
Executive VP

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock					10,000	D	
Class A Common Stock	12/10/2015		C		24,000	A	\$ 0
Class A Common Stock	12/11/2015		S		20,915	D	\$ 17.91 <u>(1)</u>
Class A Common Stock	12/14/2015		S		3,085	D	\$ 0 17.99
						I	By living trust
						I	By living trust
						I	By living trust

Stock	<u>(2)</u>		
Class A Common Stock		44,400	I By daughter

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			6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount (Instr. 3 and 4)	
					Acquired (A)	Disposed (D)	(Instr. 3, 4, and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares
Employee Stock Option to Purchase Class A Common Stock <u>(3)</u>	\$ 15.83							08/12/2015 ⁽⁴⁾	08/11/2024	Class A Common Stock	178,000
Class B Common Stock <u>(5)</u>	<u>(5)</u>	12/10/2015		C		24,000		<u>(5)</u>	<u>(5)</u>	Class A Common Stock	24,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howell Joseph H. 2900 UNIVERSITY BOULEVARD AMES, IA 50010			Executive VP	

Signatures

/s/ Troy M. Calkins as attorney-in-fact for Joseph H. Howell

12/14/2015

 **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) The price reported in Column 4 is a weighted-average price. The prices actually received range from \$17.59 to \$18.06. 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.

(2) The price reported in Column 4 is a weighted-average price. The prices actually received range from \$17.93 to \$18.14. 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.

(3) Granted pursuant to 2009 Unit Incentive Plan.

(4) 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.

(5) 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 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).

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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