



2015 Annual Report



**WORKDAY, INC.
6230 STONERIDGE MALL ROAD
PLEASANTON, CALIFORNIA 94588**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held at 9:00 a.m. Pacific Daylight Time on Wednesday, June 3, 2015**

April 20, 2015

TO THE HOLDERS OF COMMON STOCK OF WORKDAY, INC.:

The Annual Meeting of Stockholders of Workday, Inc., a Delaware corporation (Workday), will be held on **Wednesday, June 3, 2015, at 9:00 a.m.** Pacific Daylight Time, at 6160 Stoneridge Mall Road, Pleasanton, California, for the following purposes as more fully described in the accompanying Proxy Statement:

1. To elect two Class III directors to serve until the 2018 annual meeting of stockholders and until their successors are elected and qualified, subject to their earlier resignation or removal;
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2016;
3. To conduct an advisory vote regarding named executive officer compensation;
4. To conduct an advisory vote regarding the frequency of the advisory vote on named executive officer compensation; and
5. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

The Board of Directors of Workday fixed the close of business on April 6, 2015 as the record date for the meeting. Only stockholders of record of our common stock at the close of business on April 6, 2015 are entitled to notice of and to vote at the meeting. Further information regarding voting rights and the matters to be voted upon is presented in our proxy statement.

A Notice of Internet Availability of Proxy Materials (Notice) is being mailed to stockholders of record as of the record date beginning on or about April 20, 2015. The Notice contains instructions on how to access our proxy statement for our 2015 Annual Meeting of Stockholders and our fiscal 2015 annual report to stockholders on Form 10-K (together, the proxy materials). The Notice also provides instructions on how to vote online, by telephone or by mail and includes instructions on how to receive a paper copy of proxy materials by mail. The proxy materials can be accessed directly at the following Internet address: www.proxyvote.com by entering the control number located on your proxy card.

If you have any questions regarding this information or the proxy materials, please visit our website at www.workday.com or contact our investor relations department at 925.951.9005.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting of Stockholders, we urge you to submit your vote via the Internet, telephone or mail.

We appreciate your continued support of Workday and look forward to receiving your proxy.

By order of the Board of Directors,

A handwritten signature in black ink, appearing to read "Aneel Bhusri".

Aneel Bhusri
Chief Executive Officer
Pleasanton, California

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**WORKDAY, INC.
6230 Stoneridge Mall Road
Pleasanton, California 94588**

**PROXY STATEMENT
FOR 2015 ANNUAL MEETING OF STOCKHOLDERS
to be held on June 3, 2015 at 9:00 a.m. PDT**

This proxy statement and the enclosed form of proxy are furnished in connection with solicitation of proxies by our Board of Directors for use at the annual meeting of stockholders (the Annual Meeting) to be held at 9:00 a.m. PDT on Wednesday, June 3, 2015, and any postponements or adjournments thereof. The Annual Meeting will be held at 6160 Stoneridge Mall Road, Pleasanton, California. Beginning on or about April 20, 2015, we mailed to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy materials.

QUESTIONS AND ANSWERS

The information provided in the “question and answer” format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully.

What matters am I voting on?

You will be voting on:

- the election of two Class III directors to hold office until the 2018 annual meeting of stockholders and until their successors are elected and qualified, subject to earlier resignation or removal;
- a proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2016;
- an advisory vote regarding named executive officer compensation;
- an advisory vote regarding the frequency of the advisory vote on named executive officer compensation; and
- any other business that may properly come before the meeting.

How does the Board of Directors recommend I vote on these proposals?

The Board of Directors recommends a vote:

- FOR the election of Aneel Bhusri and David A. Duffield, our nominees for Class III directors;
- FOR the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2016;
- FOR an advisory vote regarding named executive officer compensation; and
- FOR the vote EVERY YEAR regarding the frequency of the advisory vote on named executive officer compensation.

Who is entitled to vote?

Holders of our common stock as of the close of business on April 6, 2015, the record date, may vote at the Annual Meeting. As of the record date, we had 106,951,901 shares of Class A common stock outstanding and 82,533,460 shares of Class B common stock outstanding. In deciding all matters at the Annual Meeting, each holder of Class A common stock of Workday will be entitled to one (1) vote for each share of Class A common stock held as of the close of business on the record date, and each holder of Class B common stock of Workday will be entitled to ten (10) votes for each share of Class B common stock held as of the close of business on the record date. We do not have cumulative voting rights for the election of directors.

Registered Stockholders. If your shares are registered directly in your name with our transfer agent, you are considered the stockholder of record with respect to those shares, and the Notice was provided to you directly by us. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote in person at the Annual Meeting.

Street Name Stockholders. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name and the Notice was forwarded to you by your broker or nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker or nominee how to vote your shares. Beneficial owners are also invited to attend the Annual Meeting. However, since beneficial owners are not stockholders of record, you may not vote your shares in person at the Annual Meeting unless you follow your broker's procedures for obtaining a legal proxy. If you request a printed copy of the proxy materials by mail, your broker or nominee will provide a voting instruction card for you to use.

Who is Workday's transfer agent, and how may I contact them?

Workday's transfer agent is American Stock Transfer & Trust Company (AST). You may e-mail AST at info@amstock.com or you can call AST at 888-432-7410 or 718-921-8124 Monday-Friday between 5:00am-5:00pm PDT. Materials may be mailed to AST at:

Workday Shareholder Services
c/o American Stock Transfer
6201 15th Avenue
Brooklyn, NY 11219

How do I vote?

There are four ways for stockholders of record to vote:

- by Internet at www.proxyvote.com, 24 hours a day, seven days a week, until 11:59 p.m. EDT on June 2, 2015 (have your proxy card in hand when you visit the website);
- by toll-free telephone at 1-800-690-6903 until 11:59 p.m. EDT on June 2, 2015 (have your proxy card in hand when you call);
- by completing and mailing your proxy card so it is received prior to the Annual Meeting; or
- by written ballot at the Annual Meeting.

We encourage you to vote by Internet as it is the most cost-effective method.

Street name holders may submit their voting instructions by Internet or telephone using the information provided by their respective brokers or nominees and may complete and mail voting instruction forms to their respective brokers or nominees. However, street name holders may not vote by written ballot at the Annual Meeting unless they obtain a legal proxy from their respective brokers or nominees.

Can I change my vote?

Yes. If you are a stockholder of record, you can change your vote or revoke your proxy any time before the Annual Meeting by:

- entering a new vote by Internet or by telephone;
- returning a later-dated proxy card so that it is received prior to the Annual Meeting;
- notifying the Secretary of Workday, in writing, at the address listed on the front page; or
- completing a written ballot at the Annual Meeting.

Street name holders may change their voting instructions by submitting new instructions by Internet or by telephone or returning a later-dated voting instruction form to their respective brokers or nominees. In addition, street name holders who obtain a legal proxy from their respective brokers or nominees may change their votes by completing a ballot at the Annual Meeting.

What is the effect of giving a proxy?

Proxies are solicited by and on behalf of our Board of Directors. The persons named in the proxy have been designated as proxies by our Board of Directors. When proxies are properly dated, executed and returned, the shares represented by such proxies will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If no specific instructions are given, however, the shares will be voted in accordance with the recommendations of our Board of Directors as described above. If any matters not described in the Proxy Statement are properly presented at the Annual Meeting, the proxy holders will use their own judgment to determine how to vote your shares. If the Annual Meeting is adjourned, the proxy holders can vote your shares at the adjourned meeting date as well, unless you have properly revoked your proxy instructions, as described above.

What is a quorum?

The presence, in person or by proxy, of a majority of the aggregate voting power of the issued and outstanding shares of stock entitled to vote at the meeting will constitute a quorum at the meeting. Except as otherwise expressly provided by the Certificate of Incorporation or by law, the holders of shares of Class A common stock and Class B common stock will vote together as a single class on all matters submitted to a vote. Each holder of Class A common stock will have the right to one (1) vote per share of Class A common stock and each holder of Class B common stock will have the right to ten (10) votes per share of Class B common stock. A proxy submitted by a stockholder may indicate that the shares represented by the proxy are not being voted (stockholder withholding) with respect to a particular matter. In addition, a broker may not be permitted to vote stock (broker non-vote) held in street name on a particular matter in the absence of instructions from the beneficial owner of the stock. The shares subject to a proxy which are not being voted on a particular matter because of either stockholder withholding or broker non-votes will count for purposes of determining the presence of a quorum. Abstentions are voted neither “for” nor “against” a matter but are also counted in the determination of a quorum.

How many votes are needed for approval of each matter?

- **Proposal No. 1:** The election of directors requires a plurality of the votes cast by the holders of shares represented in person or by proxy at the Annual Meeting and entitled to vote thereon. “Plurality” means that the individuals who receive the largest number of votes cast “for” are elected as directors. As a result, any shares not voted “for” a particular nominee (whether as a result of stockholder withholding or a broker non-vote) will not be counted in such nominee’s favor.
- **Proposal No. 2:** The ratification of the appointment of Ernst & Young LLP requires the approval of a majority of the votes cast by the holders of shares represented in person or by proxy at the Annual Meeting

and entitled to vote thereon. Abstentions and broker non-votes will have no effect on the outcome of this proposal.

- **Proposal No. 3:** The advisory vote regarding named executive officer compensation requires the approval of a majority of the votes represented in person or by proxy and entitled to vote thereon. For purposes of this proposal, abstentions are treated as shares represented in person or by proxy and entitled to vote at the Annual Meeting and, therefore, will have the same effect as a vote “Against” the proposal. Broker non-votes will have no effect on the outcome of the vote.
- **Proposal No. 4:** For purposes of the advisory vote regarding the frequency of the advisory vote on executive compensation, the option of one year, two years or three years that receives the highest number of votes cast by the holders of the shares represented in person or by proxy at the Annual Meeting and entitled to vote thereon will be the frequency for the advisory vote on executive compensation that has been selected by stockholders. Abstentions and broker non-votes will have no effect on the outcome of the vote.

However, because Proposals No. 3 and No. 4 are advisory votes, the results will not be binding on the Workday’s Board of Directors or Workday. The Compensation Committee and/or the Board of Directors will consider the outcome of the vote when establishing or modifying the compensation of our named executive officers and determining how often Workday should submit to stockholders an advisory vote to approve the compensation of its named executive officers included in Workday’s proxy statement.

How are proxies solicited for the Annual Meeting?

The Board of Directors is soliciting proxies for use at the Annual Meeting. All expenses associated with this solicitation will be borne by Workday. We will reimburse brokers or other nominees for reasonable expenses that they incur in sending these proxy materials to you if a broker or other nominee holds your shares.

How may my brokerage firm or other intermediary vote my shares if I fail to provide timely directions?

Brokerage firms and other intermediaries holding shares of common stock in street name for customers are generally required to vote such shares in the manner directed by their customers. In the absence of timely directions, your broker will have discretion to vote your shares on our sole routine matter—the proposal to ratify the appointment of Ernst & Young LLP. Your broker will not have discretion to vote on Proposal No. 1, Proposal No. 3 or Proposal No. 4 absent direction from you, as they are considered “non-routine” matters.

Why did I receive a notice regarding the availability of proxy materials on the Internet instead of a full set of proxy materials?

In accordance with the rules of Securities and Exchange Commission (SEC), we have elected to furnish our proxy materials, including this proxy statement and our annual report to our stockholders, primarily via the Internet. Beginning on or about April 20, 2015, we mailed to our stockholders a “Notice of Internet Availability of Proxy Materials” that contains notice of the Annual Meeting and instructions on how to access our proxy materials on the Internet, how to vote at the meeting, and how to request printed copies of the proxy materials and annual report. Stockholders may request to receive all future proxy materials in printed form by mail or electronically by e-mail by following the instructions contained in the Notice. We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact and cost of our annual meetings.

What does it mean if multiple members of my household are stockholders but we only received one Notice or full set of proxy materials in the mail?

The SEC has adopted rules that permit companies and intermediaries, such as brokers, to satisfy the delivery requirements for notices and proxy materials with respect to two or more stockholders sharing the same address

by delivering a single notice or set of proxy materials addressed to those stockholders. In accordance with a prior notice sent to certain brokers, banks, dealers or other agents, we are sending only one Notice or full set of proxy materials to those addresses with multiple stockholders unless we received contrary instructions from any stockholder at that address. This practice, known as “householding,” allows us to satisfy the requirements for delivering Notices or proxy materials with respect to two or more stockholders sharing the same address by delivering a single copy of these documents. Householding helps to reduce our printing and postage costs, reduces the amount of mail you receive and helps to preserve the environment. If you currently receive multiple copies of the Notice or proxy materials at your address and would like to request “householding” of your communications, please contact your broker. Once you have elected “householding” of your communications, “householding” will continue until you are notified otherwise or until you revoke your consent.

Is my vote confidential?

Proxy instructions, ballots, and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within Workday or to third parties, except as necessary to meet applicable legal requirements, to allow for the tabulation of votes and certification of the vote, or to facilitate a successful proxy solicitation.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements. All statements contained in this report other than statements of historical fact, including statements regarding our business strategy and plans and our objectives for future operations, are forward-looking statements. The words “believe,” “may,” “will,” “continue,” “anticipate,” “intend,” “expect,” “seek,” and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and trends. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in the “Risk Factors” section of our Annual Report on Form 10-K for the fiscal year ended January 31, 2015 (fiscal 2015). Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this report may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. The events and circumstances reflected in the forward-looking statements may not be achieved or occur. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results. We are under no duty to update any of these forward-looking statements after the date of this report.

As used in this report, the terms “Workday,” “we,” “us,” and “our” mean Workday, Inc. and its subsidiaries unless the context indicates otherwise.

**PROPOSAL NO. 1:
ELECTION OF DIRECTORS**

Our Board of Directors may establish the authorized number of directors from time to time by resolution. Our Board of Directors currently consists of seven members. Our Certificate of Incorporation and Bylaws provide for a classified Board of Directors consisting of three classes of directors, with directors serving staggered three-year terms.

Directors in a particular class will be elected for three-year terms at the annual meeting of stockholders in the year in which their terms expire. As a result, only one class of directors will be elected at each annual meeting of our stockholders, with the other classes continuing for the remainder of their respective three-year terms. Each director's term continues until the election and qualification of his or her successor, or his or her earlier death, resignation or removal. The initial class of each director is set forth in the table below.

Our Certificate of Incorporation and Bylaws provide that our Board of Directors or our stockholders may fill vacant directorships. In the event that the outstanding shares of our Class B common stock represent less than a majority of the combined voting power of common stock, our Certificate of Incorporation and Bylaws authorize only our Board of Directors to fill vacancies on our Board of Directors. Any additional directorships resulting from an increase in the authorized number of directors would be distributed among the three classes as the Board of Directors determines in its discretion.

<u>Nominees</u>	<u>Class</u>	<u>Age</u>	<u>Position</u>	<u>Year Elected Director</u>	<u>Current Term Expires</u>	<u>Expiration of Term For Which Nominated</u>
Aneel Bhusri ⁽¹⁾	III	49	Co-founder and Chief Executive Officer	2005	2015	2018
David A. Duffield	III	74	Co-founder and Chairman	2005	2015	2018
<u>Other Directors</u>						
A. George (Skip) Battle ⁽²⁾⁽³⁾	I	71	Director	2007	2016	—
Christa Davies ⁽²⁾⁽⁴⁾	II	43	Director	2012	2017	—
Michael M. McNamara ⁽²⁾⁽⁴⁾	I	58	Director	2011	2016	—
George J. Still, Jr. ^{(1)(3)(4)*}	II	57	Director	2009	2017	—
Jerry Yang ⁽¹⁾⁽³⁾	I	46	Director	2013	2016	—

- (1) Member of the Investment Committee
- (2) Member of the Audit Committee
- (3) Member of the Compensation Committee
- (4) Member of the Nominating and Governance Committee
- * Lead Independent Director

Nominees for Director

Aneel Bhusri co-founded Workday in 2005 and is our Chief Executive Officer and a Director. Mr. Bhusri has served as a Director of Workday from 2005 to the present, as President from January 2007 to September 2009, as Co-Chief Executive Officer from September 2009 to May 2014, as Chairman from January 2012 to May 2014, and as Chief Executive Officer from May 2014 to the present. From 1993 to 2004, Mr. Bhusri held a number of senior management positions with PeopleSoft, Inc. (PeopleSoft), a global enterprise software company, including Senior Vice President, Product Strategy, Marketing and Business Development. From 1999 to 2002 and in 2004, Mr. Bhusri served as Vice Chairman of the Board of Directors at PeopleSoft. Mr. Bhusri is an Advisory Partner at Greylock Partners, a Silicon Valley venture capital firm that he has been associated with since 1999, and prior to that time, worked at Norwest Venture Partners and at Morgan Stanley. He has also

served as a director of Intel Corporation from June 2014 to the present, and serves as a director of various private companies and foundations. Mr. Bhusri received a B.S. in Electrical Engineering and a B.A. in Economics from Brown University and an M.B.A. from Stanford University. Mr. Bhusri brings to our Board of Directors extensive executive leadership and operational experience, including service as chairman of a public technology company and his experience and familiarity with our business as a co-founder and Chief Executive Officer.

David A. Duffield co-founded Workday in 2005 and is our Chairman of the Board. Mr. Duffield drives the company's strong commitment to its core values, which include employees, customer service, innovation, integrity, and fun. Mr. Duffield has served as a Director of Workday from 2005 to the present, as our President from 2006 to January 2007, as our Chief Executive Officer from 2005 to September 2009, as our co-Chief Executive Officer from September 2009 to May 2014 and as our Chairman of the Board from 2005 to January 2012 and from May 2014 to the present. Prior to Workday, Mr. Duffield founded PeopleSoft, and served as the company's CEO and Board Chairman. Other companies he launched include Integral Systems, Business Software Corporation and Information Associates. Mr. Duffield received a B.S. in Electrical Engineering and an M.B.A. from Cornell University. Mr. Duffield brings to our Board of Directors decades of experience founding and leading high growth technology companies focused on human resources, financial and student applications, and his experience and familiarity with our business as a co-founder and his service in roles including CEO and Chairman.

The election of directors requires a plurality of the votes cast by the holders of shares represented in person or by proxy at the Annual Meeting and entitled to vote thereon. "Plurality" means that the individuals who receive the largest number of votes cast "for" are elected as directors. As a result, any shares not voted "for" a particular nominee (whether as a result of stockholder withholding or a broker non-vote) will not be counted in such nominee's favor.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH
OF THE NOMINEES FOR CLASS III DIRECTORS.**

Other Directors

A. George (Skip) Battle has served as a Director since March 2007. From 2004 to 2005, Mr. Battle served as Executive Chairman at Ask Jeeves, Inc., a provider of information search and retrieval services. From 2000 until 2004, Mr. Battle served as Chief Executive Officer at Ask Jeeves. From 1968 until his retirement in 1995, Mr. Battle was an employee and then partner at Arthur Andersen LLP and Andersen Consulting (now known as Accenture Ltd.), global accounting and consulting firms. Mr. Battle has served as a director of Expedia, Inc. from January 2015 to the present, of Fair Isaac Corporation from August 1996 to the present, of LinkedIn Corporation from April 2010 to the present, and of Netflix, Inc. from June 2005 to the present. He also served as a director of Open Table, Inc. from 2006 to July 2014, of the Masters Select family of funds from 1996 until December 2012, of Advent Software, Inc. from 2005 until May 2011, and of PeopleSoft from 1995 to 2004. Mr. Battle received an A.B. in Economics from Dartmouth College and an M.B.A. from Stanford University. Mr. Battle brings to our Board of Directors a diversity of distinguished experiences and seasoned business acumen. His service on a number of public and private company boards provides an important perspective on best practices established at other companies.

Christa Davies has served as a Director since August 2012. Ms. Davies is the Chief Financial Officer and Executive Vice President of Global Finance at Aon Plc, a global risk management, insurance and human resources solutions company. Ms. Davies has served as Aon's Chief Financial Officer since March 2008 and as Executive Vice President of Global Finance since November 2007. Prior to joining Aon, Ms. Davies spent five years at Microsoft Corporation, most recently as a Corporate Vice President and the Chief Financial Officer of the Platforms & Services Division. Ms. Davies received a B.E. in Mechanical Engineering from the University of Queensland, Australia, and an M.B.A. from the Harvard Business School. Ms. Davies brings to our Board of Directors extensive experience in the software and technology industries, as well as financial expertise.

Michael M. McNamara has served as a director since December 2011. From January 2006 to the present, Mr. McNamara has served as the Chief Executive Officer of Flextronics International, Ltd. (Flextronics), a global leader in design, manufacturing, distribution and aftermarket services, and from 1994 until his appointment as Chief Executive Officer, Mr. McNamara served in a variety of other senior roles in Flextronics. Mr. McNamara has served as a director of Flextronics since 2005 and has been on the Advisory Board of Tsinghua University School of Economics and Management since 2006. Mr. McNamara also served as a director of Delphi Automotive LLP from 2009 to April 2013, and served as a director of MEMC Electronic Materials, Inc. from 2008 until May 2012. Mr. McNamara received a B.S. in Industrial Management from University of Cincinnati and an M.B.A. from Santa Clara University. Mr. McNamara brings to our Board of Directors extensive leadership and experience managing international operations. His service as Flextronics' Chief Executive Officer provides a management perspective to business and strategic decisions of the Board of Directors.

George J. Still, Jr. has served as a Director since October 2009 and as Lead Independent Director since August 2012. Mr. Still is currently a Partner Emeritus at Norwest Venture Partners (NVP), a global venture capital firm. From 1994 to December 2012, Mr. Still served as NVP's Managing Partner. Prior to NVP, Mr. Still worked for Ernst & Young LLP, an accounting firm, and as a Partner with the Centennial Funds, a venture capital firm. From November 2006 to September 2014, Mr. Still served as a director of Rackspace Hosting, Inc. Mr. Still led the sole venture investment in PeopleSoft, where he served as a director from 1991 to 2001. Mr. Still also served as a director of the National Venture Capital Association from 1995 to 2000, and on the Stanford Business School Venture Capital Trust from 1997 to 2001. Mr. Still received a B.S. in Accounting from the Pennsylvania State University and an M.B.A. from the Tuck School of Business at Dartmouth College. Mr. Still has served as a member of the Board of Overseers at the Tuck School of Business since 2013, as a member of the Board of Advisors of Tuck's Center of Private Equity and Entrepreneurship since 2011, and has also served as a guest lecturer and a past member of the Dean's Advisory Council. Mr. Still brings to the Board of Directors financial and investing acumen through his many years of experience with NVP. His service as an advisor to technology companies provides a valuable resource for our Board of Directors.

Jerry Yang has served as a director since November 2013. Since March 2012, Mr. Yang has worked with and invests in technology entrepreneurs as the founding partner of AME Cloud Ventures, his innovation investment firm. He is also a co-founder of Yahoo! Inc., where he served as a director from March 1995 to January 2012, and as Chief Executive Officer from June 2007 to January 2009. Mr. Yang also led Yahoo!'s investments in Yahoo Japan and Alibaba Group Holding Limited, and he is currently a director of Alibaba Group, where he has served on the board from October 2005 to January 2012 and from September 2014 to the present. Mr. Yang is also a director of Lenovo, Inc. where he has served on the board since November 2014. From July 2000 to November 2012, Mr. Yang was a member of Cisco Systems, Inc.'s board of directors, and he was a director of Yahoo! Japan from January 1996 to January 2012. Mr. Yang also is a director of various private companies and foundations. Mr. Yang received a B.S. and M.S. in Electrical Engineering from Stanford University and currently serves as Vice-Chair of Stanford University's Board of Trustees. Mr. Yang brings to our Board of Directors extensive global leadership and deep experience in consumer Internet technology.

PROPOSAL NO. 2:
RATIFICATION OF APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The audit committee of the Board of Directors (Audit Committee) has appointed the firm of Ernst & Young LLP, independent registered public accounting firm, to audit our consolidated financial statements for the year ending January 31, 2016. During our year ended January 31, 2015, Ernst & Young LLP served as our independent registered public accounting firm, and has audited our consolidated financial statements since their appointment in 2008.

Notwithstanding its selection and even if our stockholders ratify the selection, our Audit Committee, in its discretion, may appoint another independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interests of Workday and its stockholders. At the Annual Meeting, the stockholders are being asked to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending January 31, 2016. Our Audit Committee is submitting the selection of Ernst & Young LLP to our stockholders because we value our stockholders' views on our independent registered public accounting firm and as a matter of good corporate governance. Representatives of Ernst & Young LLP will be present at the Annual Meeting and they will have an opportunity to make statements and will be available to respond to appropriate questions from stockholders.

Fees Paid to the Independent Registered Public Accounting Firm

The following table presents fees billed or to be billed by Ernst & Young LLP for professional services rendered with respect to the fiscal years ended January 31, 2015 and January 31, 2014. All of these services rendered since the formation of the Audit Committee were approved by the Audit Committee.

	Fiscal year ended January 31,	
	2015	2014
Audit Fees ⁽¹⁾	\$1,811,000	\$1,626,000
Audit-Related Fees	298,847 ⁽²⁾	992,020 ⁽³⁾
Tax Fees ⁽⁴⁾	518,926	396,870
All Other Fees	—	—
	<u>\$2,628,773</u>	<u>\$3,014,890</u>

- (1) Consists of fees billed for professional services rendered in connection with the audit of our consolidated financial statements and review of our quarterly consolidated financial statements.
- (2) Includes fees for service organization control (SOC) audits under Statement on Standards for Attestation Engagements No. 16. In addition, the 2015 fees include \$7,150 of fees associated with our response to an SEC comment letter.
- (3) Includes fees for SOC audits. In addition, the 2014 fees include \$170,020 and \$305,000 of fees associated with our follow-on equity offering in January 2014 and our issuance of senior convertible notes completed in June 2013, respectively.
- (4) Includes fees in connection with tax compliance and tax consulting services.

Auditor Independence

Under its charter, the Audit Committee pre-approves audit and non-audit services rendered by our independent registered public accounting firm, Ernst & Young LLP. The Audit Committee has determined that the rendering of non-audit services for tax compliance and structure advice, SOC audits, privacy, and ISO 27001 attestation services and advice provided in connection with our convertible notes offering and follow-on equity offering by Ernst & Young LLP is compatible with maintaining the principal accountants' independence.

Pre-Approval Policies and Procedures

Consistent with requirements of the SEC and the Public Company Accounting Oversight Board (PCAOB) regarding auditor independence, our Audit Committee is responsible for the appointment, compensation and oversight of the work of our independent registered public accounting firm. In recognition of this responsibility, our Audit Committee (or the chair if such approval is required prior to the next Audit Committee meeting) generally pre-approves of all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services.

The ratification of the appointment of Ernst & Young LLP requires the approval of a majority of the votes cast by the holders of shares represented in person or by proxy at the meeting and entitled to vote thereon. Abstentions and broker non-votes will have no effect on the outcome of this proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION
OF THE APPOINTMENT OF ERNST & YOUNG LLP.**

PROPOSAL NO. 3:

ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION

We are seeking an advisory, non-binding stockholder vote with respect to compensation awarded to our named executive officers for the fiscal year ended January 31, 2015.

Our executive compensation program and compensation paid to our named executive officers are described on pages 24-36 of this proxy statement. Our compensation programs are overseen by the Compensation Committee and reflect our philosophy to pay all of our employees, including our named executive officers, in ways that support the following principles that we believe reflect our core values:

- support, attract and retain the best talent;
- support a high-performance culture by rewarding excellence and achievement;
- recognize and retain top-performing talent via differentiated rewards and opportunities;
- reinforce alignment with Workday’s values (in particular, a focus on excellence and an attitude of ownership);
- create alignment with Workday’s long-term performance; and
- provide an opportunity for each employee to share in the success we create together.

To help achieve these objectives, we structure our Named Executive Officers’ compensation to reward the achievement of short-term and long-term strategic and operational goals.

Based on the above, we request that stockholders approve the compensation of Workday’s named executive officers as described in this proxy statement pursuant to the following resolution:

RESOLVED, that the compensation paid to Workday’s named executive officers, as disclosed in this proxy statement, including the “Compensation Discussion and Analysis” section, compensation tables and narrative discussion, is hereby **APPROVED**.

Vote Required

Approval of named executive officer compensation requires the approval of a majority of the votes represented in person or by proxy and entitled to vote thereon. Abstentions are treated as shares represented in person or by proxy and entitled to vote at the Annual Meeting and, therefore, will have the same effect as a vote “Against” the proposal. Broker non-votes will have no effect on the outcome of the vote.

As an advisory vote, this proposal is non-binding. Although the vote is non-binding, the Board of Directors and the Compensation Committee value the opinions of our stockholders, and will consider the outcome of the vote when making future compensation decisions for our named executive officers.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE “FOR”
PROPOSAL NO. 3 TO APPROVE THE COMPENSATION PAID TO WORKDAY’S
NAMED EXECUTIVE OFFICERS.**

PROPOSAL NO. 4:
**ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON
NAMED EXECUTIVE OFFICER COMPENSATION**

As described in Proposal No. 3 above, Workday’s stockholders are being provided the opportunity to cast an advisory vote on Workday’s named executive officer compensation. The advisory vote on named executive officer compensation described in Proposal No. 3 is referred to as a “say-on-pay vote.”

This Proposal No. 4 provides our stockholders the opportunity to cast an advisory vote on how often Workday should include a say-on-pay vote in its proxy materials for future annual meetings (or other meetings for which Workday must include named executive officer compensation information). Under this Proposal No. 4, stockholders may vote to have the say-on-pay vote every year, every two years or every three years. In considering your vote, you may wish to review the information presented in connection with Proposal No. 3 above, the information on our compensation philosophy and policies regarding the named executive officers presented in Compensation Discussion and Analysis and the related compensation tables.

We believe that an annual advisory vote on named executive officer compensation will provide the opportunity for more frequent stockholder feedback on our compensation disclosures and named executive officer compensation program, which will be considered by the Board of Directors and the Compensation Committee. Therefore, our Board of Directors has determined that holding an advisory vote on named executive officer compensation every year is the most appropriate policy for us at this time, and recommends that stockholders vote for future advisory votes on named executive officer compensation to occur each year.

Stockholders should be aware that this advisory vote occurs after significant named executive officer compensation decisions have been made in the current fiscal year. In addition, because the compensation elements integrate into an overall compensation package, it may not be possible or appropriate to change the compensation package to reflect the results of one year’s advisory vote on named executive officer compensation before the next annual meeting of stockholders.

Vote Required

The option of one year, two years or three years that receives the highest number of votes cast by the holders of shares represented in person or by proxy at the meeting and entitled to vote thereon will be the frequency for the advisory vote on named executive officer compensation that has been selected by stockholders. Abstentions and broker non-votes will have no effect on the outcome of the vote. As an advisory vote, the vote on Proposal No. 4 is not binding on us. However, the Board of Directors and the Compensation and Nominating and Governance Committees of the Board of Directors value the opinions of our stockholders, and will consider the outcome of the vote when setting the frequency of the advisory vote on executive compensation.

Notwithstanding the Board of Directors’ recommendation and the outcome of the stockholder vote, the Board of Directors may, in the future, decide to conduct advisory votes on a more or less frequent basis and may vary its practice based on factors such as discussions with stockholders and the adoption of material changes to compensation programs.

**THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE ON PROPOSAL NO. 4 TO HOLD
SAY-ON-PAY VOTES EVERY YEAR.**

DIRECTORS AND CORPORATE GOVERNANCE

Director Independence

Our Class A common stock is listed on the New York Stock Exchange. The listing rules of this stock exchange generally require that a majority of the members of a listed company's board of directors be independent. Our Board of Directors, also referred to as the Board, has determined that none of our non-employee directors has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is "independent" as that term is defined under the rules of the New York Stock Exchange.

Leadership Structure

Mr. Aneel Bhusri serves as our Chief Executive Officer (CEO) and Mr. David Duffield serves as our Chairman of the Board. Mr. Bhusri is also a director, and Mr. Duffield is an executive officer, of Workday. Because our Chairman is an executive officer of the company, we also have a Vice Chairman and Lead Independent Director of the Board, Mr. George Still, Jr. Our Board of Directors believes that the current Board leadership structure, coupled with a strong emphasis on Board independence, provides effective independent oversight of management while allowing the Board and management to benefit from Mr. Duffield's extensive executive leadership and operational experience. Independent directors and management sometimes have different perspectives and roles in strategy development. Our independent directors bring experience, oversight and expertise from outside of our company, while Mr. Bhusri and Mr. Duffield bring company-specific experience and expertise.

Lead Independent Director

Mr. Still serves as our Vice Chairman and Lead Independent Director. As Lead Independent Director, among other responsibilities, Mr. Still presides over regularly scheduled meetings at which only our independent directors are present, serves as a liaison between the CEO and Chairman and the independent directors, and performs such additional duties as our Board of Directors may otherwise determine and delegate.

Executive Sessions of Independent Directors

In order to promote open discussion among independent directors, our Board of Directors has a policy of conducting executive sessions of independent directors during each regularly scheduled Board meeting and at such other times if requested by an independent director. These executive sessions are chaired by our Lead Independent Director. The Lead Independent Director provides feedback to Workday's CEO, as needed, promptly after the executive session. Neither Mr. Duffield nor Mr. Bhusri participates in such sessions.

Code of Conduct

We have adopted a Code of Conduct that applies to all of our directors, officers, and employees. The full text of our Code of Conduct is posted under the "Investor Relations" section on our website at: www.workday.com/company/investor_relations.php.

Corporate Governance Guidelines

We have adopted Corporate Governance Guidelines that apply to our Board of Directors. The full text of our Corporate Governance Guidelines is posted under the "Investor Relations" section on our website at: www.workday.com/company/investor_relations.php.

Meetings of the Board of Directors

The Board met four times during fiscal 2015 and took action by unanimous consent six times. No director attended fewer than 75% of the total number of meetings of the Board and of any Board committees of which he or she was a member during fiscal 2015.

It is our policy that directors are invited and encouraged to attend our annual meetings of stockholders. We have scheduled our 2015 Annual Meeting on the same day as a regularly scheduled Board meeting in order to facilitate attendance by our Board members.

Committees of the Board of Directors

Our Board of Directors has established an Audit Committee, a Compensation Committee, a Nominating and Governance Committee and an Investment Committee. The current composition and functions of each committee are described below. Members serve on these committees until their resignation or until otherwise determined by our Board. The following table provides membership information for each of our Board committees:

	Audit Committee	Compensation Committee	Nominating & Governance Committee	Investment Committee
Aneel Bhusri				● ■
Dave Duffield★				
Skip Battle	● ■ c	● ■		
Christa Davies	● ■		● ■	
Mike McNamara	● ■		● ■ c	
George Still Jr. ★★		● ■ c	● ■	● ■
Jerry Yang		● ■		● ■ c

★ = Chair of the Board ■_c = Chair ● = Member ★★ = Lead Independent Director

Audit Committee

Our Audit Committee is composed of Messrs. Battle and McNamara and Ms. Davies, each of whom is independent and financially literate within the meaning of the New York Stock Exchange rules. Mr. Battle is the chairman of our Audit Committee. Each of Messrs. Battle and McNamara and Ms. Davies also satisfy the independence requirements of Rule 10A-3. Mr. Battle and Ms. Davies are each an Audit Committee financial expert, as that term is defined under SEC rules, and possess financial sophistication as defined under the rules of the New York Stock Exchange. The designation does not impose on either of them any duties, obligations or liabilities that are greater than are generally imposed on members of our Audit Committee and our Board of Directors. The Audit Committee met eight times during fiscal 2015 and took action by unanimous consent two times. Our Audit Committee is directly responsible for, among other things:

- selecting a firm to serve as the independent registered public accounting firm to audit our financial statements;
- ensuring the independence of the independent registered public accounting firm;
- discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and that firm, our interim and year-end operating results;
- establishing procedures for employees to submit anonymously concerns about questionable accounting or audit matters;

- considering the adequacy of our internal controls and internal audit function;
- reviewing material related party transactions or those that require disclosure; and
- approving or, as permitted, pre-approving all audit and non-audit services to be performed by the independent registered public accounting firm.

The Audit Committee operates under a written charter that was adopted by our Board of Directors and satisfies the applicable standards of the SEC and the New York Stock Exchange. A copy of the Audit Committee charter is posted under the “Investor Relations” section on our website at: http://www.workday.com/company/investor_relations.php.

Compensation Committee

Our Compensation Committee is composed of Messrs. Battle, Still and Yang, each of whom is independent within the meaning of New York Stock Exchange rules. Mr. Still is the chairman of our Compensation Committee. Each member of the Compensation Committee is also an outside director, as defined pursuant to Section 162(m) of the Internal Revenue Code of 1984, as amended (the Code), is a “non-employee director” under Rule 16b-3(b)(3)(i) of the Exchange Act.

The Compensation Committee met four times during fiscal 2015 and took action by unanimous written consent 14 times. Our Compensation Committee is responsible for, among other things:

- reviewing and approving, or recommending that our Board of Directors approve, the compensation of our executive officers;
- reviewing and recommending to our Board of Directors the compensation of our directors;
- reviewing and approving, or recommending that our Board of Directors approve, the terms of any employment arrangements with our executive officers;
- administering our stock and equity incentive plans;
- reviewing and approving, or making recommendations to our Board of Directors with respect to, incentive compensation and equity plans; and
- reviewing our overall compensation philosophy.

The Compensation Committee operates under a written charter that was adopted by our Board of Directors and satisfies the applicable standards of the SEC and the New York Stock Exchange. A copy of the Compensation Committee charter is posted under the “Investor Relations” section on our website at: http://www.workday.com/company/investor_relations.php.

Nominating and Governance Committee

Our Nominating and Governance Committee is composed of Messrs. McNamara and Still and Ms. Davies, each of whom is independent within the meaning of the New York Stock Exchange rules. Mr. McNamara is the chairman of our Nominating and Governance Committee.

The Nominating and Governance Committee met four times during fiscal 2015. Our Nominating and Governance Committee is responsible for, among other things:

- identifying and recommending candidates for membership on our Board of Directors;
- reviewing and recommending our corporate governance guidelines and policies;
- reviewing proposed waivers of the Code of Conduct for directors and executive officers;

- overseeing the process of evaluating the performance of our Board of Directors; and
- assisting our Board of Directors on corporate governance matters.

The Nominating and Governance Committee operates under a written charter that was adopted by our Board of Directors and satisfies the applicable standards of the SEC and the New York Stock Exchange. A copy of the Nominating and Governance Committee charter is posted under the “Investor Relations” section on our website at: http://www.workday.com/company/investor_relations.php.

Investment Committee

Our Investment Committee is composed of Messrs. Bhusri, Still and Yang. Mr. Yang is the chairman of our Investment Committee. Our Investment Committee is responsible for reviewing and approving, or recommending that the Board of Directors approve, certain mergers, acquisitions, joint ventures, and investments, and working with management to develop effective and scalable processes for the review and execution of such transactions.

Compensation Committee Interlocks and Insider Participation

None of the members of our Compensation Committee is, or has at any time during the past year been, an officer or employee of ours. None of our executive officers currently serve, or in the past year has served, as a member of the board of directors or compensation committee of any other entity that has one or more executive officers serving on our Board of Directors or Compensation Committee.

Considerations in Evaluating Director Nominees

The Nominating and Governance Committee is responsible for identifying, evaluating and recommending candidates to the Board for Board membership, or the Board may conduct the process of identifying and evaluating Board candidates directly. A variety of methods are used to identify and evaluate director nominees, with the goal of maintaining and further developing an experienced and highly qualified Board. Candidates may come to our attention through current members of our Board, professional search firms, stockholders or other persons.

The Nominating and Governance Committee will recommend to the Board for selection all nominees to be proposed by the Board for election by the stockholders, including approval or recommendation of a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders, and, if requested by the Board, will recommend all director nominees to be appointed by the Board to fill interim director vacancies.

The Board will be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Board may, either directly or upon the recommendation of the Nominating and Governance Committee, consider the minimum qualifications set forth below, any specific qualities or skills that it believes are necessary for one or more of the Board members to possess, and the desired qualifications, expertise and characteristics of Board members.

Director Qualifications

The Nominating and Governance Committee and the Board believe that candidates for director should have certain minimum qualifications, including, without limitation:

- demonstrated business acumen and leadership, and high levels of accomplishment;
- experience with high-growth companies;

- ability to exercise sound business judgment and to provide insight and practical wisdom based on experience;
- commitment to understand Workday and its business, industry and strategic objectives;
- integrity and adherence to high personal ethics and values, consistent with our Code of Conduct;
- ability to read and understand financial statements and other financial information pertaining to Workday;
- commitment to enhancing stockholder value;
- willingness to act in the interest of all stockholders; and
- for non-employee directors, independence under New York Stock Exchange listing standards and other applicable rules and regulations.

In the context of the Board’s existing composition, other requirements that are expected to contribute to the Board’s overall effectiveness and meet the needs of the Board and its committees may be considered.

In addition, under Workday’s Corporate Governance Guidelines (Guidelines), a director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. Thus, the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member, as well as his or her other professional responsibilities, will be considered. Under the Guidelines, there are no limits on the number of three-year terms that may be served by a director. However, in connection with evaluating recommendations for nomination for re-election, director tenure is considered. Workday values diversity on a company-wide basis, but has not adopted a specific policy regarding Board diversity.

Stockholder Recommendations for Nominations to the Board of Directors

The Nominating and Governance Committee will consider properly submitted stockholder recommendations for candidates for our Board who meet the minimum qualifications as described above. The Nominating and Governance Committee does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth above, based on whether or not the candidate was recommended by a stockholder. A stockholder of record can nominate a candidate for election to the Board of Directors by complying with the procedures in Article I, Section 1.12 of our Bylaws. Any eligible stockholder who wishes to submit a nomination should review the requirements in the Bylaws on nominations by stockholders. Any nomination should be sent in writing to the Secretary, Workday, Inc., 6230 Stoneridge Mall Road, Pleasanton, California 94588. Submissions must include the full name of the proposed nominee, complete biographical information, a description of the proposed nominee’s qualifications as a director, other information specified in our Bylaws, and a representation that the nominating stockholder is a beneficial or record holder of our stock and has been a holder for at least one year. Any such submission must be accompanied by the written consent of the proposed nominee to be named as a nominee and to serve as a director if elected. These candidates are evaluated at meetings of the Nominating and Governance Committee, and may be considered at any point during the year. If any materials are provided by a stockholder in connection with the recommendation of a director candidate, such materials are forwarded to the Nominating and Governance Committee.

All proposals of stockholders that are intended to be presented by such stockholder at an annual meeting of Stockholders must be in writing and notice must be delivered to the Secretary at the principal executive offices of Workday not later than the dates described below under “*Additional Information — Stockholder Proposals for 2016 Annual Meeting.*”

Non-Employee Director Compensation

Our non-employee directors are entitled to receive equity compensation for their service as directors. The following table presents the total compensation for each person who served as a non-employee member of our Board of Directors in fiscal 2015. In addition, Scott Sandell served as a non-employee director until June 2, 2014, but did not stand for re-election and did not receive any compensation for his service on Workday's Board of Directors in fiscal 2015. Other than as set forth in the table below, in fiscal 2015 we did not pay any fees to, make any equity awards or non-equity awards to, or pay any other compensation to, the non-employee members of our Board of Directors. However, we reimburse directors for travel expenses incurred in connection with attendance at Board meetings.

<u>Name</u>	<u>Grant Date</u>	<u>RSU Awards⁽¹⁾</u>
George J. Still, Jr. (Vice Chairman of the Board)	June 15, 2014	\$532,930
A. George (Skip) Battle	June 15, 2014	479,679
Christa Davies	June 15, 2014	479,679
Michael M. McNamara	June 15, 2014	479,679
Jerry Yang	June 15, 2014	479,679

- (1) Mr. Still received a grant of 6,355 RSUs and the other non-employee directors received a grant of 5,720 RSUs each. RSU awards shown in the table above vest on May 15, 2015. The amounts included in the "RSU Awards" column represent the aggregate grant date fair value of RSU awards calculated in accordance with FASB ASC Topic 718. The grant date fair value of each RSU award is measured based on the closing price of our Class A Common Stock on the date of grant.

Communications with the Board of Directors

Stockholders and other interested parties wishing to communicate with the Board of Directors or with an individual member of the Board of Directors may do so by writing to the Board of Directors or to the particular member of the Board of Directors, care of the Secretary at generalcounsel@workday.com or by mail to Secretary, Workday, Inc., 6230 Stoneridge Mall Road, Pleasanton, California 94588. The communication should indicate that it contains a stockholder or interested party communication. All such communications will be forwarded to the director or directors to whom the communications are addressed.

REPORT OF THE AUDIT COMMITTEE

With respect to Workday's financial reporting process, the management of Workday is responsible for (1) establishing and maintaining internal controls and (2) preparing Workday's consolidated financial statements. Workday's independent registered public accounting firm, Ernst & Young LLP (EY), is responsible for performing an independent audit of Workday's consolidated financial statements and issuing opinions on the conformity of those audited financial statements with United States generally accepted accounting principles and the effectiveness of Workday's internal control over financial reporting. It is the responsibility of the Audit Committee to oversee these activities. The Audit Committee does not itself prepare financial statements or perform audits, and its members are not auditors or certifiers of Workday's financial statements.

The Audit Committee has reviewed and discussed the audited financial statements for the year ended January 31, 2015 with Workday's management and EY. The Audit Committee has also discussed with EY the matters required to be discussed by Auditing Standard No. 61, as amended, as adopted by the Public Company Accounting Oversight Board (PCAOB).

The Audit Committee also has received and reviewed the written disclosures and the letter from EY required by applicable requirements of the PCAOB regarding EY's communications with the Audit Committee concerning independence, and has discussed with EY its independence from Workday.

Based on our review and discussions with Workday's management and EY, we recommended to the Board of Directors that the audited consolidated financial statements be included in Workday's Annual Report on Form 10-K for the fiscal year ended January 31, 2015, for filing with the Securities and Exchange Commission.

Submitted by the Audit Committee of the Board of Directors:

A. George (Skip) Battle (Chair)

Christa Davies

Michael M. McNamara

RELATED PARTY TRANSACTIONS

In addition to the executive officer and director compensation arrangements discussed under “Executive Compensation,” we describe below transactions for fiscal 2015 to which we have been a participant, in which the amount involved in the transaction exceeds or will exceed \$120,000 and in which any of our directors, executive officers, or holders of more than 5% of our Class A common stock, or any immediate family member of, or person sharing the same household with, any of these individuals, had or will have a direct or indirect material interest.

Stock Voting Agreement

Mr. Duffield, our co-founder and Chairman, and Mr. Bhusri, our co-founder, CEO and a member of our Board of Directors, have entered into a stock voting agreement with each other and us. This agreement applies to all Class B common stock owned from time to time by our co-founders and each of their permitted transferees, which represents approximately 95% of the outstanding voting power of our capital stock.

Real Estate Leases

We lease certain office space in Pleasanton, California under various lease agreements with NPC Holdings, LLC (NPC), an affiliate of Mr. Duffield, for which we paid rent in fiscal 2015 as follows:

<u>Location</u>	<u>Square feet</u>	<u>Expiration</u>	<u>Base rent/square foot as of 01/01/2015</u>	<u>Tenant improvement allowance received in FY15</u>	<u>Base rent paid in FY15</u>
Building 6130 Suite 300	30,243	03/31/2023	\$24.00		\$ 722,807
Building 6130 Suite 450, Suite 150 & 165	62,925	03/31/2023	\$24.00 \$27.33	\$529,624	\$1,410,591
Building 6160	89,287	05/31/2024	27.00	\$ 94,152	\$1,140,860
Building 6150	4,975	02/02/2025	—		—
Building 6140	15,123	02/09/2025	—		—
Total	202,553			\$623,776	\$3,274,258

Aircraft Lease

Pursuant to an agreement with Mr. Duffield for the lease of an aircraft, we pay a rate of twice the applicable fuel costs plus crew travel expenses for Workday-related trips. The amount paid under this agreement in fiscal 2015 was \$274,609.

Equipment Lease

In June 2010, we entered into a capital lease agreement with Lake Tahoe Land Company, LLC, an affiliate of Mr. Duffield. The lease agreement provides for an equipment lease financing facility to be drawn upon for purchases of information technology and related equipment for use in our business operations. The amount paid under this agreement in fiscal 2015 was \$88,569. The lease was terminated in May 2014.

Employment Arrangements with Immediate Family Members of Our Executive Officers and Directors

Michael Duffield, a son of David Duffield, has been employed by us since May 2005. He currently serves as General Manager of our Education & Government business. During the year ended January 31, 2015, Michael Duffield had total cash compensation, including base salary, bonus and other compensation, of \$419,720.

The salary and bonus levels of Michael Duffield were based on reference to internal pay equity when compared to the compensation paid to employees in similar positions who were not related to our executive officers and directors. He also received equity awards on the same general terms and conditions as applicable to other employees in similar positions who were not related to our executive officers and directors.

Certain Business Relationships

Workday has certain business relationships with companies at which certain of our Board members are executive officers. We do not believe that either of our Board members has or had a direct or indirect material interest in the relationships discussed below.

Relationship with Aon, plc

Ms. Davies, one of our directors, is the Chief Financial Officer and Executive Vice President of Global Finance of Aon, plc. Aon is a customer of Workday and made payments to Workday of \$3,795,493 in fiscal 2015.

Relationship with Flextronics International, Ltd.

Mr. McNamara, one of our directors, is the Chief Executive Officer of Flextronics International, Ltd. Flextronics is a customer of Workday and made payments to Workday of \$2,749,278 in fiscal 2015.

Indemnification Agreements

We have entered into indemnification agreements with each of our directors and executive officers. The indemnification agreements and our Bylaws require us to indemnify our directors to the fullest extent not prohibited by Delaware law. Subject to certain limitations, our Bylaws also require us to advance expenses incurred by our directors and officers.

Statement of Policy Regarding Related Party Transactions

We have adopted a written related-party transactions policy which provides that our executive officers, directors, nominees for election as a director, beneficial owners of more than 5% of our common stock, and any members of the immediate family member of the foregoing “related parties,” are not permitted to enter into a material related party transaction with us without the review, consideration and approval or ratification of the disinterested members of the Audit Committee. For this policy, a material related party transaction is defined as a transaction with a related party in which the amount involved exceeds \$120,000, or contributions to affiliated charities above \$50,000. In approving or rejecting any proposed related party transaction, we expect that our Audit Committee will consider the relevant facts and circumstances available and deemed relevant to the Audit Committee in determining whether such transaction is fair to Workday and in the best interest of our stockholders, including whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances; the extent of the related party’s interest in the transaction; the benefits that the transaction provides to us; and whether the transaction was undertaken in the ordinary course of business.

NAMED EXECUTIVE OFFICERS AND OTHER EXECUTIVE MANAGEMENT

The following table provides certain information about our named executive officers and other executive management as of April 20, 2015. Officers are elected by the Board of Directors to hold office until their successors are elected and qualified.

<u>Named Executive Officers:</u>	<u>Age</u>	<u>Current Position(s) with Workday</u>
Aneel Bhusri	49	Co-founder, Chief Executive Officer and Director
David A. Duffield	74	Co-founder and Chairman
James J. Bozzini	48	Executive Vice President, Services
Mark S. Peek	57	Chief Financial Officer
Michael A. Stankey	56	President and Chief Operating Officer
Other Executive Management:		
Petros Dermetzis	53	Executive Vice President, Development
Michael L. Frandsen	53	Executive Vice President, Products
Ashley D. Goldsmith	42	Chief Human Resources Officer
James P. Shaughnessy	60	Senior Vice President, General Counsel and Secretary
Stanley L. Swete	54	Chief Technology Officer
Philip Wilmington	56	Executive Vice President, Worldwide Sales

Named Executive Officers

For information on the business background of Messrs. Duffield and Bhusri, see “Proposal No. 1—Election of Directors” above.

James J. Bozzini joined Workday in 2007 to lead our Services and Operations functions, and currently serves as Executive Vice President, Services. Between 1991 and 1999, Mr. Bozzini held a number of senior management positions at PeopleSoft, including Senior Vice President of Services. Mr. Bozzini received a B.S. in Business Administration from California State University, Chico.

Mark S. Peek has served as our Chief Financial Officer since June 2012, and served as a Director from December 2011 to June 2012. From January 2011 to May 2012, Mr. Peek served as the Chief Financial Officer and Co-President, Business Operations of VMware, Inc., a provider of business infrastructure virtualization solutions. From April 2007 to January 2011, Mr. Peek served as Chief Financial Officer of VMware. From 2000 to 2007, Mr. Peek was Senior Vice President and Chief Accounting Officer at Amazon.com, Inc. Prior to joining Amazon.com, Mr. Peek spent 19 years at Deloitte & Touche LLP, the last 10 years as a partner. Mr. Peek is a director of Trimble Navigation Limited, an advanced positioning systems company. Mr. Peek received a B.S. in Accounting and Business Administration from Minnesota State University.

Michael A. Stankey has served as our President and Chief Operating Officer since September 2009. From October 2007 to September 2009, Mr. Stankey was a Partner with Greylock Partners. From December 2001 until its acquisition by Hewlett-Packard Company in April 2007, Mr. Stankey served as Chairman and Chief Executive Officer of PolyServe Inc., a storage virtualization software company. From 1993 to 2001, Mr. Stankey held a number of senior management positions with PeopleSoft, including Senior Vice President of North American Sales. Mr. Stankey received a Bachelor of Business Administration from the University of Wisconsin, Eau Claire.

Other Executive Management

Petros Dermetzis joined Workday in 2005 to lead our Development function, and currently serves as our Executive Vice President, Development. From 1993 to 2005, Mr. Dermetzis held a number of key development

and international sales operations positions at PeopleSoft, most recently as General Manager and Group Vice President of Tools & Technology. Mr. Dermetzis received a B.A. in Marketing Engineering from Huddersfield University and an M.S. in Information Management from Lancaster University in the United Kingdom.

Michael L. Frandsen joined Workday in 2010 to lead our Products function, and currently serves as our Executive Vice President, Products. From January 2008 to December 2008, Mr. Frandsen served as Chief Executive Officer at Potenco, Inc. a developer of hand-held micro-generators. From November 2006 to July 2007, Mr. Frandsen served as Senior Vice President, Product Management and Strategy at DemandTec, Inc., a SaaS marketing and merchandising optimization solutions company. From 1995 to 2002, Mr. Frandsen held a number of key leadership roles at PeopleSoft, including general manager of supply chain management. Mr. Frandsen received a B.S. in Business from the University of Colorado at Boulder.

Ashley D. Goldsmith has served as our Chief Human Resources Officer (CHRO) since September 2013. From 2010 to 2013, Ms. Goldsmith served as CHRO and Executive Vice President at Polycom, Inc., a standards-based unified communication and collaboration company. From 2008 to 2010, Ms. Goldsmith was Senior Vice President of Human Resources, corporate communications, and environmental health and safety for the Tissue Diagnostics Division of F. Hoffmann-La Roche AG, a global healthcare company. Ms. Goldsmith has also served as CHRO at Ventana Medical Systems from 2007 to 2008, and held a number of human resources roles at The Home Depot from 1995 to 2007. Ms. Goldsmith holds an M.B.A. from the Kellogg School of Management at Northwestern University, an M.S. in human resource development from Georgia State University, and a B.S. in psychology from Vanderbilt University.

James P. Shaughnessy joined Workday in August 2011 and serves as our Senior Vice President, General Counsel and Secretary. From June 2007 to August 2011, Mr. Shaughnessy was Senior Vice President, Chief Administrative Officer and General Counsel of Orbitz Worldwide, Inc., a global online travel company. Mr. Shaughnessy served as Senior Vice President, General Counsel and Secretary of PeopleSoft in 2004. Prior to 2007, Mr. Shaughnessy also served as Senior Vice President and General Counsel of Lenovo Group Ltd. and in senior legal positions with Hewlett-Packard Company, Compaq Computer Company and Digital Equipment Corporation. Mr. Shaughnessy received a B.S. in Political Science from Northern Michigan University and a J.D. and a Masters of Public Policy from the University of Michigan.

Stanley A. Swete has served as our Chief Technology Officer since February 2007. From April 2005 to February 2007, Mr. Swete served as our Vice President of Products and Technology. From 1992 to 2002 and in 2004, Mr. Swete held a number of key leadership roles at PeopleSoft, including head of the products and technology organization. He was also manager of tools development, general manager of financial applications, general manager of CRM, and was responsible for the initial release of PeopleSoft's Internet architecture. Mr. Swete received a B.S. and M.S. in Industrial Engineering from Stanford University.

Philip Wilmington joined Workday in February 2015 as Executive Vice President, Worldwide Sales. From September 2012 to February 2015, Mr. Wilmington was President and Chief Operating Officer at Tidemark Systems, Inc., a business planning and analytics company, and from 2011 to 2012, he was Tidemark's Executive Chairman. Mr. Wilmington served as the Chief Executive Officer of OutlookSoft Corporation, an analytics company, from 2005 to 2007. Prior to OutlookSoft, Mr. Wilmington served in a number of senior leadership positions at PeopleSoft from 1992 to 2004, including as co-President. He received a B.S. in Marketing from Bradley University, where he is currently a member of the board of trustees.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis provides an overview of the material components of our executive compensation program during fiscal 2015 for:

- Aneel Bhusri, our Chief Executive Officer and Director;
- David A. Duffield, our Chairman of the Board of Directors;
- James J. Bozzini, our Executive Vice President, Services;
- Mark S. Peek, our Chief Financial Officer; and
- Michael A. Stankey, our President and Chief Operating Officer.

We refer to these executive officers collectively in this Compensation Discussion and Analysis and the accompanying compensation tables as our named executive officers (NEOs). The compensation provided to our NEOs for fiscal 2015 is set forth in detail in the Summary Compensation Table and other tables that follow this section, as well as the accompanying footnotes and narrative discussions relating to those tables. This section also discusses our executive compensation philosophy, objectives and design; how and why the Compensation Committee of our Board of Directors (the Compensation Committee) arrived at the specific compensation policies and decisions involving our executive team, including our NEOs, during fiscal 2015; the role of Compensia, our outside compensation consultant; and the peer group used in evaluating executive officer compensation.

Executive Summary

Fiscal 2015 Financial and Business Highlights

We provide enterprise cloud applications for financial management, human capital management (HCM) and analytics. We offer Workday applications to our customers on an enterprise-wide subscription basis, typically with three-year terms and with subscription fees based on the size and nature of the customer's workforce.

In fiscal 2015, we achieved significant financial and operational results:

- We increased our revenues from \$469 million in fiscal 2014 to \$788 million in fiscal 2015;
- We increased our operating cash flows from \$46 million in fiscal 2014 to \$102 million in fiscal 2015;
- We substantially increased our number of customers;
- We issued two new updates to the Workday platform with hundreds of new features;
- We announced Workday Insight Applications, a new suite of applications that uses advanced data science and machine learning algorithms to help customers make smarter financial and workforce decisions;
- We continued our momentum in Workday Financial Management, surpassing the 100-customer milestone in September, and introducing Composite Reporting to address the finance needs of large organizations;
- We announced the availability of Workday Recruiting, a new application that is unified with Workday HCM to redefine the way today's hiring teams find, engage, and select the best internal and external candidates for open positions;
- Our U.S. customer conference, Workday Rising, brought together a record number of attendees for education and collaboration, and we hosted our first ever Workday Rising Europe;
- We maintained 97% customer satisfaction ratings; and
- We were named a "Top Workplace in the Bay Area" and a "Best Place to Work in the Bay Area" for large companies in two different media surveys.

Executive Compensation Philosophy, Objectives and Design

Philosophy

We operate in a highly competitive and rapidly evolving market, and we expect competition among companies in our market to continue to increase. Our ability to compete and succeed in this environment is directly correlated to our ability to recruit, incentivize and retain talented individuals in the areas of product development, sales, marketing, services and general and administrative functions. The market for skilled personnel in the software industry is very competitive. Our compensation philosophy is designed to establish and maintain a compensation program that attracts and rewards talented individuals who possess the skills necessary to create long-term value for our stockholders, expand our business and assist in the achievement of our strategic goals.

In fiscal 2015, our Compensation Committee reviewed and assessed our compensation philosophy, which is intended to promote Workday's core values. The Compensation Committee believes that a great work environment, substantial employee ownership and meaningful pay and benefits support a winning team, company and workplace. Further, our compensation is designed to be focused on ownership, innovation and results and to be fair and flexible. Accordingly, key elements of our total rewards philosophy include the following:

Focus on ownership: We believe that all of our employees should share in the ownership of Workday, and therefore, equity compensation is a larger part of total rewards than the market norm.

Focus on innovation and results: We reward results, while recognizing market-based differences between functions. The development of great products is the life-blood of the company, and the compensation structure for product developers is weighted toward long-term compensation in support of longer-term objectives. In contrast, sales compensation is weighted toward variable short-term compensation in accordance with market practices and to promote revenue growth.

Fair and flexible: The Compensation Committee recognizes the importance of providing fair rewards for employee contributions. We seek to provide target total direct compensation (salary, bonus and equity) that is at or above market norms, and to provide parity and consistency within functions. We also believe in adhering to budgets, ensuring transparency and promoting understanding of our compensation philosophy and practices by employees, while at the same time retaining the flexibility needed to promote employee acquisition and retention.

Objectives

Consistent with our compensation philosophy, the primary goals of our executive compensation programs are to:

- Provide competitive compensation to recruit, retain and motivate top talent;
- Align the interests of our executive officers and stockholders through the use of equity awards; and
- Motivate and reward behavior consistent with our goals and performance objectives.

The Compensation Committee reviews our compensation structure periodically as needed to focus on different business objectives, and reviews our compensation program at least annually.

Design

Our executive compensation program has been heavily weighted towards equity. The Compensation Committee believes that compensation in the form of equity helps to align the interests of our executive officers with the long-term interests of our stockholders by driving achievement of our strategic and financial goals. We use restricted stock units (RSUs) as our primary equity vehicle for our executive officers, including our NEOs. We believe that RSU awards can align the interests of employees with stockholders and provide a longer-term focus through a multi-year vesting schedule, while managing dilution to existing investors and providing greater transparency and predictability to our executive officers in the value of their compensation. To maintain a competitive compensation program, we also offer cash compensation in the form of base salaries and, to a lesser extent, semi-annual cash bonuses. Historically, our cash compensation has been low relative to companies in our

peer group, and bonus opportunities have not been uniformly applied to all executives, resulting in total cash compensation for our executive officers that is typically at or below the 25th percentile of companies in our peer group. We do not benchmark to this percentile, but use the peer group information for general guidance only.

During fiscal 2015, our Compensation Committee, with the assistance of its compensation consultant, reviewed our executive compensation, including base salaries, bonuses, equity awards, and benefit programs, to ensure that our compensation program promotes stockholder interests and provides appropriate rewards and incentives for our executive officers.

Our Compensation-Setting Process

Pursuant to its charter and in accordance with New York Stock Exchange rules, the Compensation Committee is responsible for reviewing, evaluating, and approving the compensation arrangements of our executive officers and for establishing and maintaining our executive compensation policies and practices. Our Compensation Committee seeks input and receives recommendations from our CEO and other members of our executive team when discussing the performance and compensation of other executive officers. The Compensation Committee also coordinates with our Chief Financial Officer in determining the financial and accounting implications of our compensation programs and hiring decisions. The Compensation Committee is authorized to engage its own independent advisors to provide advice on matters related to executive compensation and general compensation programs. For additional information on the Compensation Committee, see “Committees of the Board of Directors—Compensation Committee” elsewhere in this proxy statement.

The initial compensation arrangements with our executive officers other than our CEO and Chairman were the result of arm’s-length negotiations between us and each individual executive officer at the time of his or her hire. In fiscal 2015, the Compensation Committee and our Board of Directors considered numerous factors in determining whether to make adjustments to the cash and equity compensation of our executive officers, including our NEOs. The Compensation Committee and our Board of Directors reviewed the performance of our executive officers, taking into consideration financial, operational, customer, strategic, product and competitive factors, as well as the succession planning objectives for our various executive officer positions. The Compensation Committee and our Board of Directors also reviewed a study by Compensia regarding the compensation of executives at the companies in our compensation peer group. However, as noted above, we do not benchmark the compensation levels of our executive officers to our compensation peer group. Except with respect to our CEO’s and Chairman’s compensation, our CEO made recommendations to the Compensation Committee regarding the compensation for our executive officers, which was also taken into account by the Compensation Committee in making its decisions regarding executive compensation. Our CEO and Chairman were not present for the Board discussions of our Board of Directors regarding their performance and compensation. Following deliberation, the Compensation Committee made adjustments to the bonuses payable to certain of our NEOs, and granted RSU awards to our NEOs, as described below and in the Summary Compensation Table.

Role of Human Resources team

The role of our Human Resources team and management is to design our executive compensation programs, policies and governance and make recommendations to the Compensation Committee regarding these matters. Management is responsible for, among other things:

- Reviewing the effectiveness of the compensation programs, including competitiveness and alignment with Workday’s objectives;
- Recommending changes to compensation programs, as may be required, to ensure achievement of all program objectives;
- Recommending base salaries, bonuses and other awards for our executive officers, including our NEOs other than the CEO and Chairman; and
- Reviewing and making recommendations with respect to the adoption and approval of, or amendments to, company-wide incentive compensation plans.

Role of Compensation Consultant

The Compensation Committee has retained Compensia to advise on our executive compensation programs and practices and our executive compensation decisions given its expertise in the technology industry and its knowledge of our peer companies. During fiscal 2015, Compensia provided the following services as requested by the Compensation Committee:

- Assisted in the development of the compensation peer group we use to understand market competitive compensation practices;
- Reviewed and assessed our compensation practices and the cash and equity compensation levels of our executive officers, including our NEOs, and the members of our Board of Directors;
- Reviewed and assessed our current compensation programs to determine any changes that may need to be implemented in order to remain competitive with the market; and
- Advised on the development of our executive bonus program and equity grant guidelines.

All other analyses related to executive compensation for fiscal 2015 were conducted internally. Internal analyses included gathering and analyzing data, and reviewing and advising on principal aspects of executive compensation. Base salaries, equity awards, and bonuses for our executive officers were among the items reviewed based on market data provided by Compensia.

The total fees paid to Compensia for fiscal 2015 were \$110,667. During fiscal 2015, the Compensation Committee reviewed the fees provided to Compensia relative to Compensia's revenues, the services provided by Compensia to the Compensation Committee, the relationships between Compensia and its consultants and our executive officers, and other factors relating to Compensia's independence, and concluded that Compensia is independent within the meaning of the listing standards of The New York Stock Exchange and that its engagement did not present any conflict of interest.

Compensation Peer Group

Our Compensation Committee determined to use the following peer group of companies (which are the same as the peer group used in the prior fiscal year) that are in applications software, systems software, or internet software and services, with similar revenues, significant revenue growth and mid-level market capitalization:

Ariba, Inc.	NetSuite, Inc.
Aruba Networks, Inc.	Palo Alto Networks, Inc.
athenahealth, Inc.	Qlik Technologies Inc.
Aspen Technology, Inc.	RealPage, Inc.
CommVault Systems, Inc.	ServiceNow, Inc.
Concur Technologies, Inc.	SolarWinds, Inc.
CoStar Group, Inc.	Sourcefire, Inc.
Fortinet, Inc.	Splunk Inc.
Fusion-io Inc.	The Ultimate Software Group, Inc.
Guidewire Software, Inc.	

While the Compensation Committee and our Board of Directors consider the compensation levels of the executives at the companies in our compensation peer group to provide a general understanding of market practices among similar companies, we do not benchmark or specifically set compensation levels based on the percentile levels reflected by the compensation peer group.

Elements of Our Executive Compensation Program

The key elements of our executive compensation program include base salary, semi-annual cash bonuses, equity-based awards, and welfare and health programs. Except with respect to target semi-annual cash bonuses, which typically are expressed as a pre-determined percentage of each executive officer's base salary, we do not use specific formulas or weightings in determining the allocation of the various pay elements. Rather, each executive officer's compensation has been designed to provide a combination of pay elements that are tied to achievement of our short-term and long-term financial and operational objectives. In particular, our use of RSU awards, which generally vest over four years, promote a culture of long-term value creation, while cash bonuses are payable based upon semi-annual performance. In fiscal 2015, the Compensation Committee conducted its regular annual review of our executive compensation program, including an evaluation of competitive market practices; conducted annual performance reviews for our executive officers; made adjustments to our executive officers' base salaries and target annual bonus opportunities as needed; and made annual equity awards. Following deliberation and consideration of the factors discussed below, our Board of Directors and Compensation Committee determined that equity awards should continue to be a significant portion of executive compensation, and that cash compensation (including salary and bonuses) should remain lower relative to market norms.

Base Salary

We offer base salaries that are intended to provide a stable level of fixed compensation to our executive officers, including our NEOs, for performance of their day-to-day responsibilities. Our CEO and Chairman each received a base salary of \$33,280 upon the commencement of their employment, which has not changed since that time. Other than our CEO and Chairman, each executive officer's base salary was established as the result of arm's-length negotiation with the individual at the time of his or her initial hiring. Base salaries for our executive officers are reviewed annually to determine whether an adjustment is warranted or required. In fiscal 2015, the Compensation Committee reviewed the base salaries of our executive officers, including our NEOs, after considering a compensation analysis performed by Compensia, and determined to maintain their annual base salaries at their fiscal 2014 levels.

The base salaries paid to our NEOs during fiscal 2015 are set forth in the Summary Compensation Table below.

Annual Cash Bonuses

Historically, our CEO and Chairman have not participated in an annual cash bonus plan, other than the company-wide bonus plan that is available to all employees. Our executive officers other than the CEO and Chairman are eligible to participate in a semi-annual cash bonus plan available to key employees. The target annual bonus opportunity of each of the NEOs other than the CEO and Chairman is equal to 50% of his or her base salary. Because of our emphasis on equity-based compensation, annual bonuses are not intended to constitute a material amount of the total compensation for our NEOs. While in the past, annual cash bonuses were awarded based on a combination of company-wide performance objectives and individual performance objectives, beginning in the second half of fiscal 2015, we revised the bonus payment structure so that the performance objectives for our executive officers would not have specific targets associated with them, and our Compensation Committee has complete discretion to determine the amount of bonus for each performance period.

The NEOs' discretionary performance objectives for fiscal 2015 generally required contributions to: 1) performance relative to their individual and organizational goals; 2) contributions to achievement of corporate goals; 3) contributions to achievement of financial goals; and 4) evaluation of their leadership, with corporate and financial goals being prioritized in the first of fiscal 2015. The Compensation Committee reviewed the performance of the company and the individual NEOs, and determined that a total of \$185,500 would be paid to the named executive officers for the first half of fiscal 2015, and a total of \$171,680 would be paid to the named executive officers for the second half of fiscal 2015. The bonuses paid to our NEOs for fiscal 2015 are set forth in the Summary Compensation Table below.

Equity-Based Awards

The majority of the target total direct compensation of our executive officers, including our NEOs, is provided through time-based equity awards. We make annual equity grants to our executive officers in order to effectively align their interests with those of our stockholders and ensure appropriate incentives are in place to promote a focus on our long-term strategic and financial objectives. The sizes of these awards are not determined based on a specific formula, but rather through the exercise of the Compensation Committee's judgment after considering the performance of the executive officers, the recommendations of our CEO (except with respect to his awards or awards for the Chairman), the appropriate level of compensation for the position, the need to hire or retain an individual in a particular position, the current unvested equity held by such individuals, and the perceived retentive value of the proposed awards. In addition, the Compensation Committee reviews and considers the equity awards granted to the executives at the companies in the compensation peer group, although it does not specifically benchmark to those companies.

As discussed above, our equity awards generally take the form of RSU awards with a four-year time-based vesting schedule. The Compensation Committee believes that these RSU awards serve as an effective retention tool for our executive officers, because unvested awards are generally forfeited if an executive officer voluntarily leaves us before the awards have vested. While we have not granted to our executive officers RSU awards with specific performance-based vesting, the Compensation Committee believes that time-based RSU awards encourage completion of our long-term objectives. Many of our executive officers joined us prior to our initial public offering and therefore have experienced significant appreciation in the value of their pre-IPO equity awards. The Compensation Committee reviewed the size and vesting schedule for the remaining unvested portion of all outstanding equity awards held by our executive officers, including our NEOs, and agreed with the recommendations of our CEO that the existing equity awards appropriately satisfied our motivation and retention goals for the near-term future for each individual. Accordingly, the additional equity awards granted to our NEOs in fiscal 2015 begin vesting on July 15, 2016, after a significant portion of each such executive officer's currently outstanding equity awards have vested. The Compensation Committee believes that this deferred vesting schedule provides the NEOs with long-term incentives, makes the RSU awards more valuable for retaining our executive officers and reflects our emphasis on our long-term success. The RSU awards granted to our NEOs in fiscal 2015 were as follows:

<u>Named Executive Officer</u>	<u>Number of Shares Subject to Restricted Stock Unit Award⁽¹⁾</u>	<u>Value of Restricted Stock Unit Award on the Date of Grant⁽²⁾</u>
Aneel Bhusri	104,607	\$8,139,471
David A. Duffield	46,492	3,617,543
James J. Bozzini	46,492	3,617,543
Mark S. Peek	69,738	5,426,314
Michael A. Stankey	92,984	7,235,085

- (1) These RSU awards are subject to quarterly vesting based on continued service over four years, with a deferred vesting start date of July 15, 2016, after which the awards vest in equal installments over the next eight quarters.
- (2) The amounts reported represent the grant date fair value of the RSU awards without regards to forfeitures as computed in accordance with Financial Accounting Standards Board, Accounting Standards Codification Section 718 (ASC 718). These amounts do not reflect the actual economic value that may ultimately be realized by the NEOs.

The size of these awards was determined by the Compensation Committee based on its collective judgment and after considering the following factors:

- each executive officer's individual performance, including financial, operational, customer, strategic, product and competitive factors;
- the size and vesting schedule of outstanding and unvested equity awards;

- the level of each executive officer’s target total cash compensation (base salary plus target annual cash bonus opportunity), which is generally lower than the cash compensation for executives with similar responsibilities at companies in the compensation peer group; and
- the recommendations of the CEO (except with respect to his award or the award for the Chairman).

In determining RSU awards for our CEO and Chairman, the Compensation Committee considered their relative roles and responsibilities. While Mr. Bhusri and Mr. Duffield are both responsible for providing our overall executive leadership, which includes leading our employees as well as representing Workday publicly with customers, prospects and other key constituencies, Mr. Bhusri is also responsible for our overall strategic direction and operating results, and also serves as a member of our Board of Directors. Mr. Duffield serves as Chairman of our Board of Directors and also focuses on the Education and Government portion of the business and the development and launch of our Student initiative. In recognition of these differences, the Compensation Committee decided it was appropriate to make a relatively higher RSU award to Mr. Bhusri than Mr. Duffield.

The equity awards granted to our NEOs for fiscal 2015 are set forth in the Summary Compensation Table and the Grants of Plan-Based Awards Table below.

Hart-Scott-Rodino Filing Fees

The Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended (the “HSR Act”), requires that at any time certain individuals hold more than a certain amount of value in our stock, those individuals generally must make a filing under the HSR Act, unless an exception applies. Mr. Bhusri has been granted stock options, RSUs and a restricted stock award by the Board of Directors or its Compensation Committee in order to retain, incentivize and reward Mr. Bhusri’s service to us in keeping with our executive compensation program objectives. Mr. Bhusri’s total holdings placed him above certain HSR Act filing thresholds. After consideration, the Compensation Committee approved Workday’s direct payment to the government of the HSR Act filing fee that otherwise would have been payable by Mr. Bhusri, given that the filing was triggered by his equity ownership in Workday, and the Committee believes that his decision to maintain a significant equity ownership in Workday will continue to foster retention and long-term stockholder value alignment.

Benefits Programs

Our employee benefit programs, including our 401(k) plan, employee stock purchase plan, and health, and welfare programs, are designed to provide a competitive level of benefits to our employees generally, including our executive officers and their families. We adjust our employee benefit programs as needed based upon regular monitoring of applicable laws and practices and the competitive market. Our executive officers are eligible to participate in the same employee benefit plans, and on the same terms and conditions, as all other U.S. full-time employees.

Perquisites and Other Personal Benefits

Currently, we do not view perquisites or other personal benefits as a significant component of our executive compensation program. Accordingly, we do not generally provide perquisites to our executive team. In the future, we may provide perquisites or other personal benefits in limited circumstances, such as where we believe it is appropriate to assist an individual executive in the performance of his or her duties, to make our executive team more efficient and effective and for recruitment, motivation or retention purposes. All future practices with respect to perquisites or other personal benefits will be subject to review and approval by the Compensation Committee.

Post-Employment Compensation

In May 2012, we adopted a change in control policy applicable to our executive officers and certain other employees which provides for severance payments and benefits in the event of a termination of employment following a change in control of Workday. In addition, certain of our executive officers have post-employment

compensation arrangements. The Compensation Committee determined that these arrangements and policy were both competitively reasonable and necessary to recruit and retain key executives. The material terms of these post-employment payments to named executive officers are set forth in “Potential Payments upon Termination or Change in Control” below. We do not provide for single trigger acceleration following a Change of Control and do not provide tax gross-ups.

Other Compensation Policies

Executive Officer Recoupment Policy

In fiscal 2014, the Compensation Committee adopted a policy that provides for the recovery of all or any portion of an executive officer’s incentive-based compensation in the event that we restate our financial results as a result of fraud by such executive officer, and the compensation earned by the executive officer was based on achieving financial results in excess of what could have been earned by the executive officer based on the restated financial results, in all cases as determined by the Board of Directors. The recovery period extends up to three years prior to the date of the restatement, for periods after the effective date of the policy.

Equity Awards Grant Policy

The Compensation Committee has adopted a policy governing equity awards that are granted to our executive officers and employees and members of our Board of Directors. This policy provides that equity awards will be granted either by our Board of Directors or the Compensation Committee at a meeting or by unanimous written consent, subject to equity award guidelines adopted by our Board of Directors, and provides that the CEO and CFO may make awards to non-executive employees within prescribed limits. Generally, new hire awards will be effective on the 15th day of the month following commencement of employment, and refresh, promotion and discretionary awards will be effective on the 15th day of the second month of the fiscal quarter, or April 15 with respect to annual refresh grants, unless otherwise approved by counsel. The exercise price of all stock options and stock appreciation rights must be equal to or greater than the fair market value of our common stock, as defined in the 2012 Equity Incentive Plan, on the date of grant.

Derivatives Trading and Hedging Policy

Our Policy on Trading in Securities prohibits the trading of derivatives or the hedging of our equity securities by our employees, including our executive officers and members of our Board of Directors.

Policy regarding 10b5-1 Plans for Directors and Executive Officers

Generally, our Policy on Trading in Securities requires our executive officers and members of our Board of Directors to adopt plans in accordance with Exchange Act Rule 10b5-1 for sales of securities which they beneficially own, and provides that such individuals may not trade in our equity securities during “blackout” periods.

Stock Ownership Guidelines

We maintain Stock Ownership Guidelines that require our CEO and Chairman of our Board of Directors to own and hold shares of our stock with a value equal or greater than five times their annual base salaries, our other executive officers to own and hold shares of our stock with a value equal or greater than three times their annual base salaries, and members of our Board of Directors to own and hold shares of our stock with a value equal or greater than \$1 million. Under this policy, this ownership requirement may be satisfied by ownership of shares of either our Class A or Class B Common Stock, vested RSUs, and any other shares of our equity securities held by affiliates or family members in which the individual holds a beneficial interest.

Compensation Policies and Practices as they relate to Risk Management

The Compensation Committee has reviewed our executive and employee compensation programs, and does not believe that our compensation policies and practices encourage undue or inappropriate risk taking or create risks that are reasonably likely to have a material adverse effect on us. The reasons for the Compensation Committee's determination include the following:

- We structure our compensation program to consist of both fixed and variable components. The fixed (or base salary) component of our compensation programs is designed to provide income independent of our stock price performance so that employees will not focus exclusively on stock price performance to the detriment of other important business metrics. The variable (cash bonus and equity) components of our compensation programs are designed to reward both short-term and long-term company performance, which we believe discourages employees from taking actions that focus only on our short-term success. Our RSUs have time-based vesting.
- We maintain internal controls over the measurement and calculation of financial information, which are designed to prevent this information from being manipulated by any employee, including our executive officers.
- We do not cap the cash incentive award for our Sales Incentive Plan to provide maximum incentive for our sales force to meet and exceed their revenue objectives. However, we do maintain internal controls over the determination of sales incentive awards.
- Our employees of Workday are required to comply with our Code of Business Conduct, which covers, among other things, accuracy in keeping financial and business records.
- The Compensation Committee approves the employee annual and new hire equity award guidelines as well as the overall annual equity pool. Any recommended equity awards outside these guidelines require approval by the Compensation Committee.
- A significant portion of the compensation paid to our executive officers and the members of our Board of Directors is in the form of equity, to align their interests with the interests of stockholders.
- We maintain Stock Ownership Guidelines for our executive officers and the members of the Board of Directors to ensure that they retain specified levels of equity in Workday.
- As part of our Policy on Trading in Securities, we prohibit hedging transactions involving our securities so that our executive officers and other employees cannot insulate themselves from the effects of poor stock price performance.
- Our Board of Directors has adopted an Executive Officer Recoupment Policy providing that it may require reimbursement or forfeiture of all or a portion of any cash compensation that was paid to an executive officer based on financial results if a restatement of those results is required and it determines that fraud on the part of the executive officer contributed to the need for the restatement.

Tax and Accounting Considerations

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code (the Code) limits the amount that we may deduct from our federal income taxes for remuneration paid to certain of our executive officers to \$1 million per executive officer per year, unless the remuneration is exempt from this limitation. Section 162(m) provides an exception from this deduction limitation for "qualified performance-based compensation" as well as for the gain recognized by executive officers upon the exercise of qualifying compensatory stock options. Gain from the settlement of RSU awards and bonus payments to the covered executive officers may not be tax deductible. We generally believe the income from the majority of our cash compensation paid will be deductible. In addition, we believe that income from the exercise of stock options will be deductible. However, income from the settlement of RSUs may not be deductible in fiscal 2016 or future years. While our Compensation Committee is mindful of the benefit to

us of the full deductibility of the compensation paid to our executive officers and will consider deductibility when analyzing potential compensation alternatives, the Compensation Committee believes that it should not be constrained by the requirements of Section 162(m) where those requirements would impair flexibility in compensating our executive officers in a manner that can best promote our corporate objectives. Therefore, the Compensation Committee has not adopted a policy that requires that all compensation to be deductible for income tax purposes.

No Tax Reimbursement of Parachute Payments and Deferred Compensation

We did not provide any executive officer, including any NEO, with a “gross-up” or other reimbursement payment for any tax liability that he or she might owe as a result of the application of Sections 280G, 4999, or 409A of the Code during fiscal 2015, and we have not agreed and are not otherwise obligated to provide any NEO with such a “gross-up” or other reimbursement.

Accounting Treatment

We account for stock compensation in accordance with the authoritative guidance set forth in ASC Topic 718, which requires companies to measure and recognize the compensation expense for all share-based awards made to employees and directors, including stock options, RSU awards and shares acquired through our Employee Stock Purchase Plan (ESPP), over the period during which the award recipient is required to perform services in exchange for the award (for executive officers, generally the four-year or five-year vesting period of the award). We estimate the fair value of stock options and shares acquired through our ESPP using the Black-Scholes option pricing model. This calculation is performed for accounting purposes and reported in the compensation tables below.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis included in this proxy statement with management and, based on such review and discussions, the Compensation Committee recommended to our Board of Directors that the Compensation Discussion and Analysis be incorporated by reference in Workday’s Annual Report on Form 10-K for fiscal 2015 and included in this proxy statement. Submitted by the Compensation Committee of our Board of Directors:

George J. Still, Jr. (Chair)
A. George (Skip) Battle
Jerry Yang

SUMMARY COMPENSATION TABLE

The following table provides information concerning all plan and non-plan compensation earned by each of our named executive officers during the fiscal years ended January 31, 2015, January 31, 2014 and January 31, 2013.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary</u>	<u>Bonus⁽¹⁾</u>	<u>Option Awards⁽²⁾</u>	<u>Stock Awards⁽²⁾</u>	<u>All Other Compensation⁽³⁾</u>	<u>Total</u>
Aneel Bhusri Chief Executive Officer	2015	\$ 33,280	\$ —	\$ —	\$ 8,139,471	\$130,416	\$ 8,303,167
	2014	33,280	—	—	9,730,842	3,975	9,768,097
	2013	33,280	1,500	—	12,800,000	640	12,835,420
David A. Duffield Chairman of the Board	2015	33,280	—	—	3,617,543	3,236	3,654,059
	2014	33,280	—	—	4,324,819	3,900	4,361,999
	2013	33,280	1,500	2,408,160	—	2,804	2,445,744
James J. Bozzini Executive Vice President, Services	2015	200,000	104,219	—	3,617,543	20,283	3,942,045
	2014	200,000	81,500	—	4,324,819	3,846	4,610,165
	2013	200,000	46,500	401,360	—	3,846	651,706
Mark S. Peek Chief Financial Officer	2015	275,000	143,301	—	5,426,314	19,964	5,864,579
	2014	266,667	120,250	—	5,946,662	12,813	6,346,392
	2013	145,833	128,504	4,013,600	1,920,000	27,555	6,235,492
Michael A. Stankey President and Chief Operating Officer	2015	275,000	143,301	—	7,235,085	26,752	7,680,138
	2014	275,000	132,750	—	7,568,433	7,272	7,983,455
	2013	275,000	126,500	1,204,080	—	5,288	1,610,868

- (1) Includes \$1,500 cash bonuses paid to all employees under the company-wide bonus plan in the fiscal years ended January 31, 2013 (for all named executive officers) and 2014 (for Messrs. Bozzini, Peek and Stankey). Under such company-wide bonus plan, employees also received one week's additional personal time off (PTO). For Messrs. Bozzini, Peek and Stankey, amounts also include payment of bonuses pursuant to the executive bonus program.
- (2) The amounts reported reflect the grant date fair value of the stock options, restricted stock awards and RSUs granted to the named executive officers as computed in accordance with ASC 718. The fair value of each option grant is estimated based on the fair market value on the date of grant using the Black-Scholes option pricing model. The fair value of each restricted stock award or RSU is measured based on the closing price of our Class A common stock on the date of grant.
- (3) All other compensation consists of payout of accrued PTO in accordance with a change in our PTO policy applicable to all employees, as well as spousal expenses related to attendance at a company-sponsored event for Messrs. Bhusri, Bozzini, Duffield and Stankey. For Mr. Bhusri, this amount also includes \$125,000 for Workday's payment of the fees associated with Mr. Bhusri's HSR Act filing otherwise payable by Mr. Bhusri, as approved by the Compensation Committee in fiscal 2015 and as further described in "Compensation Discussion and Analysis — Compensation Elements — Hart-Scott-Rodino Filing Fees."

Grants of Plan-Based Awards in Fiscal 2015

The following table provides information regarding grants of incentive plan-based awards under our 2012 Equity Incentive Plan and made during the fiscal year ended January 31, 2015 to each of our named executive officers.

Name	Grant Date	Equity Grants ⁽¹⁾	
		All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards ⁽²⁾
Aneel Bhusri	04/15/2014	104,607	\$8,139,471
David A. Duffield	04/15/2014	46,492	3,617,543
James J. Bozzini	04/15/2014	46,492	3,617,543
Mark S. Peek	04/15/2014	69,738	5,426,314
Michael A. Stankey	04/15/2014	92,984	7,235,085

- 1) These RSUs are subject to quarterly vesting based on continued service over four years, with a deferred vesting start date of July 15, 2016, after which the awards vest in equal installments over the next eight quarters.
- 2) These RSUs are shown at their aggregate grant date fair value in accordance with ASC 718. The fair value of each restricted stock award is measured based on the closing price of our Class A common stock on the date of grant.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information regarding each unexercised stock option, restricted shares and RSUs held by our named executive officers as of January 31, 2015.

Name	Grant Date	Option Awards			Stock Awards	
		Number of Securities Underlying Unexercised Options Exercisable ⁽¹⁾⁽²⁾	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested ⁽³⁾
Aneel Bhusri	04/15/2014	—	\$ —	—	104,607	\$ 8,312,072
	08/30/2013	—	—	—	134,163	10,660,592
	05/22/2012	—	—	—	600,000	47,676,000
	11/04/2010	3,200,000	1.30	11/04/2020	—	—
David A. Duffield	04/15/2014	—	—	—	46,492	3,694,254
	08/30/2013	—	—	—	59,628	4,738,041
James J. Bozzini	04/15/2014	—	—	—	46,492	3,694,254
	08/30/2013	—	—	—	59,628	4,738,041
	05/04/2012	50,000	7.05	05/03/2022	—	—
	02/18/2011	200,000	2.30	02/17/2021	—	—
	07/29/2010	52,500	1.00	07/28/2020	—	—
	12/18/2009	200	0.65	12/17/2019	—	—
	10/27/2009	34,000	0.65	10/26/2019	—	—
	03/16/2009	40,000	0.50	03/15/2019	—	—
Mark S. Peek	04/15/2014	—	—	—	69,738	5,541,381
	08/30/2013	—	—	—	81,989	6,514,846
	05/22/2012	—	—	—	75,000	5,959,500
Michael A. Stankey	04/15/2014	—	—	—	92,984	7,388,509
	08/30/2013	—	—	—	104,349	8,291,572
	05/04/2012	150,000	7.05	05/03/2022	—	—
	02/18/2011	675,000	2.30	02/17/2021	—	—
	10/27/2009	1,123,734	0.65	10/26/2019	—	—

- (1) Options vest over a five-year period as follows: 20% of the Class B common stock underlying the options vest on the first anniversary of the vesting start date and thereafter 5% of the Class B common stock underlying the options vest each quarter. Notwithstanding the vesting schedule, these stock options were immediately exercisable in full as of the date of grant, with the underlying shares subject to a lapsing right of repurchase in favor of us at the exercise price.
- (2) In addition, certain of our named executive officers have exercised options, some of which had not yet vested and were therefore subject to a right of repurchase as of January 31, 2015 in the event that their service with Workday terminates, as follows: Mr. Duffield, 754,000 shares subject to a right of repurchase; and Mr. Peek, 310,000 shares subject to a right of repurchase.
- (3) The market value of unvested shares and RSUs is calculated by multiplying the number of unvested shares held by the applicable named executive officer by the closing price of our Class A common stock on January 30, 2015, the last trading day of our fiscal year, which was \$79.46.

Option Exercises and Stock Vested in 2015

The following table summarizes the value realized by our named executive officers on option awards exercised and restricted stock awards vested during the year ended January 31, 2015.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) ⁽¹⁾	Number of Shares Acquired on Vesting(#)	Value Realized on Vesting (\$) ⁽²⁾
Aneel Bhusri			200,000	\$17,417,000
David A. Duffield				
James J. Bozzini	213,511	\$17,905,091		
Mark S. Peek				
Michael A. Stankey	532,860	\$44,649,173		

- (1) The value realized on exercise is calculated as the difference between the fair market value of our Class A common stock on the date of exercise and the applicable exercise price of those options.
- (2) The value realized on vesting is calculated by multiplying the number of shares by the underlying value of the underlying shares on the vesting dates.

401(k) Plan

We maintain a tax-qualified 401(k) retirement plan for all employees who satisfy certain eligibility requirements, including requirements relating to age and length of service. Under our 401(k) plan, employees may elect to defer up to 75% of their eligible compensation subject to applicable annual limits set pursuant to the Code. We intend for the 401(k) plan to qualify, depending on the employee's election, under Code Section 401 so that contributions by employees to the 401(k) plan, and income earned on those contributions, are not taxable to employees until withdrawn from the 401(k) plan, or under Code Section 402A so that contributions by employees to the 401(k) plan are taxable as income, but qualifying withdrawals and income earned on those contributions are not taxable to employees.

Pension Benefits

We do not offer any defined benefit pension plans.

Nonqualified Deferred Compensation

We do not offer any nonqualified deferred compensation plans.

EQUITY COMPENSATION PLAN INFORMATION

Securities Authorized for Issuance Under Equity Compensation Plans

The following table includes information as of January 31, 2015 for equity compensation plans:

<u>Plan Category</u>	<u>Number of Securities to be Issued upon exercise of outstanding options, warrants and rights</u>	<u>Weighted-average exercise price of outstanding options, warrants and rights</u>	<u>Number of Securities Remaining available for future issuance under equity compensation plans</u>
Equity compensation plans approved by security holders	13,501,217	\$4.72	54,664,730 ⁽¹⁾
Equity compensation plans not approved by security holders	3,200,000	1.30	—

(1) Included in this amount are 3,243,149 shares available for future issuance under the 2012 Employee Stock Purchase Plan.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of March 31, 2015, certain information regarding beneficial ownership of our common stock (a) by each person known by us to be the beneficial owner of more than five percent of the outstanding shares of Class A common stock or Class B common stock, (b) by each director and nominee for director, (c) by the named executive officers (as defined in “Executive Compensation” above) and (d) by all of our current executive officers and directors as a group.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of Class A common stock or Class B common stock that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 106,859,081 shares of Class A common stock and 82,588,977 shares of Class B common stock outstanding at March 31, 2015. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, we deemed to be outstanding all shares of common stock subject to options held by that person or entity that are currently exercisable or that will become exercisable, and RSUs that will become vested and settleable, within 60 days of March 31, 2015. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Workday, Inc., 6230 Stoneridge Mall Road, Pleasanton, California 94588.

Name of Beneficial Owner	Shares Beneficially Owned				% Total Voting Power ⁽¹⁾
	Class A		Class B		
	Shares	%	Shares	%	%
Named Executive Officers and Directors:					
David A. Duffield ⁽²⁾	161,743	*	78,725,590	95%	84%
Aneel Bhusri ⁽³⁾	0	*	78,725,590	95%	84%
James J. Bozzini ⁽⁴⁾	117,328	*	334,700	*	*%
Mark S. Peek ⁽⁵⁾	3,075	*	396,420	*	*
Michael A. Stankey ⁽⁶⁾	700	*	1,851,234	2%	2%
A. George (Skip) Battle ⁽⁷⁾	103,356	*	379,623	*	*
Christa Davies ⁽⁸⁾	78,152	*	165,000	*	*
Michael M. McNamara ⁽⁹⁾	197,150	*	180,000	*	*
George J. Still, Jr. ⁽¹⁰⁾	169,757	*	400,784	*	*
Jerry Yang ⁽¹¹⁾	26,970	*	*	*	*
All executive officers and directors as a group (11 persons) ⁽¹²⁾	865,205	1%	82,399,351	100%	88%
5% Stockholders:					
Artisan Partners Limited Partnership and affiliates ⁽¹³⁾	7,024,146	7%	—	*	*
BlackRock, Inc. ⁽¹⁴⁾	5,906,411	6%	—	*	*
Jennison Associates LLC ⁽¹⁵⁾	7,639,245	7%	—	*	*
Morgan Stanley ⁽¹⁶⁾	8,137,042	8%	—	*	*
Prudential Financial Inc. and affiliates ⁽¹⁷⁾	7,643,594	7%	—	*	*
T. Rowe Price Associates, Inc. and affiliates ⁽¹⁸⁾	9,926,847	9%	—	*	*
The Vanguard Group and affiliates ⁽¹⁹⁾	5,885,564	6%	—	*	*

* Less than 1%

- (1) Percentage of total voting power represents voting power with respect to all shares of our Class A and Class B common stock, as a single class. The holders of our Class B common stock are entitled to 10 votes per share, and holders of our Class A common stock are entitled to one vote per share.
- (2) Includes (i) 161,743 shares of Class A common stock held by The David A. Duffield Trust (the Duffield Trust), (ii) 67,481,729 shares of Class B common stock held by the Duffield Trust, including 667,250 shares of Class B common stock which may be repurchased by us at the original exercise price within 60 days of March 31, 2015, and (iii) 11,243,861 shares of Class B common stock subject to a voting agreement entered into by Messrs. Duffield and Bhusri. Mr. Duffield has sole voting and dispositive power with regard to the shares held by the Duffield Trust.

- (3) Includes (i) 7,126,443 shares of Class B common stock held directly by Mr. Bhusri, (ii) 1,000,000 shares of restricted Class B common stock held directly by Mr. Bhusri, (iii) 3,112,418 shares of Class B common stock issuable to Mr. Bhusri pursuant to options exercisable within 60 days of March 31, 2015, (iv) 5,000 shares of Class B common stock held by Mr. Bhusri's minor child, and (v) 67,481,729 shares of Class B common stock subject to a voting agreement entered into by Messrs. Duffield and Bhusri. Mr. Bhusri has voting and dispositive power with regard to the shares held by Mr. Bhusri's minor child.
- (4) Includes (i) 502 shares of Class A common stock held directly by Mr. Bozzini, (ii) 83,595 shares of Class A common stock held by the Bozzini Revocable Trust, (iii) 11,077 shares of Class A common stock held by the Bozzini Irrevocable Trust for the benefit of a minor child, (iv) 11,077 shares of Class A common stock held by the Bozzini Irrevocable Trust for the benefit of a minor child, (v) 11,077 shares of Class A common stock held by the Bozzini Irrevocable Trust for the benefit of a minor child, and (vi) 334,700 shares of Class B common stock issuable to Mr. Bozzini pursuant to options exercisable within 60 days of March 31, 2015.
- (5) Includes (i) 3,075 shares of Class A common stock held directly by Mr. Peek, (ii) 328,920 shares of Class B common stock held directly by Mr. Peek, of which 227,500 shares may be repurchased by us at the original exercise price within 60 days of March 31, 2015, and (iii) 67,500 shares of restricted Class B common stock held directly by Mr. Peek, which may be subject to forfeiture within 60 days of March 31, 2015.
- (6) Includes (i) 700 shares of Class A common stock held directly by Mr. Stankey, and (ii) 1,851,234 shares of Class B common stock issuable to Mr. Stankey pursuant to options exercisable within 60 days of March 31, 2015.
- (7) Includes (i) 22,636 Class A shares held directly by Mr. Battle, (ii) 5,720 shares of RSUs held directly by Mr. Battle which will be settled in shares of Class A common stock on the vesting date of May 15, 2015, (iii) 15,000 shares of Class A common stock held by the A. George Battle 2011 Separate Property Trust, (iv) 60,000 shares of Class A common stock held by the Battle Family Foundation, and (v) 379,623 shares of Class B common stock held directly by Mr. Battle, of which 42,000 shares of Class B common stock may be repurchased by us at the original exercise price within 60 days of March 31, 2015. Mr. Battle has voting and dispositive power with regard to the shares held by the A. George Battle 2011 Separate Property Trust and the Battle Family Foundation.
- (8) Includes (i) 72,432 shares of Class A common stock held directly by Ms. Davies, (ii) 5,720 shares of RSUs held directly by Ms. Davies which will be settled in shares of Class A common stock on the vesting date of May 15, 2015, and (iii) 165,000 shares of Class B common stock issuable to Ms. Davies pursuant to options exercisable within 60 days of March 31, 2015.
- (9) Includes (i) 139,402 shares of Class A common stock held directly by Mr. McNamara, (ii) 5,720 shares of restricted stock units held directly by Mr. McNamara which will be settled in shares of Class A common stock on the vesting date of May 15, 2015, (iii) 4,000 shares of Class A common stock held by Mr. McNamara's child, (iv) 48,028 shares of Class A common stock held by Flextronics International USA, Inc. 2005 Senior Executive Deferred Compensation Plan dated June 30, 2005 (Flextronics Trust), and (v) 180,000 shares of Class B common stock issuable to Mr. McNamara pursuant to options exercisable within 60 days of March 31, 2015. Mr. McNamara has voting and dispositive power with regard to the shares held by his child. Mr. McNamara does not have voting and dispositive power with regard to the shares held by the Flextronics Trust.
- (10) Includes (i) 4,402 shares of Class A common stock held directly by Mr. Still, (ii) 6,355 shares of restricted stock units held directly by Mr. Still which will be settled in shares of Class A common stock on the vesting date of May 15, 2015, (iii) 44,000 shares of Class A common stock held by Still Family Partners, a California limited partnership, (iv) 115,000 shares of Class A common stock held by the Still Family Trust, (v) 180,784 shares of Class B common stock held by Still Family Partners, and (vi) 220,000 shares of Class B common stock issuable to Mr. Still pursuant to options exercisable within 60 days of March 31, 2015. Mr. Still has voting and dispositive power with regard to the shares held by Still Family Partners.
- (11) Includes (i) 24,470 shares of Class A common stock held directly by Mr. Yang, and (ii) 2,500 shares of Class A common stock held by the JY Trust. Mr. Yang has voting and dispositive power with regard to the shares held by the JY Trust.
- (12) The total number of shares of Class A common stock includes the shares described in footnotes 2 through 11 above, as well as 6,974 RSUs vesting within 60 days of March 31, 2015 held by an officer who is not a named executive officer. The total number of shares of Class B common stock includes the shares of Class B common stock described in footnotes 2 through 11 above, as well as 37,000 shares of Class B common stock and 109,000 shares of Class B Common Stock issuable pursuant to options exercisable within 60 days of March 31, 2015 held by an officer who is not a named executive officer.
- (13) Based on information contained in a Schedule 13G filed by Artisan Partners Limited Partnership, Artisan Investments GP LLC, Artisan Partners Holdings LP, and Artisan Partners Asset Management Inc. on January 30, 2015, Artisan Partners Limited Partnership has shared voting power over 6,644,462 Class A shares and shared dispositive power over 7,024,146 Class A shares. The filing states that Artisan Partners Limited Partnership is an investment adviser registered under section 203 of the Investment Advisers Act of 1940 and Artisan Holdings is the sole limited partner of Artisan Partners Limited Partnership and the sole member of Artisan Investments; Artisan Investments is the general partner of Artisan Partners Limited Partnership; Artisan Partners Asset Management Inc. is the general partner of Artisan Holdings. Artisan Partners Limited Partnership and its affiliates are located at 875 East Wisconsin Avenue, Suite 800, Milwaukee, Wisconsin 53202.
- (14) Based on information contained in a Schedule 13G filed by BlackRock, Inc. on January 12, 2015, BlackRock, Inc. has sole voting and dispositive power over these shares. BlackRock, Inc. is located at 55 East 52nd Street, New York, New York 10022.
- (15) Based on information contained in Amendment 4 in a Schedule 13G filed by Jennison Associates LLC (Jennison) on February 10, 2015, Jennison has sole voting power over 3,906,835 Class A shares and shared dispositive power over 7,639,245 Class A shares. The filing states that Prudential Financial, Inc. (Prudential) may be deemed the beneficial owner of securities beneficially owned by Jennison and the shares reported by Jennison may also be reported on the 13G filed by Prudential on January 27, 2015, as described in footnote 17 below. Jennison is located at 466 Lexington Ave, New York, New York, 10017.
- (16) Based on information contained in a Schedule 13G filed by Morgan Stanley and Morgan Stanley Investment Management Inc. (MS) on February 12, 2015, MS has sole voting power over 8,028,435 Class A shares and shared dispositive power over 8,137,042 Class A

shares. The filing states that the securities being reported on by Morgan Stanley as a parent holding company are owned, or may be deemed to be beneficially owned, by Morgan Stanley Investment Management Inc., an investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) as amended. Morgan Stanley Investment Management Inc. is a wholly-owned subsidiary of Morgan Stanley. Morgan Stanley is located at 1585 Broadway, New York, New York, 10036 and Morgan Stanley Investment Management Inc. is located at 522 Fifth Avenue, New York, New York, 10036.

- (17) Based on information contained in Amendment 4 to a Schedule 13G filed by Prudential on January 27, 2015, Prudential has sole voting power over 383,267 Class A shares, shared voting power over 3,527,917 Class A shares, sole dispositive power over 383,267 Class A shares and shared dispositive power over 7,260,327 Class A shares. The filing states Prudential may be deemed the beneficial owner of securities beneficially owned by The Prudential Insurance Company of America, Jennison Associates LLC, Prudential Investment Management, Inc. and Quantitative Management Associates LLC. Prudential is located at 751 Broad Street, Newark, New Jersey 07102.
- (18) Based on information contained in Amendment No. 5 to a Schedule 13G filed by T. Rowe Price Associates, Inc. (Price Associates) on March 31, 2015, Price Associates has sole voting power over 3,763,531 Class A shares and sole dispositive power over 9,926,847 Class A shares. These securities are owned by various individual and institutional investors for which Price Associates serves as an investment advisor with power to direct investments and/or sole power to vote the securities. For the purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities. Price Associates is located at 100 E. Pratt Street, Baltimore, Maryland 21202.
- (19) Based on information contained in a Schedule 13G filed by The Vanguard Group (Vanguard) on February 9, 2015, Vanguard has sole voting power over 91,044 Class A shares, sole dispositive power over 5,800,728 Class A shares and shared dispositive power over 84,836 Class A shares. The filing states that Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 56,036 Class A shares or .05% of the Class A common stock as a result of its serving as investment manager of collective trust accounts. In addition, Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard, is the beneficial owner of 63,808 shares or .06% of the common stock as a result of its serving as investment manager of Australian investment offerings. Vanguard is located at 100 Vanguard Blvd., Malvern, Pennsylvania 19355.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended (Exchange Act), requires that our executive officers and directors, and persons who own more than 10% of our common stock, file reports of ownership and changes of ownership with the SEC. Such directors, executive officers and 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

SEC regulations require us to identify in this proxy statement anyone who filed a required report late during the most recent fiscal year. Based on our review of forms we received, or written representations from reporting persons stating that they were not required to file these forms, we believe that during fiscal 2015, all Section 16(a) filing requirements were satisfied on a timely basis.

EMPLOYMENT ARRANGEMENTS AND INDEMNIFICATION AGREEMENTS

James J. Bozzini

We entered into an offer letter agreement with Mr. Bozzini, our Executive Vice President, Services, on December 4, 2008. Pursuant to the offer letter, Mr. Bozzini's initial base salary was established at \$75,000 per year, with an increase to \$150,000 per year commencing February 1, 2007. In addition, On January 19, 2007, in accordance with the terms of his offer letter, Mr. Bozzini was granted a stock option to purchase 200,000 shares of our common stock at an exercise price of \$0.25 per share, which was equal to the fair market value of our common stock on the date the option was granted as determined by our Board of Directors. This option vested according to the 2005 Stock Plan and the related stock option agreement. On May 10, 2007, also in accordance with the terms of his offer letter and based on his performance, Mr. Bozzini was granted an additional stock option to purchase 200,000 shares of our common stock at an exercise price of \$0.25, which was equal to the fair market value of our common stock on the date the option was granted as determined by our Board of Directors. This option vested according to the 2005 Stock Plan and related stock option agreement. Mr. Bozzini's employment is at will and may be terminated at any time, with or without cause. However, Mr. Bozzini will be entitled to participate in our change in control policy that we have adopted. Under this policy, if Mr. Bozzini's employment is terminated for other than "cause" or his voluntary resignation, he will be entitled to receive a severance payment equal to his then current annual base salary and the vesting of 50% of his then unvested equity awards will be accelerated.

Mark S. Peek

We entered into an offer letter agreement with Mr. Peek, our Chief Financial Officer, in April 2012, which was amended in May 2012. Pursuant to the offer letter, Mr. Peek's initial base salary was established at \$250,000 per year. In addition, he received a hiring bonus of \$50,000 and was entitled an annual target bonus of \$100,000 based upon performance against agreed-upon goals. On May 22, 2012, in accordance with the terms of his offer letter, Mr. Peek was granted a stock option to purchase 500,000 shares of our common stock at an exercise price of \$7.05 per share, which was equal to the fair market value of our common stock on the date the option was granted as determined by our Board of Directors, and 150,000 shares of restricted stock. This option and restricted stock vests as to 20% of the shares after 12 months of continuous service, with the balance vesting in equal quarterly installments over the next 16 quarters. Mr. Peek's employment is at will and may be terminated at any time, with or without cause. However, Mr. Peek will be entitled to participate in our change in control policy that we have adopted. Under this policy, if Mr. Peek's employment is terminated for other than "cause" or his voluntary resignation, he will be entitled to receive a severance payment equal to his then current annual base salary and the vesting of 50% of his then unvested equity awards will be accelerated.

Michael A. Stankey

We entered into an offer letter agreement with Mr. Stankey, our President and Chief Operating Officer, on September 4, 2009. Pursuant to the offer letter, Mr. Stankey's initial base salary was established at \$33,280 per year, with an increase to \$275,000 per year commencing January 1, 2010. In addition, Mr. Stankey is eligible to receive an annual target bonus of \$125,000 based on the achievement of mutually agreed-upon objectives. On October 27, 2009, in accordance with the terms of his offer letter, Mr. Stankey was granted a stock option to purchase 2,700,000 shares of our common stock at an exercise price of \$0.65 per share, which was equal to the fair market value of our common stock on the date the option was granted as determined by our Board of Directors. This option vests according to the 2005 Stock Plan and the related stock option agreement. On February 18, 2011, also in accordance with the terms of his offer letter and based on his performance, Mr. Stankey was granted an additional stock option to purchase 675,000 shares of our common stock at an exercise price of \$2.30, which was equal to the fair market value of our common stock on the date the option was granted as determined by our Board of Directors. This option vests according to the 2005 Stock Plan and related stock option agreement. Mr. Stankey's employment is at will and may be terminated at any time, with or without cause. However, Mr. Stankey will be entitled to participate in our change in control policy that we have adopted.

Under this policy, if Mr. Stankey’s employment is terminated for other than “cause” or his voluntary resignation, he will be entitled to receive a severance payment equal to his then current annual base salary and the vesting of 50% of his then unvested equity awards will be accelerated.

Potential Payments upon Termination or Change in Control

In May 2012, we adopted a change in control policy applicable to our executive officers and certain other employees. Under the policy, if any executive officer is terminated for any reason other than cause, death or disability within 12 months after a change in control or the officer voluntarily resigns for good reason within 12 months following a change in control, such officer would be entitled to receive severance benefits. Upon the occurrence of such an event, we have agreed to pay to such officer an amount equal to (i) his then-current annual base salary, and (ii) an estimate of the aggregate monthly benefits premium under COBRA for 12 months. In addition, 50% of the shares underlying all unvested equity awards held by such officer immediately prior to such termination will become vested and exercisable in full.

The following table sets forth quantitative estimates of the benefits that would have accrued to our NEOs pursuant to our change in control policy if their employment had been terminated by us without cause or if they experienced a constructive termination, each within 12 months following a change in control as of January 31, 2015.

Name	Cash Severance	Benefit Continuation	Intrinsic Value of Accelerated Equity Awards		Total
			Restricted Stock Units ⁽¹⁾	Options	
Aneel Bhusri	\$ 33,280	\$ —	\$33,324,332	\$67,217,600 ⁽²⁾	\$100,575,212
David A. Duffield	33,280	19,389	4,216,148	28,948,820 ⁽³⁾	33,217,637
James J. Bozzini	200,000	14,441	4,216,148	4,584,465 ⁽²⁾	9,015,054
Mark S. Peek	275,000	17,441	9,007,864	11,307,550 ⁽³⁾	20,607,855
Michael A. Stankey	275,000	19,389	7,840,040	8,466,750 ⁽²⁾	16,601,179

- (1) The estimated benefit amount of unvested restricted stock units was calculated by multiplying 50% of the number of unvested restricted stock units held by the applicable named executive officer by the closing price of our Class A Common Stock on January 31, 2015, which was \$79.46.
- (2) The estimated benefit amount of unvested options was calculated by multiplying 50% of the number of unvested options subject to acceleration held by the applicable named executive officer by the difference between the closing price of our Class A Common Stock on January 31, 2015, which was \$79.46, and the exercise price of the option.
- (3) Represents early-exercised options. The estimated benefit amount of unvested options was calculated by multiplying 50% of the number of unvested, early-exercised options subject to acceleration held by the applicable named executive officer by the difference between the closing price of our Class A Common Stock on January 31, 2015, which was \$79.46, and the exercise price of the option.

Indemnification arrangements

Our Certificate of Incorporation contains provisions that limit the liability of our directors for monetary damages to the fullest extent permitted by the Delaware General Corporation Law. Consequently, our directors will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for:

- any breach of the director’s duty of loyalty to us or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;

- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- any transaction from which the director derived an improper personal benefit.

Our Certificate of Incorporation and our Bylaws require us to indemnify our directors and officers to the maximum extent not prohibited by the Delaware General Corporation Law and allow us to indemnify other employees and agents as set forth in the Delaware General Corporation Law. Subject to certain limitations, our Bylaws also require us to advance expenses incurred by our directors and officers for the defense of any action for which indemnification is required or permitted.

We have entered, and intend to continue to enter, into separate indemnification agreements with our directors, officers and certain of our key employees, in addition to the indemnification provided for in our Bylaws. These agreements, among other things, require us to indemnify our directors, officers and key employees for certain expenses, including attorneys' fees, judgments, penalties, fines and settlement amounts actually and reasonably incurred by such director, officer or key employee in any action or proceeding arising out of their service to us or any of our subsidiaries or any other company or enterprise to which the person provides services at our request. Subject to certain limitations, our indemnification agreements also require us to advance expenses incurred by our directors, officers and key employees for the defense of any action for which indemnification is required or permitted.

We believe that these charter provisions and indemnification agreements are necessary to attract and retain qualified persons such as directors, officers and key employees. We also maintain directors' and officers' liability insurance.

The limitation of liability and indemnification provisions in our Certificate of Incorporation and Bylaws may discourage stockholders from bringing a lawsuit against our directors and officers for breach of their fiduciary duty. They may also reduce the likelihood of derivative litigation against our directors and officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder's investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against directors and officers as required by these indemnification provisions.

At present, there is no pending litigation or proceeding involving any of our directors or executive officers as to which indemnification is required or permitted, and we are not aware of any threatened litigation or proceeding that may result in a claim for indemnification.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, executive officers or persons controlling us, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

ADDITIONAL INFORMATION

Stockholder Proposals for 2016 Annual Meeting

Any stockholder who wishes to submit a proposal for inclusion in our proxy materials must comply with Rule 14a-8 promulgated under the Exchange Act. For such proposals to be included in our proxy materials relating to our 2016 Annual Meeting of Stockholders, all applicable requirements of Rule 14a-8 must be satisfied and we must receive such proposals no later than December 21, 2015. Such proposals must be delivered to the Secretary of Workday at the address listed on the front page.

Proposals of stockholders that are not eligible for inclusion in the Proxy Statement and proxy for our 2016 Annual Meeting of Stockholders, or that concern one or more nominations for Directors at the meeting, must comply with the procedures, including minimum notice provisions, contained in our Bylaws. Notice must be received by the Secretary of Workday at the address listed on the front page, no earlier than February 18, 2016 and no later than March 20, 2016.

However, if the date of our 2016 Annual Meeting of Stockholders is advanced by more than 30 days prior to, or delayed by more than 60 days after, the one-year anniversary of the date of the previous year's annual meeting, then, for notice to the stockholder to be timely, it must be so received by the Secretary at the address listed on the front page not earlier than the close of business on the 105th day prior to such annual meeting and not later than the close of business on the later of (1) the 75th day prior to such annual meeting, or (2) the tenth day following the day on which public announcement of the date of such annual meeting is first made.

A copy of the pertinent provisions of the Bylaws is available upon request to the Secretary of Workday at the address listed on the front page.

Solicitation of Proxies

We will bear the expense of preparing, printing and distributing proxy materials to our stockholders. In addition to solicitations by mail, there may be incidental personal solicitation at nominal cost by directors, officers, employees or our agents. We will also reimburse brokerage firms and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses in forwarding proxy materials to beneficial owners of our common stock for which they are record holders.

2015 Annual Report

A copy of our 2015 Annual Report, which includes our Annual Report on Form 10-K for the year ended January 31, 2015 and our 2015 proxy statement, each as filed with the SEC, is available, without charge, by mailing a request to Investor Relations, Workday, Inc., 6230 Stoneridge Mall Road, Pleasanton, California 94588. The Annual Report on Form 10-K and proxy statement are also available at the web address shown on the Notice of Annual Meeting of Stockholders and under the "Investor Relations" section on our website at: http://www.workday.com/company/investor_relations.php.

OTHER MATTERS

We know of no other matters that are likely to be brought before the meeting. If, however, other matters that are not now known or determined come before the meeting, the persons named in the enclosed proxy or their substitutes will vote such proxy in accordance with their discretion.

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

Form 10-K

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended January 31, 2015
OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For transition period from _____ to
Commission File Number 001-35680

Workday, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
6230 Stoneridge Mall Road
Pleasanton, California
(Address of principal executive offices)

20-2480422
(I.R.S. Employer
Identification Number)

94588
(Zip Code)

(925) 951-9000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Class A Common Stock, par value \$0.001	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act:
None

Indicate by a check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting and non-voting stock of the Registrant as of July 31, 2014 (based on a closing price of \$83.84 per share) held by non-affiliates was approximately \$9 billion. As of February 28, 2015, there were approximately 189 million shares of the Registrant's Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Information required in response to Part III of Form 10-K (Items 10, 11, 12, 13 and 14) is hereby incorporated by reference to portions of the Registrant's Proxy Statement for the Annual Meeting of Stockholders to be held in 2015. The Proxy Statement will be filed by the Registrant with the Securities and Exchange Commission no later than 120 days after the end of the registrant's fiscal year ended January 31, 2015.

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PART I

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements. All statements contained in this report other than statements of historical fact, including statements regarding our future results of operations and financial position, our business strategy and plans, and our objectives for future operations, are forward-looking statements. The words “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “seek”, and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in the “Risk Factors” section. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this report may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. The events and circumstances reflected in the forward-looking statements may not be achieved or occur. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activities, performance, or achievements. We are under no duty to update any of these forward-looking statements after the date of this report or to conform these statements to actual results or revised expectations.

As used in this report, the terms “Workday,” “Registrant,” “we,” “us,” and “our” mean Workday, Inc. and its subsidiaries unless the context indicates otherwise.

ITEM 1. BUSINESS

Overview

Workday is a leading provider of enterprise cloud applications for finance and human resources. Founded in 2005, Workday delivers financial management, human capital management and analytics applications designed for the world’s largest companies, educational institutions, and government agencies. Hundreds of organizations, ranging from medium-sized businesses to Fortune 50 enterprises, have selected Workday. We achieved this leadership position through our innovative and adaptable technology, focus on the consumer Internet experience and cloud delivery model.

Organizations today operate in environments that are highly complex and changing at an increasing rate. Managers and employees must quickly synthesize vast amounts of information and react to rapid changes in global business and regulatory environments. To be successful, they need highly functional and flexible software that enables informed decision-making about the enterprise-wide allocation of their resources. Additionally, managers and employees expect to interact with enterprise systems in an open, intuitive and collaborative way, including real-time access through a wide range of mobile and computing devices. We believe that legacy, on-premise systems make those interactions difficult, as their user interfaces are not intuitive and were not originally designed for mobility.

Workday is leading the way in helping organizations better manage their financial and human capital resources. As part of our applications, we deliver embedded analytics that capture the content and context of everyday business events, facilitating fast and informed decision-making from wherever users are working. In addition, we provide an intuitive user experience similar to those of leading consumer Internet sites, reducing the time for training on our applications.

Since Workday is delivered in the cloud, organizations can embrace change in their operating environments with support for new regulatory requirements, increased performance and enhancement of the user experience that we deliver through our rapid innovation cycle of frequent functionality-rich feature releases. We currently provide feature releases two times per year as part of the subscription agreement and when the new feature releases are delivered, the prior version is fully replaced. As a result, all Workday customers are on the same version at all times. Feature releases are included in our customers' Workday subscription and are not subject to an additional fee. Workday customers benefit from the most current technologies without the burden of large upgrade costs typically associated with traditional on-premise software.

We deliver our cloud applications using an innovative technology foundation that leverages the most recent advances in cloud computing and data management and allows us to deliver applications that are highly functional, flexible and fast. Our use of a multi-tenant architecture in which customers are on the same version of our software enables innovations to be deployed quickly. In addition, we use objects to represent real-world entities such as employees, benefits, budgets, charts of accounts and organizations, combining business logic and data in one place and creating actionable analytics that are part of our core transactional systems of record. Our use of in memory data management allows rapid and efficient delivery of embedded business intelligence. We also provide open, standards-based web-services application programming interfaces and pre-built packaged integrations and connectors called Cloud Connect. This shift in approach substantially reduces the need for our customers to buy and support a broad range of IT infrastructure, significantly reducing costs and complexity.

Our Applications

Workday Financial Management

Workday Financial Management is a comprehensive, unified application built on a single, global core with a full range of financial capabilities, relevant analytics and metrics, and fully auditable process management built to help manage financial processes for global organizations.

Workday Financial Management provides the core finance functions of general ledger, global accounting, revenue management, accounts payable, employee expense management, and accounts receivable, along with tools to help organizations manage their cash, assets, contracts, grants, expenses, procurement, and support their financial reporting requirements. It also provides management reporting and analysis in real time without the use of complex and expensive bolt-on data warehouses and business intelligence systems.

Workday HCM

Designed for the largest organizations in the world, Workday Human Capital Management (Workday HCM) allows an organization to staff, pay, organize, and develop its global workforce. This unified application includes global human resources management (workforce lifecycle management, organization management, compensation, absence, and employee benefits administration) and global talent management (goal management, performance management, succession planning, and career and development planning). Workday HCM also includes project and work management designed to enable organizations to create, manage and track initiatives, build project plans and utilize project breakdown structures that include phases, tasks, and milestones.

Workday HCM is also unified with Workday Recruiting and Workday Payroll. Workday Recruiting is an end-to-end application that supports the needs of candidates, hiring managers, the interview team, and recruiters. Workday Payroll is a modern payroll application designed to address the full spectrum of enterprise payroll needs and provides control, accuracy and flexibility to support the unique needs of organizations.

Workday Insight Applications

Workday Insight Applications is a suite of applications that leverage advanced data science and machine learning methodologies to help customers make smarter financial and workforce decisions. Each Workday Insight Application is designed to address specific business scenarios by providing insights and surfacing predictions, and is expected to recommend actions that a decision-maker can take. All of these capabilities will be delivered in an intuitive, mobile environment that is unified with the entire Workday system.

Customers

We currently have hundreds of customers, with a focus on large, global organizations. We define a customer as a separate and distinct buying entity, such as a company, an educational or government institution, or a distinct business unit of a large corporation, which has entered into a master subscription agreement with us to access our cloud applications, including customers that are in the process of deploying our applications. While a single customer may have multiple organizations, operating segments or locations, we only include the customer once for this metric. We exclude from our customer count small- to medium-sized business customers who have contracted for our subscription services through our reseller partner.

Our current customer base spans numerous industry categories, including technology, financial services, business services, healthcare and life sciences, manufacturing, consumer and retail, and education and government. No individual customer represented more than 10% of our revenues in the year ended January 31, 2015.

We have built a company culture centered around our customers' success and satisfaction. We have developed several programs designed to provide customers with service options to enhance their experience with our applications. These services include 24x7 support; a professional services ecosystem that consists of our Workday consulting teams and system integrators that are trained on our applications; a Customer Success Management group to assist customers in production; and an online community to facilitate collaboration among customers and with the Workday application development teams.

Employees

As of January 31, 2015, we had approximately 3,750 employees. We also engage contractors and consultants. None of our employees are represented by a labor union. We have not experienced any work stoppages, and we consider our relations with our employees to be very good.

Sales and Marketing

We sell substantially all of our software applications through our direct sales organization. Our direct sales team is composed of inside sales and field sales personnel who are generally organized by geography, account size, and application type.

We generate customer leads, accelerate sales opportunities and build brand awareness through our marketing programs and through our strategic relationships. Our marketing programs target finance and HR executives, technology professionals, and senior business leaders.

As a core part of our strategy, we have developed an ecosystem of partners to both broaden and complement our application offerings and to provide a broad array of services that lie outside of Workday's areas of focus. These relationships include software and technology partners, consulting and implementation services providers, and business process outsourcing (BPO) partners, and enable Workday to address a broader set of problems for our customers while maintaining focus on executing against our strategy.

Product Development

Our ability to compete depends in large part on our continuous commitment to product development and our ability to rapidly introduce new applications, technologies, features and functionality. Our product development organization is responsible for the design, development, testing and certification of our applications. We focus our efforts on developing new applications and core technologies and further enhancing the usability, functionality, reliability, performance, and flexibility of existing applications.

Product development expenses were \$317 million, \$182 million and \$103 million for the years ended January 31, 2015, 2014 and 2013, respectively.

Competition

The overall market for enterprise application software is rapidly evolving, highly competitive, and subject to changing technology, shifting customer needs and frequent introductions of new applications. We currently compete with large, well-established, enterprise application software vendors, such as Oracle Corporation (Oracle) and SAP SE (SAP). Oracle and SAP are established enterprise software companies that have greater name recognition, larger customer bases, much longer operating histories and significantly greater financial, technical, sales, marketing, and other resources than we have and are able to provide comprehensive business applications that are broader in scope than our current suite of applications. We also face competition from other enterprise software vendors and from vendors of specific applications, some of which offer cloud-based solutions. These vendors include The Ultimate Software Group, Inc., Automated Data Processing, Inc., and Infor Global Solutions, amongst others. We also face competition from cloud-based vendors including: providers of applications for HCM and payroll services, such as Ceridian, Inc.; providers of cloud-based expense management applications such as Concur Technologies, Inc., which was acquired by SAP; and providers of financial management applications such as NetSuite, Inc. We may also face competition from a variety of vendors of cloud-based and on-premise software applications that address only a portion of one of our applications. In addition, other cloud companies that provide services in different markets may develop solutions in our target markets, and some potential customers may elect to develop their own internal solutions. However, the domain expertise that is required for a successful solution in the areas of financial management, HCM and analytics may inhibit new entrants that are unable to invest the necessary capital to accurately reflect global requirements and regulations. We expect continued consolidation in our industry that could lead to significantly increased competition.

We believe the principal competitive factors in our market include the following:

- level of customer satisfaction;
- ease of deployment and use of applications;

- breadth and depth of application functionality;
- total cost of ownership;
- brand awareness and reputation;
- modern and adaptive technology platform;
- capability for customization, configurability, integration, security, scalability and reliability of applications;
- ability to innovate and respond to customer needs rapidly;
- domain expertise on HR, payroll and financial regulations;
- size of customer base and level of user adoption;
- customer confidence in financial stability and future viability; and
- ability to integrate with legacy enterprise infrastructures and third-party applications.

We believe that we compete favorably on the basis of these factors. Our ability to remain competitive will largely depend on our ongoing performance in the areas of application development and customer support.

Intellectual Property

We rely on a combination of trade secrets, patents, copyrights, and trademarks, as well as contractual protections, to establish and protect our intellectual property rights. We require our employees, contractors, consultants and other third parties to enter into confidentiality and proprietary rights agreements and control access to software, documentation and other proprietary information. Although we rely on intellectual property rights, including trade secrets, patents, copyrights and trademarks, as well as contractual protections to establish and protect our proprietary rights, we believe that factors such as the technological and creative skills of our personnel, creation of new modules, features and functionality, and frequent enhancements to our applications are more essential to establishing and maintaining our technology leadership position. Our patents begin to expire in 2017.

Despite our efforts to protect our proprietary technology and our intellectual property rights, unauthorized parties may attempt to copy or obtain and use our technology to develop applications with the same functionality as our application. Policing unauthorized use of our technology and intellectual property rights is difficult.

We expect that software and other applications in our industry may be subject to third-party infringement claims as the number of competitors grows and the functionality of applications in different industry segments overlaps. Any of these third parties might make a claim of infringement against us at any time.

Corporate Information

We were incorporated in March 2005 in Nevada, and in June 2012 we reincorporated in Delaware. Our principal executive offices are located at 6230 Stoneridge Mall Road, Pleasanton, California 94588, and our telephone number is (877) WORKDAY. Our website address is www.workday.com. The information on, or that can be accessed through, our website is not part of this report. Workday is our registered trademark in the United States, the European Community and Canada, and the Workday logo, Workday Object Management Server and all of our product names are our trademarks. Other trademarks, service marks, or trade names appearing in this report are the property of their respective owners.

Available Information

We file annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy and information statements and amendments to reports filed or furnished pursuant to Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, as amended. The public may obtain these filings at the Securities and Exchange Commission (SEC)'s Public Reference Room at 100 F Street, NE, Washington, DC 20549 or by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding Workday and other companies that file materials with the SEC electronically. Copies of Workday's reports on Form 10-K, Forms 10-Q and Forms 8-K, may be obtained, free of charge, electronically through our internet website, http://www.workday.com/company/investor_relations/sec_filings.php.

ITEM 1A. RISK FACTORS

Investing in our securities involves a high degree of risk. You should consider carefully the risks and uncertainties described below, together with all of the other information in this report, including the consolidated financial statements and the related notes included elsewhere in this report, before making an investment decision. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that materially and adversely affect our business. If any of the following risks actually occurs, our business operations, financial condition, results of operations, and prospects could be materially and adversely affected. The market price of our securities could decline due to the materialization of these or any other risks, and you could lose part or all of your investment.

Risk Factors Related to Our Business

If our security measures are breached or unauthorized access to customer data is otherwise obtained, our applications may be perceived as not being secure, customers may reduce the use of or stop using our applications and we may incur significant liabilities.

Our applications involve the storage and transmission of our customers' proprietary information, including personal or identifying information regarding their employees, customers and suppliers, as well as their finance and payroll data. As a result, unauthorized or excessive access or security breaches could result in the loss of information, litigation, indemnity obligations and other liabilities. While we have security measures in place designed to protect customer information and prevent data loss and other security breaches, if these measures are breached as a result of third-party action, employee error, malfeasance or otherwise, and someone obtains unauthorized access to our customers' data, our reputation could be damaged, our business may suffer and we could incur significant liabilities. Because the techniques used to obtain unauthorized access or sabotage systems change frequently and generally are not identified until they are launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Any or all of these issues could negatively affect our ability to attract new customers, cause existing customers to elect to terminate or not renew their subscriptions, result in reputational damage, cause us to issue refunds or service credits to customers for prepaid and unused subscription services, or result in lawsuits, regulatory fines or other action or liabilities, which could adversely affect our operating results.

We depend on data centers and computing infrastructure operated by third parties and any disruption in these operations could adversely affect our business.

We host our applications and serve all of our customers from data centers located in Ashburn, Virginia; Lithia Springs, Georgia; Portland, Oregon; Dublin, Ireland; and Amsterdam, the Netherlands. While we control and have access to our servers and all of the components of our network that are located in our external data centers, we do not control the operation of these facilities. The owners of our data center facilities have no obligation to renew their agreements with us on commercially reasonable terms, or at all. If we are unable to renew these agreements on commercially reasonable terms, or if one of our data center operators is acquired, we may be required to transfer our servers and other infrastructure to new data center facilities, and we may incur significant costs and possible service interruption in connection with doing so.

In addition, we rely upon Amazon Web Services (AWS), which provides a distributed computing infrastructure platform for business operations, to operate certain aspects of our services, such as environments for development testing, training and sales demonstrations. Given this, along with the fact that we cannot easily switch our AWS operations to another cloud provider, any disruption of or interference with our use of AWS would impact our operations and our business could be adversely impacted.

Problems faced by our third-party data center operations, with the telecommunications network providers with whom we or they contract, or with the systems by which our telecommunications providers allocate capacity among their customers, including us, or problems faced by AWS, could adversely affect the experience of our customers. Our third-party data center operators could decide to close their facilities without adequate notice. In addition, any financial difficulties, such as bankruptcy, faced by our third-party data center operators or any of the service providers with whom we or they contract may have negative effects on our business, the nature and extent of which are difficult to predict. Additionally, if our data centers or AWS are unable to keep up with our growing needs for capacity, this could have an adverse effect on our business. Any changes in third-party service levels at our data centers or at AWS or any errors, defects, disruptions, or other performance problems with our applications could adversely affect our reputation and may damage our customers' stored files or result in lengthy interruptions in our services. Interruptions in our services might adversely affect our reputation and operating results, cause us to issue refunds or service credits to customers for prepaid and unused subscription services, subject us to potential liabilities, result in contract terminations, or adversely affect our renewal rates.

Furthermore, our financial management application is essential to our customers' financial projections, reporting and compliance programs, particularly customers who are public reporting companies. Any interruption in our service may affect the availability, accuracy or timeliness of these and as a result could damage our reputation, cause our customers to terminate their use of our applications, require us to indemnify our customers against certain losses and prevent us from gaining additional business from current or future customers.

If we fail to manage our technical operations infrastructure, or experience service outages or delays in the deployment of our applications, we may be subject to liabilities and our reputation and operating results may be adversely affected.

We have experienced significant growth in the number of users, transactions and data that our operations infrastructure supports. We seek to maintain sufficient excess capacity in our operations infrastructure to meet the needs of all of our customers. We also seek to maintain excess capacity to facilitate the rapid provision of new customer deployments and the expansion of existing customer deployments. In addition, we need to properly manage our technological operations infrastructure in order to support version control, changes in hardware and software parameters, the evolution of our applications and to reduce infrastructure latency associated with dispersed

geographic locations. However, the provision of new hosting infrastructure requires significant lead time. If we do not accurately predict our infrastructure requirements, our existing customers may experience service outages. If our operations infrastructure fails to scale, customers may experience delays as we seek to obtain additional capacity.

We have experienced, and may in the future experience, system disruptions, outages and other performance problems. These problems may be caused by a variety of factors, including infrastructure changes, human or software errors, viruses, security attacks (internal and external), fraud, spikes in customer usage and denial of service issues. In some instances, we may not be able to identify the cause or causes of these performance problems within an acceptable period of time. Our customer agreements typically provide service level commitments on a monthly basis. If we are unable to meet the stated service level commitments or suffer extended periods of unavailability for our applications, we may be contractually obligated to issue refunds or service credits to customers for prepaid and unused subscription services, or we could face contract terminations. Any extended service outages could result in customer losses, and adversely affect our reputation, revenues and operating results.

Catastrophic events may disrupt our business.

Our corporate headquarters are located in Pleasanton, California and we have data centers located in Ashburn, Virginia; Lithia Springs, Georgia; Portland, Oregon; Sacramento, California; Dublin, Ireland; and Amsterdam, the Netherlands. We also rely on AWS's distributed computing infrastructure platform. The west coast of the United States contains active earthquake zones and the southeast is subject to seasonal hurricanes. Additionally, we rely on our network and third-party infrastructure and enterprise applications, internal technology systems and our website for our development, marketing, operational support, hosted services and sales activities. In the event of a major earthquake, hurricane or catastrophic event such as fire, power loss, telecommunications failure, cyber-attack, war or terrorist attack, we may be unable to continue our operations and may endure system interruptions, reputational harm, delays in our application development, lengthy interruptions in our services, breaches of data security and loss of critical data, all of which could have an adverse effect on our operating results.

Privacy concerns and laws or other domestic or foreign regulations may reduce the effectiveness of our applications and adversely affect our business.

Our customers can use our applications to collect, use and store personal or identifying information regarding their employees, customers and suppliers. National and local governments and agencies in the countries in which our customers operate have adopted, are considering adopting, or may adopt laws and regulations regarding the collection, use, storage and disclosure of personal information obtained from consumers and individuals. These laws are particularly stringent in Europe. If Workday employees fail to adhere to adequate data protection practices around the usage of our customer's personal data, it may damage our reputation and brand. In addition, the affected customers or government authorities could initiate legal or regulatory action against us in connection with such incidents, which could result in significant fines, penalties and liabilities.

The costs of compliance with, and other burdens imposed by, privacy laws and regulations that are applicable to the businesses of our customers may adversely affect our customers' ability and willingness to process, handle, store, use and transmit demographic and personal information of their employees, customers and suppliers, which could limit the use, effectiveness and adoption of our applications and reduce overall demand. Even the perception of privacy concerns, whether or not valid, may inhibit market adoption, effectiveness or use of our applications.

In addition to government activity, privacy advocacy groups and the technology and other industries are considering various new, additional or different self-regulatory standards that may place additional burdens on us. If the processing of personal information were to be curtailed in this manner, our software applications would be less effective, which may reduce demand for our applications and adversely affect our business.

We have experienced rapid growth. If we fail to manage our growth effectively, we may be unable to execute our business plan, maintain high levels of service and operational controls or adequately address competitive challenges.

We have experienced, and are continuing to experience, a period of rapid growth in our customers, headcount and operations. In particular, we grew from approximately 300 employees as of December 31, 2008 to approximately 3,750 employees as of January 31, 2015, and have also significantly increased the size of our customer base. We anticipate that we will significantly expand our operations and headcount in the near term, and will continue to expand our customer base. This growth has placed, and future growth will place, a significant strain on our management, general and administrative resources and operational infrastructure. Our success will depend in part on our ability to manage this growth effectively and to scale our operations. To manage the expected growth of our operations and personnel, we will need to continue to improve our operational, financial and management controls and our reporting systems and procedures. As we continue to grow, we also need to ensure that our policies and procedures evolve to reflect our current operations and are appropriately communicated to and observed by employees, and that we appropriately manage our corporate information assets, including confidential and proprietary information. Failure to effectively manage growth could result in difficulty or delays in deploying customers, declines in quality or customer satisfaction, increases in costs, difficulties in introducing new features or other operational difficulties, and any of these difficulties could adversely impact our business performance and results of operations.

We depend on our senior management team and the loss of one or more key employees could adversely affect our business.

Our success depends largely upon the continued services of our executive officers. We also rely on our leadership team in the areas of product development, marketing, sales, services and general and administrative functions, and on mission-critical individual contributors in product development. From time to time, there may be changes in our executive management team resulting from the hiring or departure of executives, which could disrupt our business. We do not have employment agreements with our executive officers or other key personnel that require them to continue to work for us for any specified period and, therefore, they could terminate their employment with us at any time. The loss of one or more of our executive officers or key employees and any failure to develop an appropriate succession plan for these persons could have a serious adverse effect on our business.

An inability to attract and retain highly skilled employees could adversely affect our business and our future growth prospects.

To execute our growth plan, we must attract and retain highly qualified personnel, and our managers must be successful in hiring employees who are a good cultural fit and have the competencies to succeed at Workday. Competition for these personnel is intense, especially for engineers with high levels of experience in designing and developing software and Internet-related services and senior sales executives. From time to time, we have experienced, and we expect to continue to experience, difficulty in hiring and retaining employees with appropriate qualifications, and may not be able to fill positions in desired geographic areas or at all.

Many of the companies with which we compete for experienced personnel have greater resources than we have and some of these companies may offer greater compensation packages. Particularly in the San Francisco Bay Area, job candidates and existing employees carefully consider the value of the stock awards they receive in connection with their employment. If the perceived value of our stock awards declines, or if the mix of equity and cash compensation that we offer is unattractive, it may adversely affect our ability to recruit and retain highly skilled employees. Job candidates may also be threatened with legal action by their existing employers if we hire them, which could have a chilling effect on hiring and result in a diversion of our time and resources. We must also continue to retain and motivate existing employees through our compensation practices, company culture and career development opportunities. If we fail to attract new personnel or to retain our current personnel, our business and future growth prospects could be adversely affected.

If we cannot maintain our corporate culture, we could lose the innovation, teamwork and passion that we believe contribute to our success, and our business may be harmed.

We believe that a critical component of our success has been our corporate culture, as reflected in our core values: employees, customer service, innovation, integrity and fun. We have invested substantial time and resources in building our team. As we continue to grow and develop the infrastructure associated with being a public company, we will need to maintain our corporate culture among a larger number of employees. Any failure to preserve our culture could negatively affect our future success, including our ability to retain and recruit personnel and to effectively focus on and pursue our corporate objectives.

The markets in which we participate are intensely competitive, and if we do not compete effectively, our operating results could be adversely affected.

The markets for financial management and HCM applications are highly competitive, with relatively low barriers to entry for some applications or services. Our primary competitors are SAP and Oracle, well-established providers of financial management and HCM applications, which have long-standing relationships with many customers. Some customers may be hesitant to switch vendors or to adopt cloud applications such as ours, and prefer to maintain their existing relationships with competitors. SAP and Oracle are larger and have greater name recognition, much longer operating histories, larger marketing budgets and significantly greater resources than we do. These vendors, as well as other competitors, could offer financial management and HCM applications on a standalone basis at a low price or bundled as part of a larger product sale. In order to take advantage of customer demand for cloud applications, legacy vendors are expanding their cloud applications through acquisitions, strategic alliances and organic development. Legacy vendors may also seek to partner with other leading cloud providers, such as the alliance between Oracle and Salesforce.com. We also face competition from custom-built software vendors and from vendors of specific applications, some of which offer cloud-based solutions. These vendors include, without limitation: The Ultimate Software Group, Inc., Automatic Data Processing and Infor Global Solutions. We also face competition from cloud-based vendors including providers of applications for HCM and payroll services such as Ceridian; providers of cloud-based expense management applications such as Concur Technologies, Inc. (which was acquired by SAP); and providers of financial management applications such as NetSuite, Inc. We may also face competition from a variety of vendors of cloud-based and on-premise software applications that address only a portion of one of our applications. In addition, other companies that provide cloud applications in different target markets may develop applications or acquire companies that operate in our target markets, and some potential customers may elect to develop their own internal applications. With the introduction of new technologies and market entrants, we expect this competition to intensify in the future.

Many of our competitors are able to devote greater resources to the development, promotion and sale of their products and services. Furthermore, our current or potential competitors may be acquired by third parties with greater available resources and the ability to initiate or withstand substantial price competition. In addition, many of our competitors have established marketing relationships, access to larger customer bases and major distribution agreements with consultants, system integrators and resellers. Our competitors may also establish cooperative relationships among themselves or with third parties that may further enhance their product offerings or resources. If our competitors' products, services or technologies become more accepted than our applications, if they are successful in bringing their products or services to market earlier than ours, or if their products or services are more technologically capable than ours, then our revenues could be adversely affected. In addition, some of our competitors may offer their products and services at a lower price. If we are unable to achieve our target pricing levels, our operating results would be negatively affected. Pricing pressures and increased competition could result in reduced sales, reduced margins, losses or a failure to maintain or improve our competitive market position, any of which could adversely affect our business.

If the market for enterprise cloud computing grows more slowly than in recent years, our business could be adversely affected.

The enterprise cloud computing market is not as mature as the market for on-premise enterprise software. Our success will depend to a substantial extent on the continued growth of cloud computing in general, and of financial management and HCM services in particular. Many enterprises have invested substantial personnel and financial resources to integrate traditional enterprise software into their businesses, and therefore may be reluctant or unwilling to migrate to cloud computing. It is difficult to predict customer adoption rates and demand for our applications, the future growth rate and size of the cloud computing market or the entry of competitive applications. The continued expansion of the cloud computing market depends on a number of factors, including the cost, performance, and perceived value associated with cloud computing, as well as the ability of cloud computing companies to address security and privacy concerns. Further, the cloud computing market is less developed in many jurisdictions outside of the United States. If we or other cloud computing providers experience security incidents, loss of customer data, disruptions in delivery or other problems, the market for cloud computing applications as a whole, including our applications, may be negatively affected. If there is a reduction in demand for cloud computing caused by a lack of customer acceptance, technological challenges, weakening economic conditions, security or privacy concerns, competing technologies and products, decreases in corporate spending or otherwise, it could result in decreased revenues or growth rates and our business could be adversely affected.

To date, we have derived a substantial majority of our subscription services revenues from our HCM application. Our efforts to increase sales of our HCM application as well as our other applications may not succeed, and may reduce our revenue growth rate.

To date, we have derived a substantial majority of our subscription services revenues from our HCM application. Any factor adversely affecting sales of this application, including application release cycles, market acceptance, product competition, performance and reliability, reputation, price competition, and economic and market conditions, could adversely affect our business and operating results. Our participation in the markets for our financial management and analytics applications is more recent, and it is uncertain whether these areas will ever result in significant revenues for us. Further, the introduction of new applications beyond these markets may not be successful.

If we are not able to provide successful enhancements, new features and modifications, our business could be adversely affected.

If we are unable to provide enhancements and new features for our existing applications or new applications that achieve market acceptance or that keep pace with rapid technological developments, our business could be adversely affected. For example, we are focused on enhancing the features and functionality of our applications to enhance their utility to larger customers with complex, dynamic and global operations. The success of enhancements, new features and applications depends on several factors, including the timely completion, introduction and market acceptance of the enhancements or new features or applications. Failure in this regard may significantly impair our revenue growth. In addition, because our applications are designed to operate on a variety of systems, we will need to continuously modify and enhance our applications to keep pace with changes in Internet-related hardware, iOS, Android and other mobile-related technologies and other software, communication, browser and database technologies. We may not be successful in either developing these modifications and enhancements or in bringing them to market in a timely fashion. We must also appropriately balance the product capability demands of our current customers with the capabilities required to address the broader market. Furthermore, uncertainties about the timing and nature of new network platforms or technologies, or modifications to existing platforms or technologies, could increase our product development expenses. Any failure of our applications to operate effectively with future network platforms and technologies could reduce the demand for our applications, result in customer dissatisfaction and adversely affect our business.

Our applications must integrate with a variety of third-party technologies, and if we are unable to ensure that our solutions interoperate with such technologies, demand for our applications and our operating results could be adversely affected.

Our applications must integrate with a variety of technologies and we will need to continuously modify and enhance our applications to adapt to changes in operating systems, hardware, software, communication, browser and database technologies. Any failure of our solutions to operate effectively with future technologies or our failure to respond to changes in a timely and effective manner could reduce the demand for our applications, result in customer dissatisfaction and harm our operating results and business.

If our applications fail to perform properly, our reputation could be adversely affected, our market share could decline and we could be subject to liability claims.

Our applications are inherently complex and may contain material defects or errors. Any defects in functionality or that cause interruptions in the availability of our applications could result in:

- loss or delayed market acceptance and sales;
- breach of warranty claims;
- issue refunds or service credits to customers for prepaid and unused subscription services;
- loss of customers;
- diversion of development and customer service resources; and
- injury to our reputation.

The costs incurred in correcting any material defects or errors might be substantial and could adversely affect our operating results.

Because of the large amount of data that we collect and manage, it is possible that hardware failures or errors in our systems could result in data loss or corruption, or cause the information that we collect to be incomplete or contain inaccuracies that our customers regard as significant. Furthermore, the availability or performance of our applications could be adversely affected by a number of factors, including customers' inability to access the Internet, the failure of our network or software systems, security breaches or variability in user traffic for our services. We may be required to issue credits or refunds for prepaid amounts related to unused services or otherwise be liable to our customers for damages they may incur resulting from certain of these events. For example, our customers access our applications through their Internet service providers. If a service provider fails to provide sufficient capacity to support our applications or otherwise experiences service outages, such failure could interrupt our customers' access to our applications, which could adversely affect their perception of our applications' reliability and our revenues. In addition to potential liability, if we experience interruptions in the availability of our applications, our reputation could be adversely affected and we could lose customers.

Our errors and omissions insurance may be inadequate or may not be available in the future on acceptable terms, or at all. In addition, our policy may not cover all claims made against us and defending a suit, regardless of its merit, could be costly and divert management's attention.

Because we sell applications to manage complex operating environments of large customers, we encounter long sales cycles, which could adversely affect our operating results in a given period.

Our ability to increase revenues and achieve and maintain profitability depends, in large part, on widespread acceptance of our applications by large businesses and other organizations. As we target our sales efforts at these customers, we face greater costs, longer sales cycles and less predictability in completing some of our sales. In the large enterprise market, the customer's decision to use our applications may be an enterprise-wide decision and, therefore, these types of sales require us to provide greater levels of education regarding the use and benefits of our applications. In addition, our target customers may prefer to purchase applications that are critical to their business from one of our larger, more established competitors. Our typical sales cycles are six to twelve months, and we expect that this lengthy sales cycle may continue or increase as customers adopt our applications beyond HCM. Longer sales cycles could cause our operating and financial results to suffer in a given period.

Our customers' deployment timeframes vary based on many factors including the number and type of applications being deployed, the complexity and scale of the customers' businesses, the configuration requirements, the number of integrations with other systems and other factors, many of which are beyond our control.

The loss of one or more of our key customers, or a failure to renew our subscription agreements with one or more of our key customers, could negatively affect our ability to market our applications.

We rely on our reputation and recommendations from key customers in order to promote subscriptions to our applications. The loss of, or failure to renew by, any of our key customers could have a significant impact on our revenues, reputation and our ability to obtain new customers. In addition, acquisitions of our customers could lead to cancellation of our contracts with those customers or by the acquiring companies, thereby reducing the number of our existing and potential customers. Acquisitions of our partners could also result in a decrease in the number of our current and potential customers, as our partners may no longer facilitate the adoption of our applications.

Our business could be adversely affected if our customers are not satisfied with the deployment services provided by us or our partners.

Our business depends on our ability to satisfy our customers, both with respect to our application offerings and the professional services that are performed to help our customers use features and functions that address their business needs. Professional services may be performed by our own staff, by a third party, or by a combination of the two. Our strategy is to work with third parties to increase the breadth of capability and depth of capacity for delivery of these services to our customers, and third parties provide a majority of our deployment services. If customers are not satisfied with the quality of work performed by us or a third party or with the type of professional services or applications delivered, then we could incur additional costs to address the situation, the profitability of that work might be impaired, and the dissatisfaction with our services could damage our ability to expand the applications subscribed to by our customers. We must also align our product development and professional services operations in order to ensure that customers' evolving needs are met. Negative publicity related to our customer relationships, regardless of its accuracy, may further damage our business by affecting our ability to compete for new business with current and prospective customers.

Any failure to offer high-quality technical support services may adversely affect our relationships with our customers and our financial results.

Once our applications are deployed, our customers depend on our support organization to resolve technical issues relating to our applications. We may be unable to respond quickly enough to accommodate short-term increases in customer demand for support services. We also may be unable to modify the format of our support services to compete with changes in support services provided by our competitors. Increased customer demand for these services, without corresponding revenues, could increase costs and adversely affect our operating results. In addition, our sales process is highly dependent on our applications and business reputation and on positive recommendations from our existing customers. Any failure to maintain high-quality technical support, or a market perception that we do not maintain high-quality support, could adversely affect our reputation, our ability to sell our applications to existing and prospective customers, and our business, operating results and financial position.

Sales to customers outside the United States or with international operations expose us to risks inherent in international sales and operations.

A key element of our growth strategy is to expand our international operations and develop a worldwide customer base. To date, we have not realized a substantial portion of our revenues from customers headquartered outside the United States. Operating in international markets requires significant resources and management attention and will subject us to regulatory, economic and political risks that are different from those in the United States. Because of our limited experience with international operations, our international expansion efforts may not be successful in creating demand for our applications outside of the United States or in effectively selling subscriptions to our applications in all of the international markets we enter. In addition, we will face risks in doing business internationally that could adversely affect our business, including:

- the need to localize and adapt our applications for specific countries, including translation into foreign languages and associated expenses;
- the need for a go-to-market strategy that aligns product management efforts and the development of supporting infrastructure;
- data privacy laws which require that customer data be stored and processed in a designated territory;

- difficulties in appropriately staffing and managing foreign operations and providing appropriate compensation for local markets;
- difficulties in leveraging executive presence and company culture globally;
- different pricing environments, longer sales cycles and longer accounts receivable payment cycles and collections issues;
- new and different sources of competition;
- weaker protection for intellectual property and other legal rights than in the United States and practical difficulties in enforcing intellectual property and other rights outside of the United States;
- laws, customs and business practices favoring local competitors;
- compliance challenges related to the complexity of multiple, conflicting and changing governmental laws and regulations, including employment, tax, privacy and data protection laws and regulations;
- increased financial accounting and reporting burdens and complexities;
- restrictions on the transfer of funds;
- ensuring compliance with anti-corruption laws including the Foreign Corrupt Practices Act;
- the effects of currency fluctuations on our revenues and customer demand for our services;
- adverse tax consequences; and
- unstable regional and economic political conditions.

Today, our international contracts generally are not denominated in local currencies. However, the majority of our international costs are denominated in local currencies. We anticipate that over time, an increasing portion of our international contracts may be denominated in local currencies. Therefore, fluctuations in the value of the U.S. dollar and foreign currencies may impact our operating results when translated into U.S. dollars. We have a limited hedging program but we cannot assure that this hedging program will be effective and we will continue to have risk of exchange rate fluctuations on the majority of our foreign currency transactions.

We have acquired, and may in the future acquire, other companies, employee teams or technologies, which could divert our management's attention, result in additional dilution to our stockholders and otherwise disrupt our operations and adversely affect our operating results.

We have acquired, and may in the future acquire, other companies, employee teams or technologies to complement or expand our applications, enhance our technical capabilities, obtain personnel or otherwise offer growth opportunities. The pursuit of acquisitions may divert the attention of management and cause us to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not they are consummated.

We have limited experience in acquisitions. We may not be able to integrate acquired personnel, operations and technologies successfully or effectively manage the combined operations following the acquisition. We also may not achieve the anticipated benefits from the acquisitions due to a number of factors, including:

- inability to integrate or benefit from acquisitions in a profitable manner;
- incurrence of acquisition-related costs or liabilities, some of which may be unanticipated;

- difficulty integrating the intellectual property, operations and accounting systems of the acquired business;
- difficulty integrating and retaining the personnel of the acquired business;
- difficulties and additional expenses associated with supporting legacy products and hosting infrastructure of the acquired business;
- difficulty converting the customers of the acquired business onto our applications and contract terms, including disparities in the revenues, licensing, support or professional services model of the acquired company;
- diversion of management's attention from other business concerns;
- adverse effects on our existing business relationships with business partners and customers as a result of the acquisition;
- use of resources that are needed in other parts of our business; and
- use of substantial portions of our available cash to consummate the acquisition.

In addition, a significant portion of the purchase price of companies we acquire may be allocated to acquired goodwill and other intangible assets, which must be assessed for impairment at least annually. In the future, if our acquisitions do not yield expected returns, we may be required to take charges to our operating results based on this impairment assessment process, which could adversely affect our results of operations.

Acquisitions could also result in dilutive issuances of equity securities or the incurrence of debt, which could adversely affect our operating results. In addition, if an acquired business fails to meet our expectations, our operating results, business and financial position may suffer.

We have a history of cumulative losses and we do not expect to be profitable for the foreseeable future.

We have incurred significant losses in each period since our inception in 2005. These losses and our accumulated deficit reflect the substantial investments we made to acquire new customers and develop our applications. We expect our operating expenses to increase in the future due to anticipated increases in sales and marketing expenses, product development expenses, operations costs and general and administrative costs, and therefore we expect our losses to continue for the foreseeable future. Furthermore, to the extent we are successful in increasing our customer base, we will also incur increased losses in the acquisition period because costs associated with acquiring customers are generally incurred up front, while subscription services revenues are generally recognized ratably over the terms of the agreements, which are typically three years. You should not consider our recent growth in revenues as indicative of our future performance. Accordingly, we cannot assure you that we will achieve profitability in the future, nor that, if we do become profitable, we will sustain profitability.

We may not receive significant revenues from our current development efforts for several years, if at all.

Developing software applications is expensive and the investment in product development often involves a long return on investment cycle. We have made and expect to continue to make significant investments in development and related product opportunities. Accelerated product introductions and short product life cycles require high levels of expenditures that could adversely affect our operating results if not offset by revenue increases. We believe that we must continue to dedicate a significant amount of resources to our development efforts to maintain our competitive position. However, we may not receive significant revenues from these investments for several years, if at all.

If we experience significant fluctuations in our rate of anticipated growth and fail to balance our expenses with our revenue forecasts, our results could be harmed.

Our ability to forecast our future rate of growth is limited and subject to a number of uncertainties, including general economic and market conditions. We plan our expense levels and investment on estimates of future revenue and future anticipated rates of growth. We may not be able to adjust our spending quickly enough if our growth rates fall short of our expectations.

Moreover, we have encountered and will encounter risks and uncertainties frequently experienced by growing companies in rapidly changing industries, such as the risks and uncertainties described herein. If our assumptions regarding these risks and uncertainties (which we use to plan our business) are incorrect or change due to changes in our markets, or if we do not address these risks successfully, our operating and financial results could differ materially from our expectations and our business could suffer.

We may not be able to sustain our revenue growth rates in the future.

You should not consider our historical revenue growth rates as indicative of our future performance. Our revenue growth rates have declined, and may decline in future periods, as the size of our customer base increases and as we achieve higher market penetration rates. Other factors may also contribute to declines in our growth rates, including slowing demand for our products, increasing competition, a decrease in the growth of our overall market, our failure to continue to capitalize on growth opportunities, and the maturation of our business, among others. As our growth rates decline, investors' perceptions of our business and the trading price of our securities could be adversely affected.

Because we recognize subscription services revenues over the term of the contract, downturns or upturns in new sales will not be immediately reflected in our operating results and may be difficult to discern.

We generally recognize subscription services revenues from customers ratably over the terms of their contracts, which are typically three years. As a result, most of the subscription services revenues we report in each quarter are derived from the recognition of unearned revenue relating to subscriptions entered into during previous quarters. Consequently, a decline in new or renewed subscriptions in any single quarter will likely have a minor impact on our revenue results for that quarter. However, such a decline will negatively affect our revenues in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our applications, and potential changes in our pricing policies or rate of renewals, may not be fully reflected in our results of operations until future periods. We may be unable to adjust our cost structure to reflect the changes in revenues. In addition, a significant majority of our costs are expensed as incurred, while revenues are recognized over the life of the customer agreement. As a result, increased growth in the number of our customers could result in our recognition of more costs than revenues in the earlier periods of the terms of our agreements. Our subscription model also makes it difficult for us to rapidly increase our revenues through additional sales in any period, as revenues from new customers generally are recognized over the applicable subscription term.

Our quarterly results may fluctuate significantly and may not fully reflect the underlying performance of our business.

Our quarterly results of operations, including the levels of our revenues, gross margin, core operating margin, profitability, cash flow and unearned revenue, may vary significantly in the future and period-to-period comparisons of our operating results may not be meaningful. Accordingly, the results of any one quarter should not be relied upon as an indication of future performance. Our quarterly financial results may fluctuate as a result of a variety of factors, many of which are outside of our control, and as a result, may not fully reflect the underlying performance of our business. Fluctuation in quarterly results may negatively impact the value of our securities. Factors that may cause fluctuations in our quarterly financial results include, without limitation, those listed below:

- our ability to attract new customers;
- the addition or loss of large customers, including through acquisitions or consolidations;
- the timing of recognition of revenues;
- the amount and timing of operating expenses related to the maintenance and expansion of our business, operations and infrastructure;
- network outages or security breaches;
- general economic, industry and market conditions;
- customer renewal rates;
- increases or decreases in the number of elements of our services or pricing changes upon any renewals of customer agreements;
- changes in our pricing policies or those of our competitors;
- the mix of applications sold during a period;
- seasonal variations in sales of our applications, which have historically been highest in our fiscal fourth quarter;
- the timing and success of new application and service introductions by us or our competitors or any other change in the competitive dynamics of our industry, including consolidation among competitors, customers or strategic partners; and
- the timing of expenses related to the development or acquisition of technologies or businesses and potential future charges for impairment of goodwill from acquired companies.

Our ability to predict the rate of customer subscription renewals or adoptions, and the impact these renewals and adoptions will have on our revenues or operating results, is limited.

As the markets for our applications mature, or as new competitors introduce new products or services that compete with ours, we may be unable to attract new customers at the same price or based on the same pricing model as we have used historically. Moreover, large customers, which are the focus of our sales efforts, may demand greater price concessions. As a result, in the future we may be required to reduce our prices, which could adversely affect our revenues, gross margin, profitability, financial position and cash flow.

In addition, our customers have no obligation to renew their subscriptions for our applications after the expiration of the initial subscription period. Our customers may renew for fewer elements of our applications or on different pricing terms. Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including their level of satisfaction with our pricing or our applications and their ability to continue their operations and spending levels. If our customers do not renew their subscriptions for our applications on similar pricing terms, our revenues may decline and our business could suffer. In addition, over time the average term of our contracts could change based on renewal rates or for other reasons.

Our future success also depends in part on our ability to sell additional features or enhanced elements of our applications to our current customers. This may require increasingly costly sales efforts that are targeted at senior management. If these efforts are not successful, our business may suffer.

Failure to adequately expand our direct sales force will impede our growth.

We will need to continue to expand and optimize our sales infrastructure in order to grow our customer base and our business. We plan to continue to expand our direct sales force, both domestically and internationally. Identifying and recruiting qualified personnel and training them in the use of our software requires significant time, expense and attention. It can take nine months or longer before our sales representatives are fully trained and productive. Our business may be adversely affected if our efforts to expand and train our direct sales force do not generate a corresponding increase in revenues. In particular, if we are unable to hire, develop and retain talented sales personnel or if new direct sales personnel are unable to achieve desired productivity levels in a reasonable period of time, we may not be able to realize the expected benefits of this investment or increase our revenues.

If we fail to develop widespread brand awareness cost-effectively, our business may suffer.

We believe that developing and maintaining widespread awareness of our brand in a cost-effective manner is critical to achieving widespread acceptance of our applications and attracting new customers. Brand promotion activities may not generate customer awareness or increase revenues, and even if they do, any increase in revenues may not offset the expenses we incur in building our brand. If we fail to successfully promote and maintain our brand, or incur substantial expenses, we may fail to attract or retain customers necessary to realize a sufficient return on our brand-building efforts, or to achieve the widespread brand awareness that is critical for broad customer adoption of our applications.

Our growth depends in part on the success of our strategic relationships with third parties.

In order to grow our business, we anticipate that we will continue to depend on relationships with third parties, such as deployment partners, and technology and content providers. Identifying partners, and negotiating and documenting relationships with them, requires significant time and resources. Our competitors may be effective in providing incentives to third parties to favor their products or services or to prevent or reduce subscriptions to our services. In addition, acquisitions of our partners by our competitors could result in a decrease in the number of our current and potential customers, as our partners may no longer facilitate the adoption of our applications by potential customers.

If we are unsuccessful in establishing or maintaining our relationships with third parties, our ability to compete in the marketplace or to grow our revenues could be impaired and our operating results may suffer. Even if we are successful, we cannot assure you that these relationships will result in increased customer usage of our applications or increased revenues.

Adverse economic conditions may negatively impact our business.

Our business depends on the overall demand for enterprise software and on the economic health of our current and prospective customers. Any significant weakening of the economy in the United States or Europe and of the global economy, more limited availability of credit, a reduction in business confidence and activity, decreased government spending, and other difficulties may affect one or more of the sectors or countries in which we sell our applications. In addition, a strong dollar could reduce demand for our products in countries with relatively weaker currencies. These adverse conditions could result in reductions in sales of our applications, longer sales cycles, reductions in subscription duration and value, slower adoption of new technologies and increased price competition. Any of these events would likely have an adverse effect on our business, operating results and financial position. In addition, there can be no assurance that enterprise software spending levels would increase following any recovery.

Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology and our brand.

Our success and ability to compete depend in part upon our intellectual property. We rely on patent, copyright, trade secret and trademark laws, trade secret protection and confidentiality or license agreements with our employees, customers, partners and others to protect our intellectual property rights. However, the steps we take to protect our intellectual property rights may be inadequate.

We may be required to spend significant resources to monitor and protect our intellectual property rights. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Our failure to secure, protect and enforce our intellectual property rights could seriously adversely affect our brand and our business.

We may be sued by third parties for alleged infringement of their proprietary rights.

There is considerable patent and other intellectual property development activity in our industry. Our competitors, as well as a number of other entities and individuals, may own or claim to own intellectual property relating to our industry. From time to time, third parties may claim that we are infringing upon their intellectual property rights, and we may be found to be infringing upon such rights. In the future, they may claim that our applications and underlying technology infringe or violate their intellectual property rights, even if we are unaware of the intellectual property rights that others may claim cover some or all of our technology or services. Any claims or litigation could cause us to incur significant expenses and, if successfully asserted against us, could require that we pay substantial damages or ongoing royalty payments, prevent us from offering our services, or require that we comply with other unfavorable terms. We may also be obligated to indemnify our customers or business partners or pay substantial settlement costs, including royalty payments, in connection with any such claim or litigation and to obtain licenses, modify applications, or refund fees, which could be costly. Even if we were to prevail in such a dispute, any litigation regarding our intellectual property could be costly and time-consuming and divert the attention of our management and key personnel from our business operations.

Some of our applications utilize open source software, and any failure to comply with the terms of one or more of these open source licenses could negatively affect our business.

Some of our applications include software covered by open source licenses, which may include, by way of example, GNU General Public License and the Apache License. The terms of various open source licenses have not been interpreted by United States courts, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to market our applications. By the terms of certain open source licenses, we could be required to release the source code of our proprietary software, and to make our proprietary software available under open source licenses, if we combine our proprietary software with open source software in a certain manner. In the event that portions of our proprietary software are determined to be subject to an open source license, we could be required to publicly release the affected portions of our source code, re-engineer all or a portion of our technologies, or otherwise be limited in the licensing of our technologies, each of which could reduce or eliminate the value of our technologies and services. In addition to risks related to license requirements, usage of open source software can lead to greater risks than use of third party commercial software, as open source licensors generally do not provide warranties or controls on the origin of the software. Many of the risks associated with usage of open source software cannot be eliminated, and could negatively affect our business.

We employ third-party licensed software for use in or with our applications, and the inability to maintain these licenses or errors in the software we license could result in increased costs, or reduced service levels, which would adversely affect our business.

Our applications incorporate certain third-party software obtained under licenses from other companies. We anticipate that we will continue to rely on such third-party software and development tools from third parties in the future. Although we believe that there are commercially reasonable alternatives to the third-party software we currently license, this may not always be the case, or it may be difficult or costly to replace. In addition, integration of the software used in our applications with new third-party software may require significant work and require substantial investment of our time and resources. To the extent that our applications depend upon the successful operation of third-party software in conjunction with our software, any undetected errors or defects in this third-party software could prevent the deployment or impair the functionality of our applications, delay new application introductions, result in a failure of our applications and injure our reputation. Our use of additional or alternative third-party software would require us to enter into license agreements with third parties.

Changes in laws and regulations related to the Internet or changes in the Internet infrastructure itself may diminish the demand for our applications, and could have a negative impact on our business.

Federal, state or foreign government bodies or agencies have in the past adopted, and may in the future adopt, laws or regulations relating to Internet usage. Changes in these laws or regulations could require us to modify our applications in order to comply with these laws or regulations. In addition, government agencies or private organizations may begin to impose taxes, fees or other charges for accessing the Internet or commerce conducted via the Internet. These laws or charges could limit the growth of Internet-related commerce or communications, or negatively impact demand for Internet-based applications such as ours.

In addition, businesses could be adversely affected due to delays in the development or adoption of new standards and protocols to handle increased demands of Internet activity, security, reliability, cost, ease of use, accessibility, and quality of service. Businesses have been adversely affected by “viruses,” “worms” and similar malicious programs and have experienced a variety of outages and other delays as a result of damage to Internet infrastructure. These issues could negatively impact demand for our cloud-based applications.

We are obligated to develop and maintain proper and effective internal controls over financial reporting. We may not complete our analysis of our internal controls over financial reporting in a timely manner, or these internal controls may not be determined to be effective, which may adversely affect investor confidence in the accuracy and completeness of our financial reports and the market price of our securities may be negatively affected.

As a public company, we are required to maintain internal controls over financial reporting and to report any material weaknesses in such internal controls. Section 404 of the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act) requires that we evaluate and determine the effectiveness of our internal controls over financial reporting and provide a management report on the internal controls over financial reporting, which must be attested to by our independent registered public accounting firm. If we have a material weakness in our internal controls over financial reporting, we may not detect errors on a timely basis and our financial statements may be materially misstated.

The process of compiling the system and processing documentation necessary to perform the evaluation needed to comply with Section 404 is challenging and costly. In the future, we may not be able to complete our evaluation, testing and any required remediation in a timely fashion. If we identify material weaknesses in our internal controls over financial reporting, if we are unable to comply with the requirements of Section 404 in a timely manner, if we are unable to assert that our internal controls over financial reporting are effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal controls over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our securities could be negatively affected, and we could become subject to investigations by the New York Stock Exchange (NYSE), the SEC, or other regulatory authorities, which could require additional financial and management resources. In addition, because we use Workday's financial management application, any problems that we experience with financial reporting and compliance could be negatively perceived by prospective or current customers, and negatively impact demand for our applications.

The requirements of being a public company may strain our resources and divert management's attention.

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, (the Exchange Act), the Sarbanes-Oxley Act, the Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), the listing requirements of the NYSE and other applicable securities rules and regulations. Compliance with these rules and regulations has increased and will continue to increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly, and increase demand on our systems and resources. In particular, we have incurred and expect to continue to incur significant expenses and devote substantial management effort toward ensuring compliance with the requirements of Section 404 of the Sarbanes-Oxley Act. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm our business and operating results.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue-

generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

We will not be able to utilize a portion of our net operating loss or research tax credit carryforwards, which could adversely affect our profitability.

As of January 31, 2015, we had federal and state net operating loss carryforwards due to prior period losses, which if not utilized will begin to expire in 2025 and 2016 for federal and state purposes, respectively. We also have federal research tax credit carryforwards, which if not utilized will begin to expire in 2025. These net operating loss and research tax credit carryforwards could expire unused and be unavailable to reduce future income tax liabilities, which could adversely affect our profitability. In addition, under Section 382 of the Internal Revenue Code of 1986, as amended (the Code), our ability to utilize net operating loss carryforwards or other tax attributes, such as research tax credits, in any taxable year may be limited if we experience an “ownership change.” A Section 382 “ownership change” generally occurs if one or more stockholders or groups of stockholders who own at least 5% of our stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. Similar rules may apply under state tax laws. It is possible that an ownership change, or any future ownership change, could have a material effect on the use of our net operating loss carryforwards or other tax attributes, which could adversely affect our profitability.

Adverse tax laws or regulations could be enacted or existing laws could be applied to us or our customers, which could increase the costs of our services and adversely impact our business.

The application of federal, state, local and international tax laws to services provided electronically is evolving. New income, sales, use or other tax laws, statutes, rules, regulations or ordinances could be enacted at any time (possibly with retroactive effect), and could be applied solely or disproportionately to services provided over the Internet. These enactments could adversely affect our sales activity due to the inherent cost increase the taxes would represent and ultimately result in a negative impact on our operating results and cash flows.

In addition, existing tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified or applied adversely to us (possibly with retroactive effect), which could require us or our customers to pay additional tax amounts, as well as require us or our customers to pay fines or penalties and interest for past amounts. If we are unsuccessful in collecting such taxes from our customers, we could be held liable for such costs, thereby adversely impacting our operating results and cash flows. If our customers must pay additional fines or penalties, it could adversely affect demand for our services.

Our reported financial results may be adversely affected by changes in accounting principles generally accepted in the United States.

Generally accepted accounting principles in the United States are subject to interpretation by the Financial Accounting Standards Board (FASB), the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results, and could affect the reporting of transactions completed before the announcement of a change.

Risks related to our Class A common stock

Our Chairman and CEO have control over key decision making as a result of their control of a majority of our voting stock.

As of January 31, 2015, our co-founder and Chairman David Duffield, together with his affiliates, held voting rights with respect to 67.7 million shares of Class B common stock and 0.2 million shares of Class A common stock. In addition, Mr. Duffield holds 0.1 million restricted stock units, which will be settled in an equivalent number of shares of Class A common stock. As of January 31, 2015, our co-founder and CEO Aneel Bhusri, together with his affiliates, held voting rights with respect to 7.1 million shares of Class B common stock and 0.1 million shares of Class A common stock. In addition, Mr. Bhusri holds exercisable options to acquire 3.2 million shares of Class B common stock, 1.0 million shares of Class B restricted stock and 0.2 million restricted stock units, which will be settled in an equivalent number of shares of Class A common stock. Further, Messrs. Duffield and Bhusri have entered into a voting agreement under which each has granted a voting proxy with respect to certain Class B common stock beneficially owned by him effective upon his death or incapacity as described in our registration statement on Form S-1 filed in connection with our initial public offering. Messrs. Duffield and Bhusri have each initially designated the other as their respective proxies. Accordingly, upon the death or incapacity of either Mr. Duffield or Mr. Bhusri, the other would individually continue to control the voting of shares subject to the voting proxy. Collectively, the shares described above represent a substantial majority of the voting power of our outstanding capital stock. As a result, Messrs. Duffield and Bhusri have the ability to control the outcome of matters submitted to our stockholders for approval, including the election of directors and any merger, consolidation, or sale of all or substantially all of our assets. In addition, they have the ability to control the management and affairs of our company as a result of their positions as our Chairman and CEO, respectively, and their ability to control the election of our directors. As board members and officers, Messrs. Duffield and Bhusri owe a fiduciary duty to our stockholders and must act in good faith in a manner they reasonably believe to be in the best interests of our stockholders. As stockholders, even as controlling stockholders, they are entitled to vote their shares in their own interests, which may not always be in the interests of our stockholders generally.

The dual class structure of our common stock has the effect of concentrating voting control with our Chairman and CEO, and also with other executive officers, directors and affiliates; this will limit or preclude the ability of non-affiliates to influence corporate matters.

Our Class B common stock has ten votes per share and our Class A common stock, which is the stock that is currently publicly traded, has one vote per share. Stockholders who hold shares of Class B common stock, including our executive officers, directors and other affiliates, together hold a substantial majority of the voting power of our outstanding capital stock as of January 31, 2015. Because of the ten-to-one voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively will continue to control a majority of the combined voting power of our common stock and therefore be able to control all matters submitted to our stockholders for approval until the conversion of all shares of all Class A and Class B shares to a single class of common stock on the date that is the first to occur of (i) October 11, 2032, (ii) such time as the shares of Class B common stock represent less than 9% of the outstanding Class A and Class B common stock, (iii) nine months following the death of both Mr. Duffield and Mr. Bhusri, or (iv) the date on which the holders of a majority of the shares of Class B common stock elect to convert all shares of Class A common stock and Class B common stock into a single class of common stock. This concentrated control will limit or preclude the ability of non-affiliates to influence corporate matters for the foreseeable future.

Future transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning purposes. The conversion of Class B common stock to Class A common stock will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long term. If, for example, our Chairman and CEO retain a significant portion of their holdings of Class B common stock for an extended period of time, they could, in the future, continue to control a majority of the combined voting power of our Class A common stock and Class B common stock.

Our stock price has been volatile in the past and may be subject to volatility in the future.

The trading price of our Class A common stock has been volatile historically, and could be subject to wide fluctuations in response to various factors described below. These factors, as well as the volatility of our Class A common stock, could also impact the price of our convertible senior notes. The factors that may affect the trading price of our securities, some of which are beyond our control, include:

- overall performance of the equity markets;
- fluctuations in the valuation of companies perceived by investors to be comparable to us, such as high-growth or cloud companies, or in valuation metrics, such as our price to revenues ratio;
- changes in the estimates of our operating results that we provide to the public, our failure to meet these projections or changes in recommendations by securities analysts that follow our securities;
- announcements of technological innovations, new applications or enhancements to services, acquisitions, strategic alliances or significant agreements by us or by our competitors;
- disruptions in our services due to computer hardware, software or network problems;
- announcements of customer additions and customer cancellations or delays in customer purchases;
- recruitment or departure of key personnel;
- the economy as a whole, market conditions in our industry, and the industries of our customers;
- trading activity by directors, executive officers and significant stockholders, or the perception in the market that the holders of a large number of shares intend to sell their shares;
- the exercise of rights held by certain of our stockholders, subject to some conditions, to require us to file registration statements covering their shares or to include their shares in registration statements that we may file for ourselves or our stockholders;
- the size of our market float and significant option exercises;
- any future issuances of securities;
- sales and purchases of any Class A common stock issued upon conversion of our convertible senior notes or in connection with the convertible note hedge and warrant transactions related to such convertible senior notes;
- our operating performance and the performance of other similar companies; and
- the sale or availability for sale of a large number of shares of our Class A common stock in the public market.

Additionally, the stock markets have at times experienced extreme price and volume fluctuations that have affected and may in the future affect the market prices of equity securities of many companies. These fluctuations have, in some cases, been unrelated or disproportionate to the operating performance of these companies. Further, the trading prices of publicly traded shares of companies in our industry have been particularly volatile and may be very volatile in the future.

In the past, some companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management's attention from other business concerns, which could harm our business.

We have indebtedness in the form of convertible senior notes.

In June 2013, we completed an offering of \$350.0 million of 0.75% convertible senior notes due July 15, 2018 (2018 Notes), and we concurrently issued an additional \$250.0 million of 1.50% convertible senior notes due July 15, 2020 (2020 Notes).

As a result of these convertible notes offerings, we incurred \$350.0 million principal amount of indebtedness, which we may be required to pay at maturity in 2018, and \$250.0 million principal amount of indebtedness, which we may be required to pay at maturity in 2020, or upon the occurrence of a fundamental change (as defined in the applicable indenture). There can be no assurance that we will be able to repay this indebtedness when due, or that we will be able to refinance this indebtedness on acceptable terms or at all. In addition, this indebtedness could, among other things:

- make it difficult for us to pay other obligations;
- make it difficult to obtain favorable terms for any necessary future financing for working capital, capital expenditures, debt service requirements or other purposes;
- require us to dedicate a substantial portion of our cash flow from operations to service and repay the indebtedness, reducing the amount of cash flow available for other purposes; and
- limit our flexibility in planning for and reacting to changes in our business.

Exercise of the warrants associated with our 2018 Notes or our 2020 Notes may affect the price of our Class A common stock.

In connection with our offering of the 2018 Notes, we sold warrants to acquire up to approximately 4.2 million shares of our Class A common stock at an initial strike price of \$107.96, which become exercisable beginning on October 15, 2018. In connection with our offering of the 2020 Notes, we sold warrants to acquire up to approximately 3.1 million shares of our Class A common stock at an initial strike price of \$107.96, which become exercisable beginning on October 15, 2020. The warrants may be settled in shares or in cash. The exercise of the warrants could have a dilutive effect if the market price per share of our Class A common stock exceeds the strike price of the warrants. The counterparties to the warrant transactions and note hedge transactions relating to the 2018 Notes and the 2020 Notes are likely to enter into or unwind various derivative instruments with respect to our Class A common stock or purchase or sell shares of our Class A common stock or other securities linked to or referencing our Class A common stock in secondary market transactions prior to the respective maturity of the 2018 Notes and the 2020 Notes. These activities could adversely affect the trading price of our Class A common stock.

Delaware law and provisions in our restated certificate of incorporation and restated bylaws could make a merger, tender offer, or proxy contest difficult, thereby depressing the market price of our Class A common stock.

Our status as a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law may discourage, delay, or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our restated certificate of incorporation and restated bylaws contain provisions that may make the acquisition of our company more difficult, including the following:

- any transaction that would result in a change in control of our company requires the approval of a majority of our outstanding Class B common stock voting as a separate class;
- our dual class common stock structure, which provides our chairman and CEO with the ability to control the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the shares of our outstanding Class A and Class B common stock;
- our board of directors is classified into three classes of directors with staggered three-year terms and directors are only able to be removed from office for cause;
- when the outstanding shares of our Class B common stock represent less than a majority of the combined voting power of common stock:
 - certain amendments to our restated certificate of incorporation or restated bylaws will require the approval of two-thirds of the combined vote of our then-outstanding shares of Class A and Class B common stock;
 - our stockholders will only be able to take action at a meeting of stockholders and not by written consent; and
 - vacancies on our board of directors will be able to be filled only by our board of directors and not by stockholders;
- only our chairman of the board, our chief executive officer, our president, or a majority of our board of directors are authorized to call a special meeting of stockholders;
- certain litigation against us can only be brought in Delaware;
- we will have two classes of common stock until the date that is the first to occur of (i) October 11, 2032, (ii) such time as the shares of Class B common stock represent less than 9% of the outstanding Class A and Class B common stock, (iii) nine months following the death of both Mr. Duffield and Mr. Bhusri, or (iv) the date on which the holders of a majority of the shares of Class B common stock elect to convert all shares of Class A common stock and Class B common stock into a single class of common stock;
- our restated certificate of incorporation authorizes undesignated preferred stock, the terms of which may be established, and shares of which may be issued, without the approval of the holders of Class A common stock; and
- advance notice procedures apply for stockholders to nominate candidates for election as directors or to bring matters before an annual meeting of stockholders.

These anti-takeover defenses could discourage, delay or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect directors of their choosing and to cause us to take other corporate actions they desire, any of which, under certain circumstances, could depress the market price of our securities.

We have broad discretion in the use of the net proceeds from our initial public offering, our convertible senior notes offerings, and our follow-on offering and may not use them effectively.

We have broad discretion in the application of the net proceeds that we received from our initial public offering, our convertible senior notes offerings and our follow-on offering, including working capital, possible acquisitions and other general corporate purposes, and we may spend or invest these proceeds in a way with which our investors disagree. The failure by our management to apply these funds effectively could adversely affect our business and financial condition. Pending their use, we may invest the net proceeds from these offerings in a manner that does not produce income or that loses value. Our investments may not yield a favorable return to our investors and may negatively impact the price of our securities.

If securities or industry analysts publish inaccurate or unfavorable research about our business, or discontinue publishing research about our business, the price and trading volume of our securities could decline.

The trading market for our securities will depend in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts who cover us downgrade our Class A common stock or publish inaccurate or unfavorable research about our business, the price of our securities would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our securities could decrease, which might cause the price and trading volume of our securities to decline.

We do not intend to pay dividends for the foreseeable future.

We have never declared nor paid cash dividends on our capital stock. We currently intend to retain any future earnings to finance the operation and expansion of our business, and we do not expect to declare or pay any dividends in the foreseeable future. Consequently, stockholders must rely on sales of their common stock after price appreciation as the only way to realize any future gains on their investment.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate headquarters, which includes operations and product development facilities, is located in Pleasanton, California, and consists of approximately 322,088 square feet of space under multiple leases.

We also lease offices in various North American, European and Asian locations. We expect to expand our facilities capacity, including at our corporate headquarters and in certain field locations, during fiscal 2016. An affiliate of our Chairman, Mr. Duffield, acquired commercial real estate in close proximity to our corporate headquarters in 2013. At the time of this acquisition, we had existing leases in the buildings acquired by an affiliate of Mr. Duffield. During the year ended January 31, 2015, we leased approximately 110,000 of additional square footage from the same affiliate of Mr. Duffield. We expect to lease additional space at that site in the coming year and beyond. We have and will continue to seek independent evaluations of current market rates at the time we sign new leases with the goal of leasing at a rate comparable to the current market price. In January 2014, we acquired a 95 year lease for a 6.9 acre parcel of land adjacent to our existing Pleasanton, California leased facilities. The lease affords us the opportunity to develop office space for employees in Pleasanton, California. We paid \$10 million to acquire the lease and \$2 million in prepaid rent through December 31, 2020. If construction does not commence by June 30, 2015, we will be required to make additional payments to the lessor, ranging from \$0.2 million to \$1 million based on the length of the delay. We believe that we will be able to obtain additional space at other locations at commercially reasonable terms to support our continuing expansion.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we are involved in various legal proceedings arising from the normal course of business activities. We are not presently a party to any litigation the outcome of which we believe, if determined adversely to us, would individually or taken together have a material adverse effect on our business, operating results, cash flows or financial condition. Defending such proceedings is costly and can impose a significant burden on management and employees, we may receive unfavorable preliminary or interim rulings in the course of litigation, and there can be no assurances that favorable final outcomes will be obtained.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information for Common Stock

Our Class A common stock has been listed on the New York Stock Exchange under the symbol "WDAY" since October 12, 2012, the date of our initial public offering.

The following table sets forth for the indicated periods the high and low intra-day sales prices of our Class A common stock as reported by the New York Stock Exchange.

	High	Low
Year ended January 31, 2015		
First quarter	\$ 116.47	\$ 64.21
Second quarter	\$ 92.15	\$ 65.75
Third quarter	\$ 97.40	\$ 75.23
Fourth quarter	\$ 97.16	\$ 76.36
Year ended January 31, 2014		
First quarter	\$ 65.00	\$ 50.26
Second quarter	\$ 69.75	\$ 59.87
Third quarter	\$ 84.42	\$ 67.78
Fourth quarter	\$ 94.55	\$ 70.84

Our Class B common stock is not listed or traded on any stock exchange.

Dividend Policy

We have never declared or paid cash dividends on our capital stock. We currently intend to retain any future earnings for use in the operation of our business and do not intend to declare or pay any cash dividends in the foreseeable future. Any further determination to pay dividends on our capital stock will be at the discretion of our board of directors, subject to applicable laws, and will depend on our financial condition, results of operations, capital requirements, general business conditions and other factors that our board of directors considers relevant.

Stockholders

As of January 31, 2015, there were 44 stockholders of record of our Class A common stock, including The Depository Trust Company, which holds shares of our common stock on behalf of an indeterminate number of beneficial owners, as well as 240 stockholders of record of our Class B common stock.

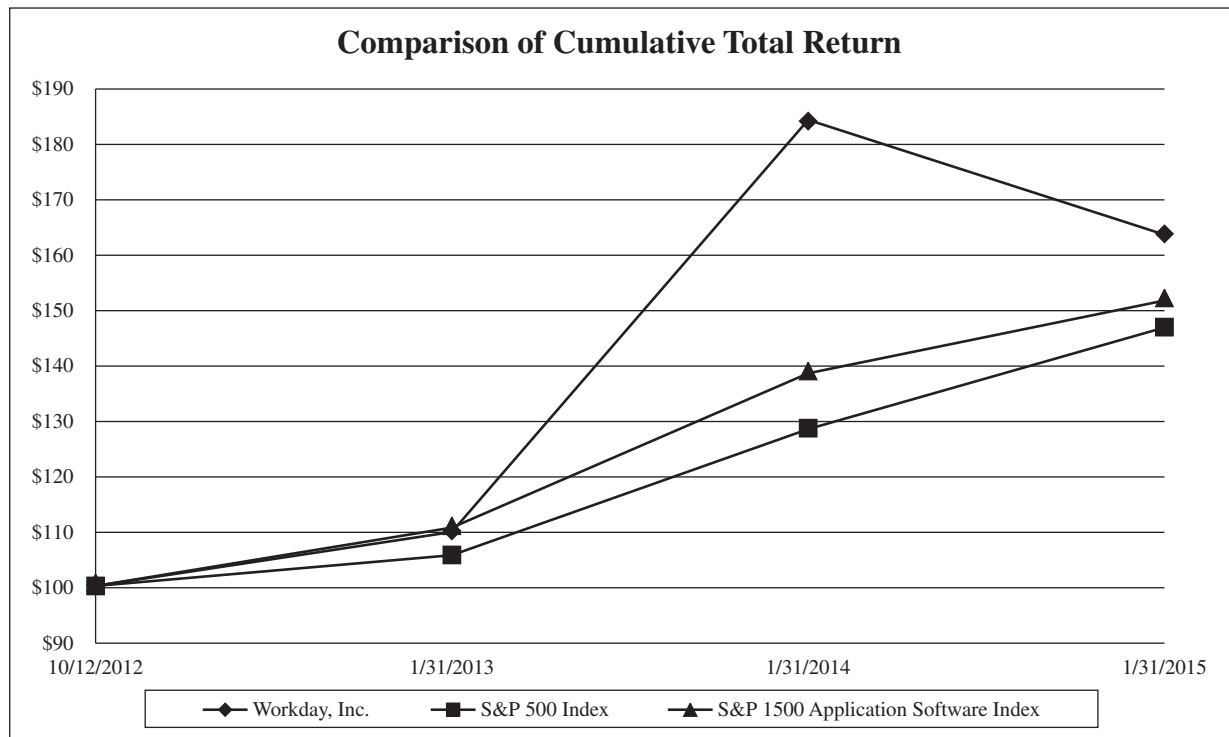
Securities Authorized for Issuance under Equity Compensation Plans

The information concerning our equity compensation plans is incorporated by reference herein to the section of the Proxy Statement entitled "Equity Compensation Plan Information."

Stock Performance Graph

The following shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or incorporated by reference into any of our other filings under the Exchange Act or the Securities Act of 1933, as amended, except to the extent we specifically incorporate it by reference into such filing.

This chart compares the cumulative total return on our common stock with that of the S&P 500 Index and the S&P 1500 Application Software Index. The chart assumes \$100 was invested at the close of market on October 12, 2012, in the Class A common stock of Workday, Inc., the S&P 500 Index and the S&P 1500 Application Software Index, and assumes the reinvestment of any dividends. The stock price performance on the following graph is not necessarily indicative of future stock price performance.



<u>Company/Index</u>	Base Period			
	10/12/2012	1/31/2013	1/31/2014	1/31/2015
Workday, Inc.....	\$ 100.00	\$ 109.71	\$ 183.90	\$ 163.20
S&P 500 Index	100.00	105.57	128.26	146.50
S&P 1500 Application Software Index	100.00	110.49	138.28	151.34

ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA

We changed the end of our fiscal year from December 31 to January 31, effective for our fiscal year ended January 31, 2012. The consolidated statements of operations data and the consolidated balance sheets data are derived from our audited consolidated financial statements and should be read together with “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, our consolidated financial statements and the related notes included elsewhere in this filing. Our historical results are not necessarily indicative of our results in any future period.

	Year Ended January 31,				One Month Ended January 31,	Year Ended December 31,
	2015	2014	2013	2012	2011	2010
(in thousands, except per share data)						
Consolidated Statements of Operations Data:						
Revenues:						
Subscription services.....	\$ 613,328	\$ 354,169	\$ 190,320	\$ 88,634	\$ 4,814	\$ 36,594
Professional services	174,532	114,769	83,337	45,793	2,468	31,461
Total revenues	<u>787,860</u>	<u>468,938</u>	<u>273,657</u>	<u>134,427</u>	<u>7,282</u>	<u>68,055</u>
Costs and expenses ⁽¹⁾ :						
Costs of subscription services.....	102,476	69,195	39,251	22,342	1,187	11,419
Costs of professional services.....	162,327	107,615	77,284	43,026	2,717	28,445
Product development.....	316,868	182,116	102,665	62,014	3,962	39,175
Sales and marketing	315,840	197,373	123,440	70,356	3,771	36,524
General and administrative.....	106,051	65,921	48,880	15,133	1,077	8,553
Total costs and expenses.....	<u>1,003,562</u>	<u>622,220</u>	<u>391,520</u>	<u>212,871</u>	<u>12,714</u>	<u>124,116</u>
Operating loss.....	(215,702)	(153,282)	(117,863)	(78,444)	(5,432)	(56,061)
Other income (expense), net.....	(30,270)	(17,549)	(1,203)	(1,018)	(8)	(57)
Loss before provision for income taxes.....	(245,972)	(170,831)	(119,066)	(79,462)	(5,440)	(56,118)
Provision for income taxes	2,010	1,678	124	167	10	97
Net loss.....	<u>(247,982)</u>	<u>(172,509)</u>	<u>(119,190)</u>	<u>(79,629)</u>	<u>(5,450)</u>	<u>(56,215)</u>
Accretion of redeemable convertible preferred stock	—	—	(568)	(342)	—	—
Net loss attributable to common stockholders.....	<u>\$ (247,982)</u>	<u>\$ (172,509)</u>	<u>\$ (119,758)</u>	<u>\$ (79,971)</u>	<u>\$ (5,450)</u>	<u>\$ (56,215)</u>
Net loss per share attributable to Class A and Class B common stockholders, basic and diluted.	<u>\$ (1.35)</u>	<u>\$ (1.01)</u>	<u>\$ (1.62)</u>	<u>\$ (2.71)</u>	<u>\$ (0.20)</u>	<u>\$ (2.22)</u>
Weighted-average shares used to compute net loss per share attributable to Class A and Class B common stockholders.....	<u>183,702</u>	<u>171,297</u>	<u>74,011</u>	<u>29,478</u>	<u>27,642</u>	<u>25,367</u>

(1) Costs and expenses include share-based compensation expenses as follows (in thousands):

	Year Ended January 31,				One Month Ended January 31,	Year Ended December 31,
	2015	2014	2013	2012	2011	2010
Costs of subscription services.....	\$ 6,053	\$ 2,408	\$ 601	\$ 230	\$ 4	\$ 55
Costs of professional services.....	12,890	4,818	1,312	398	12	118
Product development.....	63,938	21,644	3,528	1,124	47	556
Sales and marketing	29,875	12,131	2,717	839	28	310
General and administrative.....	43,292	20,850	7,170	1,591	102	663

	As of January 31,				As of December 31,
	2015	2014	2013	2012	2010
(in thousands)					

Consolidated Balance Sheet Data:

Cash and cash equivalents.....	\$ 298,192	\$ 581,326	\$ 84,158	\$ 57,529	\$ 30,887
Marketable securities	1,559,517	1,305,253	706,181	53,634	4,498
Working capital (deficit)	1,467,774	1,601,768	629,528	37,934	(4,065)
Property and equipment, net.....	140,136	77,664	44,585	25,861	12,896
Total assets	2,358,633	2,176,265	959,080	232,638	100,605
Total unearned revenue	632,744	413,565	285,260	188,097	97,404
Convertible senior notes, net.....	490,501	468,412	—	—	—
Total liabilities.....	1,232,658	989,048	366,797	237,293	122,689
Redeemable convertible preferred stock	—	—	—	170,906	75,555
Total stockholders' equity (deficit).....	1,125,975	1,187,217	592,283	(175,561)	(97,639)

	Year Ended January 31,				One Month Ended January 31	Year Ended December 31,
	2015	2014	2013	2012	2011	2010
(in thousands)						

Cash Flow Data:

Net cash provided by (used in) operating activities	\$ 102,003	\$ 46,263	\$ 11,214	\$ (13,774)	\$ (1,069)	\$ (15,335)
Free cash flows ⁽²⁾	(1,643)	(29,577)	(23,401)	(34,756)	(1,134)	(24,109)

(2) Free cash flows, a non-GAAP financial measure, is defined as net cash provided by (used in) operating activities minus purchases of property and equipment, property and equipment acquired under capital leases and purchase of other intangible assets. Each adjusting item is separately presented on our consolidated statements of cash flows. See Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Financial Measures" for further information.

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations in conjunction with the consolidated financial statements and notes thereto included elsewhere in this report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this report, particularly in “Risk Factors.”

Overview

Workday provides financial management, human capital management, and analytics applications designed for the world's largest companies, educational institutions, and government agencies. We offer innovative and adaptable technology focused on the consumer Internet experience and cloud delivery model. Our applications are designed for global enterprises to manage complex and dynamic operating environments. We provide our customers highly adaptable, accessible and reliable applications to manage critical business functions that enable them to optimize their financial and human capital resources.

We were founded in 2005 to deliver cloud applications to global enterprises. Our applications are designed around the way people work today – in an environment that is global, collaborative, fast-paced and mobile. Our cycle of frequent updates has facilitated rapid innovation and the introduction of new applications throughout our history. We began offering our Human Capital Management (HCM) application in 2006. Since then we have continued to invest in innovation and have consistently introduced new services to our customers, including our Financial Management application in 2007, our Procurement and Employee Expense Management applications in 2008, our Payroll and mobile applications in 2009, our Talent Management application in 2010, our native iPad application and Workday integration platform in 2011, our Time Tracking and Grants Management applications in 2012, Big Data Analytics in 2013, Recruiting in 2014 and Insight Applications in 2015.

We offer Workday applications to our customers on an enterprise-wide subscription basis, typically with three-year terms and with subscription fees largely based on the size of the customer’s workforce. We generally recognize revenues from subscription fees ratably over the term of the contract. We currently derive a substantial majority of our subscription services revenues from subscriptions to our HCM application. We market our applications primarily through our direct sales force.

We have achieved significant growth in a relatively short period of time. Our diverse customer base includes large, global companies and our direct sales force generally targets organizations with more than 1,000 workers. A substantial majority of our growth comes from new customers. Our current financial focus is on growing our revenues and expanding our customer base. While we are incurring losses today, we strive to invest in a disciplined manner across all of our functional areas to sustain continued near-term revenue growth and support our long-term initiatives. Our operating expenses have increased significantly in absolute dollars in recent periods, primarily due to our significant growth in employees. We had approximately 3,750 and approximately 2,600 employees as of January 31, 2015 and 2014, respectively.

We intend to continue investing for long-term growth. We have invested, and expect to continue to invest, heavily in our application development efforts to deliver additional compelling applications and to address customers’ evolving needs. In addition, we plan to continue to expand our sales and marketing organizations to sell our applications globally. We expect to make further significant investments in our data center infrastructure in fiscal

2016 as we plan for future growth. We are also investing in personnel to service our growing customer base. These investments will increase our costs on an absolute basis in the near-term. Many of these investments will occur in advance of experiencing any direct benefit from them and will make it difficult to determine if we are allocating our resources efficiently. We expect our product development, sales and marketing, and general and administrative expenses as a percentage of revenues to decrease over time as we grow our revenues, and we anticipate that we will gain economies of scale by increasing our customer base without direct incremental development costs and by utilizing more of the capacity of our data centers.

Since inception, we have invested heavily in our professional services organization to help ensure that customers successfully deploy and adopt our applications. Additionally, we continue to expand our professional services partner ecosystem to further support our customers. We believe our investment in professional services, as well as partners building consulting practices around Workday, will drive additional customer subscriptions and continued growth in revenues. In addition, over time we expect professional services revenues and the cost of professional services as a percentage of total revenues to decline as we increasingly rely on our partners to deploy Workday applications and as the number of our existing customers continues to grow.

Fiscal Year End

Our fiscal year ends on January 31. References to fiscal 2015, for example, refer to the year ended January 31, 2015.

Components of Results of Operations

Revenues

We primarily derive our revenues from subscription services fees and professional services fees. Subscription services revenues primarily consist of fees that give our customers access to our cloud applications, which include routine customer support at no additional cost. Professional services fees include deployment services, optimization services, and training.

Subscription services revenues accounted for over 78% of our total revenues during fiscal 2015 and represented over 96% of our total unearned revenue as of January 31, 2015. Subscription services revenues are driven primarily by the number of customers, the number of workers at each customer, the number of applications subscribed to by each customer, and the price of our applications.

The mix of the applications to which a customer subscribes can affect our financial performance due to price differentials in our applications. Compared to our other offerings, our HCM application has been available for a longer period of time, is more established in the marketplace and has benefited from continued enhancements of the functionality over a longer period of time, all of which help us to improve our pricing for that application. However, new products or services offerings by competitors in the future could impact the mix and pricing of our offerings.

Subscription services fees are recognized ratably as revenues over the contract term beginning on the date the application is made available to the customer, which is generally within one week of contract signing. Our subscription contracts typically have a term of three years and are non-cancelable. We generally invoice our customers in advance, in annual installments. Amounts that have been invoiced are initially recorded as unearned revenue. Amounts that have not been invoiced represent backlog and are not reflected in our consolidated financial statements.

The majority of our consulting engagements are billed on a time and materials basis, and revenues are typically recognized as the services are performed. We offer a number of training options intended to support our customers in configuring, using and administering our services. In some cases, we supplement our consulting teams by subcontracting resources from our service partners and deploying them on customer engagements. As Workday's professional services organization and the Workday-related consulting practices of our partner firms continue to develop, we expect the partners to increasingly contract directly with our subscription customers. As a result of this trend, and the increase of our subscription services revenues, we expect professional services revenues as a percentage of total revenues to decline over time.

Costs and Expenses

Costs of subscription services revenues. Costs of subscription services revenues consist primarily of employee-related expenses related to hosting our applications and providing customer support, the costs of data center capacity, and depreciation of owned and leased computer equipment and software.

Costs of professional services revenues. Costs of professional services revenues consist primarily of employee-related expenses associated with these services, the cost of subcontractors and travel. The percentage of total revenues derived from professional services was 22% in fiscal 2015. The cost of providing professional services is significantly higher as a percentage of the related revenues than for our subscription services.

Product development. Product development expenses consist primarily of employee-related costs. We continue to focus our product development efforts on adding new features and applications, increasing the functionality and enhancing the ease of use of our cloud applications.

Sales and marketing. Sales and marketing expenses consist primarily of employee-related costs, sales commissions, marketing programs and travel. Marketing programs consist of advertising, events, corporate communications, brand building and product marketing activities. Commissions earned by our sales force that can be associated specifically with a non-cancelable subscription contract are deferred and amortized over the same period that revenues are recognized for the related non-cancelable contract.

General and administrative. General and administrative expenses consist of employee-related costs for finance and accounting, legal, human resources and management information systems personnel, legal costs, professional fees and other corporate expenses.

Results of Operations

Revenues

Our total revenues for fiscal 2015, 2014 and 2013 were as follows:

	Year Ended January 31,				
	2015	2014	2013	2014 to 2015 % Change	2013 to 2014 % Change
	(in thousands)				
Subscription services	\$ 613,328	\$ 354,169	\$ 190,320	73%	86%
Professional services	174,532	114,769	83,337	52	38
Total revenues	<u>\$ 787,860</u>	<u>\$ 468,938</u>	<u>\$ 273,657</u>	68	71

Fiscal 2015 compared to fiscal 2014. Total revenues were \$788 million for fiscal 2015, compared to \$469 million for fiscal 2014, an increase of \$319 million, or 68%. Subscription services revenues were \$613 million for fiscal 2015, compared to \$354 million for fiscal 2014, an increase of \$259 million, or 73%. The increase in subscription revenues was due primarily to an increased number of customer contracts as compared to the prior year period. Professional services revenues were \$175 million for fiscal 2015, compared to \$115 million for the prior year period, an increase of \$60 million, or 52%. The increase in professional services revenues was due primarily to a greater number of customers requesting deployment and integration services.

Fiscal 2014 compared to fiscal 2013. Total revenues were \$469 million for fiscal 2014, compared to \$274 million for fiscal 2013, an increase of \$195 million, or 71%. Subscription services revenues were \$354 million for fiscal 2014, or 76% of total revenues, compared to \$190 million, or 70% of total revenues, for fiscal 2013, an increase of \$164 million or 86%. The increase in subscription services revenues was due primarily to the addition of new customers as compared to the prior year period. Professional services revenues were \$115 million for fiscal 2014, compared to \$83 million for fiscal 2013, an increase of \$32 million, or 38%. The increase in professional services revenues was due primarily to the addition of new customers and a greater number of customers requesting deployment and integration services.

Core Operating Expenses

We use the non-GAAP financial measure of core operating expenses to understand and compare operating results across accounting periods, for internal budgeting and forecasting purposes, for short- and long-term operating plans, and to evaluate our financial performance and the ability of operations to generate cash. We believe that core operating expenses reflects our ongoing business in a manner that allows for meaningful period-to-period comparisons and analysis of trends in our business, as it excludes expenses that are not reflective of ongoing operating results. We also believe that core operating expenses provides useful information to investors and others in understanding and evaluating our operating results and future prospects in the same manner as management and in comparing financial results across accounting periods and to those of peer companies.

The following discussion of our core operating expenses and the components comprising our core operating expenses highlights the factors that we focus upon in evaluating our operating margin and operating expenses. The increases or decreases in operating expenses discussed in this section do not include changes relating to share-based compensation, and certain other expenses, which consist of employer payroll tax-related items on employee stock transactions, amortization of acquisition-related intangible assets and an equity grant to the Workday Foundation.

Reconciliations of our core operating expenses to the nearest GAAP measure, total operating expenses, are as follows:

	Year Ended January 31, 2015			
	Core Operating Expenses⁽¹⁾	Share-Based Compensation Expenses	Other Operating Expenses	Total Operating Expenses
	(in thousands)			
Costs of subscription services	\$ 96,219	\$ 6,053	\$ 204	\$ 102,476
Costs of professional services	148,986	12,890	451	162,327
Product development.....	249,709	63,938	3,221	316,868
Sales and marketing	284,545	29,875	1,420	315,840
General and administrative	61,557	43,292	1,202	106,051
Total	<u>\$ 841,016</u>	<u>\$ 156,048</u>	<u>\$ 6,498</u>	<u>\$ 1,003,562</u>
Operating loss	(53,156)	\$ (156,048)	\$ (6,498)	\$ (215,702)
Operating margin	(7)%	(20)%	—%	(27)%
	Year Ended January 31, 2014			
	Core Operating Expenses⁽¹⁾	Share-Based Compensation Expenses	Other Operating Expenses	Total Operating Expenses
	(in thousands)			
Costs of subscription services	\$ 66,770	\$ 2,408	\$ 17	\$ 69,195
Costs of professional services	102,141	4,818	656	\$ 107,615
Product development.....	158,928	21,644	1,544	\$ 182,116
Sales and marketing.....	184,359	12,131	883	\$ 197,373
General and administrative.....	43,773	20,850	1,298	\$ 65,921
Total.....	<u>\$ 555,971</u>	<u>\$ 61,851</u>	<u>\$ 4,398</u>	<u>\$ 622,220</u>
Operating loss.....	\$ (87,033)	\$ (61,851)	\$ (4,398)	\$ (153,282)
Operating margin.....	(19)%	(13)%	(1)%	(33)%
	Year Ended January 31, 2013			
	Core Operating Expenses⁽¹⁾	Share-Based Compensation Expenses	Other Operating Expenses	Total Operating Expenses
	(in thousands)			
Costs of subscription services	\$ 38,650	\$ 601	\$ —	\$ 39,251
Costs of professional services	75,972	1,312	—	\$ 77,284
Product development.....	99,137	3,528	—	\$ 102,665
Sales and marketing	120,723	2,717	—	\$ 123,440
General and administrative.....	30,460	7,170	11,250	\$ 48,880
Total	<u>\$ 364,942</u>	<u>\$ 15,328</u>	<u>\$ 11,250</u>	<u>\$ 391,520</u>
Operating loss	\$ (91,285)	\$ (15,328)	\$ (11,250)	\$ (117,863)
Operating margin	(33)%	(6)%	(4)%	(43)%

(1) See “Non-GAAP Financial Measures” below for further information.

Core operating margin

Core operating margins, calculated using GAAP revenues and core operating expenses, improved from (19)% for fiscal 2014 to (7)% for fiscal 2015 and from (33)% for fiscal 2013 to (19)% for fiscal 2014. The improvement in our operating margin was primarily due to higher subscription services revenues in both fiscal 2015 and 2014 compared to prior fiscal years. The improvement in fiscal 2015 was also due to higher professional services revenues driven by improved utilization rates and increased demand for services, and improvements to operating leverage. In evaluating our results, we generally focus on core operating expenses. We believe that our core operating expenses reflect our ongoing business in a manner that allows meaningful period-to-period comparisons. Our core operating expenses are reconciled to the most comparable U.S. generally accepted accounting principles (GAAP) measure, “total operating expenses,” in the table above.

Core operating expenses increased by \$285 million, or 51% for fiscal 2015 compared to fiscal 2014, and by \$191 million, or 52% for fiscal 2014 compared to fiscal 2013. As quantified below, these increases for both periods were primarily due to higher employee-related costs driven by higher headcount.

Costs of subscription services

Fiscal 2015 compared to fiscal 2014. Core operating expenses in costs of subscription services were \$96 million for fiscal 2015, compared to \$67 million for fiscal 2014, an increase of \$29 million, or 43%. The increase was primarily due to an increase of \$10 million in employee-related costs driven by higher headcount, an increase of \$9 million in depreciation expense related to our data centers, an increase of \$6 million in service contracts expense to expand data center capacity, and an increase of \$3 million in facility and IT-related expense.

Fiscal 2014 compared to fiscal 2013. Core operating expenses in costs of subscription services were \$67 million for fiscal 2014, compared to \$39 million for fiscal 2013, an increase of \$28 million, or 72%. The increase was primarily due to an increase of \$10 million in depreciation expense related to our data centers, an increase of \$9 million in employee-related costs driven by higher headcount and an increase of \$7 million in service contracts expense to expand data center capacity.

We expect that core operating expenses in costs of subscription services will continue to increase in absolute dollars as we improve and expand our data center capacity and operations.

Costs of professional services

Fiscal 2015 compared to fiscal 2014. Core operating expenses in costs of professional services were \$149 million for fiscal 2015, compared to \$102 million for fiscal 2014, a \$47 million increase, or 46%. This increase was primarily due to increases of \$36 million to staff our deployment and integration engagements and \$4 million in facility and IT-related expenses.

Fiscal 2014 compared to fiscal 2013. Core operating expenses in costs of professional services were \$102 million for fiscal 2014, compared to \$76 million for fiscal 2013, a \$26 million increase, or 34%. This increase was primarily due to increases of \$21 million to staff our deployment and integration engagements and \$2 million in facility and IT-related expense.

Due to the large increase in demand for our professional services versus the prior year, we have increased both our internal professional service staff as well as third-party supplemental staff. Over time, we expect costs of professional services as a percentage of total revenues to continue to decline as we increasingly rely on third parties to deploy our applications and as the number of our customers continues to grow. For fiscal 2016, we anticipate professional services margins to be lower than fiscal 2015 as we invest in deploying our financial management

applications, and in building our partnership ecosystem in the education and government sectors, as well as internationally.

Product development

Fiscal 2015 compared to fiscal 2014. Core operating expenses in product development were \$250 million for fiscal 2015, compared to \$159 million for fiscal 2014, an increase of \$91 million, or 57%. The increase was primarily due to increases of \$66 million in employee compensation costs due to higher headcount, \$9 million in facility and IT-related expenses, \$6 million in depreciation expense for our development cloud data center and \$5 million in third party costs for hardware maintenance and data center capacity.

Fiscal 2014 compared to fiscal 2013. Core operating expenses in product development were \$159 million for fiscal 2014, compared to \$99 million for fiscal 2013, an increase of \$60 million, or 61%. The increase was primarily due to increases of \$45 million in employee compensation costs due to higher headcount, \$6 million in facility and IT-related expenses and \$4 million in contracted costs for our development cloud data center.

We expect that product development expenses will continue to increase in absolute dollars as we improve and extend our applications and develop new technologies.

Sales and marketing

Fiscal 2015 compared to fiscal 2014. Core operating expenses in sales and marketing were \$285 million for fiscal 2015, compared to \$184 million for fiscal 2014, an increase of \$101 million, or 55%. The increase was primarily due to increases of \$68 million in employee compensation costs due to higher headcount and higher commissionable sales volume, \$17 million in advertising, marketing and event costs, \$7 million in facility and IT-related expenses and \$6 million in travel.

Fiscal 2014 compared to fiscal 2013. Core operating expenses in sales and marketing were \$184 million for fiscal 2014, compared to \$121 million for fiscal 2013, an increase of \$63 million, or 52%. The increase was primarily due to increases of \$47 million in employee compensation costs due to higher headcount and higher commissionable sales volume, \$6 million in advertising, marketing and event costs, \$4 million in travel and \$4 million in facility and IT-related expenses.

We expect that sales and marketing expenses will continue to increase in absolute dollars as we continue to invest in the expansion of our domestic and international selling and marketing activities to build brand awareness and attract new customers.

General and administrative

Fiscal 2015 compared to fiscal 2014. Core operating expenses in general and administrative were \$62 million for fiscal 2015, compared to \$44 million for fiscal 2014, an increase of \$18 million, or 41%. The increase was primarily due to \$12 million in higher employee compensation costs due to higher headcount, \$4 million in higher professional services costs including consulting, legal and audit and \$2 million in facility and IT-related expenses.

Fiscal 2014 compared to fiscal 2013. Core operating expenses in general and administrative were \$44 million for fiscal 2014, compared to \$30 million for fiscal 2013, an increase of \$14 million, or 47%. The increase was primarily due to \$11 million in higher compensation costs due to higher headcount and \$2 million in higher professional services costs including consulting, legal and audit.

We expect general and administrative expenses will continue to increase in absolute dollars as we further invest in our infrastructure and support our global expansion.

Share-Based Compensation Expenses

Share-based compensation expenses were \$156 million, \$62 million and \$15 million in fiscal 2015, 2014 and 2013, respectively. The increase in share-based compensation expenses for fiscal 2015 compared to fiscal 2014 was primarily due to an increase in the number of employees, as well as a change in the timing of the cycle in which we grant additional equity awards to existing employees which resulted in grants that were made earlier in the fiscal year in fiscal 2015 relative to fiscal 2014. The increase in share-based compensation expenses for fiscal 2014 compared to fiscal 2013 was primarily due to an increase in the number of employees during fiscal 2014. During fiscal 2015, 2014 and 2013, the realized excess tax benefits related to share-based compensation were immaterial. The next grant to existing employees is planned for the first quarter of fiscal 2016.

Other Operating Expenses

Other operating expenses, which consist of employer payroll tax-related items on employee stock transactions for fiscal 2015 and 2014, amortization of acquisition-related intangible assets for fiscal 2015 and a one-time charge related to our contribution of 500,000 shares of Class A common stock to the Workday Foundation in fiscal 2013, were \$6 million, \$4 million and \$11 million, respectively. Employer payroll tax-related items on employee stock transactions substantially increased beginning in April 2013 after the expiration of the lock-up period for our initial public offering. Before fiscal 2014, the employer payroll tax-related charges on employee stock transactions were not included in other operating expenses as they were not material.

Other Expense, Net

Other expense, net, was \$30 million, \$18 million and \$1 million for fiscal 2015, 2014 and 2013, respectively. The increase in other expense, net for fiscal 2015 and 2014 compared to prior periods was primarily due to the interest expense related to our June 2013 issuance of 0.75% convertible senior notes due October 15, 2018 (2018 Notes) and 1.50% convertible senior notes due October 15, 2020 (2020 Notes, and together with the 2018 Notes, the Notes), as we incurred a full period of interest expense in fiscal 2015. We issued the Notes in June 2013, and therefore incurred interest on the Notes for only a portion of fiscal 2014. We did not incur interest expense for the Notes in fiscal 2013 as they had not yet been issued. The contractual cash interest expense was \$6 million and \$4 million, respectively, for fiscal 2015 and 2014. The non-cash interest expense related to amortization of the debt discount and amortization of debt issuance costs was \$24 million and \$14 million, respectively, for fiscal 2015 and 2014.

Liquidity and Capital Resources

As of January 31, 2015, our principal sources of liquidity were cash, cash equivalents and marketable securities totaling \$1.9 billion, which were held for working capital purposes. Our cash equivalents and marketable securities are composed primarily of U.S. agency obligations, U.S. treasury securities, U.S. corporate securities, commercial paper, and money market funds.

We have financed our operations primarily through sales of equity securities, customer payments, and issuance of debt. Our future capital requirements will depend on many factors, including our customer growth rate, subscription renewal activity, the timing and extent of development efforts, the expansion of sales and marketing activities, the introduction of new and enhanced services offerings, and the continuing market acceptance of our services. We may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies, and intellectual property rights. We may choose to seek additional equity or debt financing.

Our cash flows for fiscal 2015, 2014 and 2013 were as follows:

	Year Ended January 31,		
	2015	2014	2013
	(in thousands)		
Net cash provided by (used in):			
Operating activities	\$ 102,003	\$ 46,263	\$ 11,214
Investing activities	(404,167)	(682,633)	(670,118)
Financing activities	19,455	1,133,610	685,537
Effect of exchange rate changes	(425)	(72)	(4)
Net increase (decrease) in cash and cash equivalents.....	<u>\$ (283,134)</u>	<u>\$ 497,168</u>	<u>\$ 26,629</u>

In evaluating our performance internally, we focus on long-term, sustainable growth in free cash flows. We define free cash flows, a non-GAAP financial measure, as net cash provided by (used in) operating activities minus purchases of property and equipment, property and equipment acquired under capital leases and purchases of other (non-acquisition-related) intangible assets. See “Non-GAAP Financial Measures” below for further information.

Our free cash flows for fiscal 2015, 2014 and 2013 were as follows:

	Year Ended January 31,		
	2015	2014	2013
	(in thousands)		
Net cash provided by operating activities	\$ 102,003	\$ 46,263	\$ 11,214
Purchases of property and equipment	(103,646)	(60,725)	(15,898)
Property and equipment acquired under capital leases.....	—	(115)	(18,717)
Purchase of other intangible assets.....	—	(15,000)	—
Free cash flows.....	<u>\$ (1,643)</u>	<u>\$ (29,577)</u>	<u>\$ (23,401)</u>

Operating Activities

We use cash provided by operating activities as a key financial metric. Cash provided by operating activities was \$102 million, \$46 million and \$11 million, respectively, for fiscal 2015, 2014 and 2013. The increase in cash flows compared to prior fiscal years resulted primarily from increased cash collections driven by growth in customer demand for our services. This increase in collections in both fiscal 2015 and 2014 was partially offset by increases in our headcount related and other operational expenses.

Investing Activities

Cash used in investing activities for fiscal 2015, 2014 and 2013 was \$404 million, \$683 million and \$670 million respectively, which was primarily the result of the timing of purchases and maturities of marketable securities and capital expenditures of \$104 million, \$61 million and \$16 million, respectively. Following the initial public offering of our Class A common stock in October 2012, the issuance of our Notes in June 2013 and our follow-on offering of Class A common stock in January 2014, we purchased a significant amount of marketable

securities. In addition, during fiscal 2015, we paid \$10 million to purchase 1.4 million shares of series D preferred stock in a private company, and received proceeds of \$53 million from the sale of available-for-sale securities. During fiscal 2014, we paid \$10 million to purchase a leasehold interest in land in Pleasanton adjacent to our existing office space and \$5 million to acquire patents. We expect capital expenditures will be approximately \$150 million for fiscal 2016. We expect that these capital outlays will largely be used to expand the infrastructure of our data centers and to build out additional office space to support our growth. We are actively evaluating construction alternatives for the leasehold land in Pleasanton and have not yet factored related development costs, if any, into our expected capital expenditures.

Financing Activities

For fiscal 2015, cash provided by financing activities was \$19 million, primarily as a result of \$36 million of proceeds from the issuance of common stock from employee equity plans, partially offset by \$10 million in principal payments on our capital lease obligations and \$8 million of Class A common share repurchases for tax withholdings on vesting of restricted stock.

For fiscal 2014, cash provided by financing activities was \$1 billion, primarily as a result of \$584 million in net proceeds from issuance of the Notes, \$592 million in net proceeds from our follow-on offering of Class A common stock, \$93 million in proceeds from the issuance of warrants related to the Notes and \$24 million in proceeds from employee equity plans. These proceeds were partially offset by \$144 million to purchase convertible senior notes hedges and \$12 million in principal payments on our capital lease obligations. We purchased the convertible senior notes hedges to offset potential economic dilution to our Class A common stock upon any conversion of the Notes.

For fiscal 2013, financing activities provided \$686 million, primarily as a result of \$685 million of net proceeds from our initial public offering of Class A common stock in October 2012 and \$10 million in proceeds from employee equity plans, partially offset by \$9 million in principal payments on our capital lease obligations.

Free Cash Flows

In addition to cash provided by operating activities, we use free cash flows as a key financial metric. Free cash flows increased by \$28 million to \$(2) million for fiscal 2015, compared to \$(30) million for fiscal 2014 and decreased by \$7 million to \$(30) million for fiscal 2014, compared to \$(23) million for fiscal 2013. The improvement in fiscal 2015 as compared to fiscal 2014 was primarily due to increased sales and related cash collections, partially offset by increased capital expenditures and higher operating expenses, driven primarily by increased headcount. The reduction in free cash flows in fiscal 2014 as compared to fiscal 2013 was primarily due to a significant increase in cash paid for property and equipment and payments made for a leasehold interest and patents, partially offset by increased sales and related cash collections.

Non-GAAP Financial Measures

Regulation S-K Item 10(e), "Use of non-GAAP financial measures in Commission filings," defines and prescribes the conditions for use of non-GAAP financial information. Our measures of core operating expenses, core operating margin and free cash flows each meet the definition of a non-GAAP financial measure.

Core Operating Expenses

We define core operating expenses as our total operating expenses excluding the following components, which we believe are not reflective of our ongoing operational expenses. In each case, for the reasons set forth below, we believe that excluding the component provides useful information to investors and others in understanding and evaluating our operating results and future prospects in the same manner as management, in comparing financial results across accounting periods and to those of peer companies and to better understand the long-term performance of our core business.

- *Share-Based Compensation Expenses.* Although share-based compensation is an important aspect of the compensation of our employees and executives, we believe it is useful to exclude share-based compensation in order to better understand the long-term performance of our core business and to facilitate comparison of our results to those of peer companies. For restricted share awards, the amount of share-based compensation expenses is not reflective of the value ultimately received by the grant recipients. Moreover, determining the fair value of certain of the share-based instruments we utilize involves a high degree of judgment and estimation and the expense recorded may bear little resemblance to the actual value realized upon the vesting or future exercise of the related share-based awards. Unlike cash compensation, the value of stock options and shares issued under the Employee Stock Purchase Plan, which is an element of our ongoing share-based compensation expenses, is determined using a complex formula that incorporates factors, such as market volatility and forfeiture rates, that are beyond our control.
- *Other Operating Expenses.* Other operating expenses included employer payroll tax-related items on employee stock transactions for fiscal 2015, and 2014, amortization of acquisition-related intangible assets for fiscal 2015 and a one-time charge related to our contribution of equity to the Workday Foundation for fiscal 2013. The amount of employer payroll tax-related items on share-based compensation is dependent on our stock price and other factors that are beyond our control and do not correlate to the operation of the business. For business combinations, we generally allocate a portion of the purchase price to intangible assets. The amount of the allocation is based on estimates and assumptions made by management and is subject to amortization. The amount of purchase price allocated to intangible assets and the term of its related amortization can vary significantly and are unique to each acquisition and thus we do not believe it is reflective of our ongoing operations. During fiscal 2013, Workday granted 500,000 shares of common stock to the Workday Foundation. The Workday Foundation is a non-profit organization established to provide grants and humanitarian relief, employer matching contributions and to support volunteerism and social development projects. This grant resulted in a one-time charge of \$11 million, which was recorded to the General and administrative expenses line of the consolidated statements of operations. We do not expect to make future grants of shares to the Workday Foundation and therefore consider this charge as non-recurring. As such, we believe it is useful to exclude this one-time charge in order to better understand the ongoing expenses of our core business and to facilitate comparison of our results across periods.

Free cash flows

We define free cash flows as net cash provided by operating activities minus purchases of property and equipment, property and equipment acquired under capital leases and purchases of other (non-acquisition-related) intangible assets. We use free cash flows as a measure of financial progress in our business, as it balances operating

results, cash management and capital efficiency. When calculating free cash flows, we subtract the gross value of all equipment acquired in the period, even when acquired under capital leases, so that we can evaluate our progress on free cash flows independent of our capital financing decisions. We believe information regarding free cash flows provides investors and others with an important perspective on the cash available to make strategic acquisitions and investments, to fund ongoing operations and to fund other capital expenditures.

Limitations on the use of non-GAAP financial measures

A limitation of our non-GAAP financial measures of core operating expenses, core operating margin and free cash flows is that they do not have uniform definitions. Our definitions will likely differ from the definitions used by other companies, including peer companies, and therefore comparability may be limited. In addition, other peer companies may not publish these or similar metrics. Thus, our non-GAAP measures of core operating expenses, core operating margin and free cash flows should be considered in addition to, not as a substitute for, or in isolation from, measures prepared in accordance with GAAP. Additionally, in the case of share-based compensation, if we did not pay out a portion of compensation in the form of share-based compensation and related employer payroll tax-related items, the cash salary expense included in costs of revenues and operating expenses would be higher, which would affect our cash position. Further, the non-GAAP measure of core operating expenses has certain limitations because it does not reflect all items of income and expense that affect our operations and are reflected in the GAAP measure of total operating expenses.

We compensate for these limitations by reconciling core operating expenses to the most comparable GAAP financial measure and reviewing these measures in conjunction with GAAP financial information. We encourage investors and others to review our financial information in its entirety, not to rely on any single financial measure and to view our non-GAAP financial measures in conjunction with the most comparable GAAP financial measures.

See “Results of Operations—Core Operating Expenses” for a reconciliation of the non-GAAP financial measure of core operating expenses to the most comparable GAAP measure, “total operating expenses,” for fiscal 2015, 2014 and 2013.

See “Liquidity and Capital Resources” for a reconciliation of free cash flows to the most comparable GAAP measure, “net cash provided by (used in) operating activities,” for fiscal 2015, 2014 and 2013.

Backlog

We generally sign multiple-year subscription contracts for our applications. The timing of our invoices to the customer is a negotiated term and varies among our subscription contracts. For multiple-year agreements, it is common to invoice an initial amount at contract signing followed by subsequent annual invoices. At any point in the contract term, there can be amounts that we have not yet been contractually able to invoice. Until such time as these amounts are invoiced, they are not recorded in revenues, unearned revenue or elsewhere in our consolidated financial statements. To the extent future invoicing is determined to be certain, we consider those future subscription invoices to be non-cancelable backlog. Future invoicing is determined to be certain when we have a fully executed non-cancelable contract and invoicing is not dependent on a future event such as customer funding or the delivery of a product. The amount of non-cancelable subscription contract backlog was \$965 million as of January 31, 2015.

We expect that the amount of backlog relative to the total value of our contracts will change from year to year for several reasons, including the amount of cash collected early in the contract term, the specific timing and duration of large customer subscription agreements, varying invoicing cycles of subscription agreements, the

specific timing of customer renewals, changes in customer financial circumstances and foreign currency fluctuations. Backlog may also vary based on changes in the average non-cancelable term of our subscription agreements. Accordingly, we believe that fluctuations in backlog are not a reliable indicator of future revenues and we do not utilize backlog as a key management metric internally.

Contractual Obligations

The following table summarizes our consolidated principal contractual cash obligations as of January 31, 2015:

	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
0.75% Convertible Senior Notes due 2018 ⁽¹⁾	\$ 350,000	\$ —	\$ —	\$ 350,000	\$ —
1.50% Convertible Senior Notes due 2020 ⁽¹⁾	250,000	—	—	—	250,000
Aggregate interest obligation ⁽²⁾	29,529	6,375	12,750	8,696	1,708
Capital lease obligations ⁽³⁾	3,293	3,293	—	—	—
Operating lease obligations:					
Facilities space ⁽⁴⁾	119,271	16,684	44,004	24,779	33,804
Facilities space with related party	50,990	4,868	10,969	11,455	23,698
Contractual commitments	6,896	6,896	—	—	—
Total	<u>\$ 809,979</u>	<u>\$ 38,116</u>	<u>\$ 67,723</u>	<u>\$ 394,930</u>	<u>\$ 309,210</u>

- (1) Represents aggregate principal amount of the notes, without the effect of associated discounts.
- (2) Represents estimated aggregate interest obligations for our outstanding Notes that are payable in cash.
- (3) Includes principal and imputed interest.
- (4) For the 95-year lease we entered in January 2013, the cash obligations exclude the potential annual rental increases based on the increases to the Consumer Price Index (CPI). (See more information under “commitments” below). We expect to make higher rent payments over the lease term due to increases in the CPI.

Commitments

Our principal commitments primarily consist of obligations under leases for office space and co-location facilities for data center capacity and our development and test data center, and computer equipment. For fiscal 2016, we anticipate leasing additional office space near our headquarters and in various other locations around the world to support our growth.

In January 2014, Workday acquired a 95-year lease for a 6.9 acre parcel of land adjacent to our existing Pleasanton, California leased facilities. The lease affords us the opportunity to develop office space for employees in Pleasanton, California. We paid \$10 million to acquire the lease and \$2 million in prepaid rent through December 31, 2020. If construction does not commence by June 30, 2015, we will be required to make additional payments to the lessor, ranging from \$0.2 million to \$1 million based on the length of the delay.

Purchase orders are not included in the table above. Our purchase orders represent authorizations to purchase rather than binding agreements. The contractual commitment amounts in the table above are associated with agreements that are enforceable and legally binding and that specify all significant terms, including fixed or minimum services to be used, fixed, minimum or variable price provisions, and the approximate timing of the transaction. Obligations under contracts that we can cancel without a significant penalty are not included in the table above. In addition, future obligations relating to the lease described above for construction costs and required extension payments, if any, are not included in the above table because the costs and payments are dependent on the timing and scope of construction, which is not yet known.

Off-Balance Sheet Arrangements

Through January 31, 2015, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses, and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions. Our actual results may differ from these estimates under different assumptions or conditions.

We believe that of our significant accounting policies, which are described in Note 2 to our consolidated financial statements, the following accounting policies involve a greater degree of judgment and complexity. Accordingly, these are the policies we believe are the most critical to aid in fully understanding and evaluating our consolidated financial condition and results of operations.

Revenue Recognition

We derive our revenues primarily from subscription services fees and from professional services fees, including training. We sell subscriptions to our cloud applications through contracts that are generally three years in length. Our arrangements do not contain general rights of return. Our subscription contracts do not provide customers with the right to take possession of the software supporting the applications and, as a result, are accounted for as service contracts.

We commence revenue recognition for our cloud applications and professional services when all of the following criteria are met:

- There is persuasive evidence of an arrangement;
- The service has been or is being provided to the customer;
- Collection of the fees is reasonably assured; and
- The amount of fees to be paid by the customer is fixed or determinable.

Subscription Services Revenues

Subscription services revenues are recognized ratably over the contractual term of the arrangement beginning on the date that our service is made available to the customer, assuming all other revenue recognition criteria have been met.

Professional Services Revenues

Professional services revenues are generally recognized as the services are rendered for time and material contracts, or on a proportional performance basis for fixed price contracts. The majority of our professional services contracts are on a time and materials basis. Training revenues are recognized as the services are rendered.

Multiple Deliverable Arrangements

For arrangements with multiple deliverables, we evaluate whether the individual deliverables qualify as separate units of accounting. In order to treat deliverables in a multiple deliverable arrangement as separate units of accounting, the deliverables must have standalone value upon delivery. If the deliverables have standalone value upon delivery, we account for each deliverable separately and revenue is recognized for the respective deliverables as they are delivered. If one or more of the deliverables does not have standalone value upon delivery, the deliverables that do not have standalone value are generally combined with the final deliverable within the arrangement and treated as a single unit of accounting. Revenue for arrangements treated as a single unit of accounting is generally recognized over the period commencing upon delivery of the final deliverable and over the remaining term of the subscription contract.

Subscription contracts have standalone value as we sell the subscriptions separately. In determining whether professional services can be accounted for separately from subscription services, we consider the availability of the professional services from other vendors, the nature of our professional services and whether we sell our applications to new customers without professional services. All of our professional services have standalone value as of February 1, 2012.

When multiple deliverables included in an arrangement are separable into different units of accounting, the arrangement consideration is allocated to the identified separate units of accounting based on their relative selling price. Multiple deliverable arrangement accounting guidance provides a hierarchy to use when determining the relative selling price for each unit of accounting. Vendor-specific objective evidence (VSOE) of selling price, based on the price at which the item is regularly sold by the vendor on a standalone basis, should be used if it exists. If VSOE of selling price is not available, third-party evidence (TPE) of selling price is used to establish the selling price if it exists. VSOE and TPE do not currently exist for any of our deliverables. Accordingly, for arrangements with multiple deliverables that can be separated into different units of accounting, we allocate the arrangement fee to the separate units of accounting based on our best estimate of selling price. The amount of arrangement fee allocated is limited by contingent revenues, if any.

We determine our best estimate of selling price for our deliverables based on our overall pricing objectives, taking into consideration market conditions and entity-specific factors. We evaluate our best estimate of selling price by reviewing historical data related to sales of our deliverables, including comparing the percentages of our contract prices to our list prices. We also consider several other data points in our evaluation, including the size of our arrangements, the cloud applications sold, customer demographics and the numbers and types of users within our arrangements.

Deferred Commissions

Direct sales commissions are deferred when earned and amortized over the same period that revenues are recognized for the related non-cancelable cloud application services contract. The commission payments are paid in full after the customer has paid for its first year of service. During fiscal 2015, we deferred \$23 million of commissions and we amortized \$16 million to sales and marketing expenses in the accompanying consolidated statements of operations. During fiscal 2014, we deferred \$19 million of commission expenditures and we amortized \$10 million to sales and marketing expenses in the accompanying consolidated statements of operations. Deferred commissions on our consolidated balance sheets totaled \$37 million and \$29 million at January 31, 2015 and 2014, respectively.

Convertible Senior Notes

In accounting for the issuance of the Notes, we separated the Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar liability that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option was determined by deducting the fair value of the liability component from the par value of the Notes as a whole. This difference represents a debt discount that is amortized to interest expense over the terms of the Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification. In accounting for the issuance costs related to the Notes, we allocated the total amount incurred to the liability and equity components. Issuance costs attributable to the liability components are being amortized to expense over the respective terms of the Notes, and issuance costs attributable to the equity components were netted with the respective equity component in additional paid-in capital.

Recent Accounting Pronouncements

On May 28, 2014, the FASB issued ASU 2014-9 regarding ASC Topic 606, *Revenue from Contracts with Customers*. The standard provides principles for recognizing revenue for the transfer of promised goods or services to customers with the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance will be effective for our fiscal year beginning February 1, 2017. Early adoption is not permitted. We are currently evaluating the accounting, transition and disclosure requirements of the standard and cannot currently estimate the financial statement impact of adoption.

ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk

Foreign currency exchange risk

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro and British Pound Sterling. Due to the relative size of our international operations to date and the fact that the majority of our international contracts are currently in U.S. dollars, our foreign currency exposure has been fairly limited. We anticipate that our exposure to foreign currency fluctuations will increase over time, and we initiated a limited hedging program focused on certain currencies in fiscal 2015. For fiscal 2016 and beyond, we expect the number of contracts denominated in currencies other than the U.S. dollars to increase.

Interest rate sensitivity

We had cash, cash equivalents and marketable securities totaling \$1.9 billion as of January 31, 2015. Cash equivalents and marketable securities were invested primarily in U.S. agency obligations, U.S. treasury securities, U.S. corporate securities, commercial paper, and money market funds. The cash, cash equivalents and marketable securities are held for working capital purposes. Our investments are made for capital preservation purposes. We do not enter into investments for trading or speculative purposes.

Our cash equivalents and our portfolio of marketable securities are subject to market risk due to changes in interest rates. Fixed rate securities may have their market value adversely affected due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due in part to these factors, our future investment income may fluctuate due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates. However, because we classify our marketable securities as “available for sale,” no gains or losses are recognized due to changes in interest rates unless such securities are sold prior to maturity or declines in fair value are determined to be other-than-temporary.

An immediate increase of 100-basis points in interest rates would have resulted in a \$2 million market value reduction in our investment portfolio as of January 31, 2015. All of our investments earn less than 100-basis points and as a result, an immediate decrease of 100-basis points in interest rates would have increased the market value by \$2 million as of January 31, 2015. This estimate is based on a sensitivity model that measures market value changes when changes in interest rates occur. Fluctuations in the value of our investment securities caused by a change in interest rates (gains or losses on the carrying value) are recorded in other comprehensive income, and are realized only if we sell the underlying securities.

At January 31, 2014, we had cash, cash equivalents and marketable securities totaling \$1.9 billion. The fixed-income portfolio was also subject to interest rate risk; however, the risk was not material.

ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

WORKDAY, INC.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Workday, Inc.

We have audited the accompanying consolidated balance sheets of Workday, Inc. as of January 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive loss, cash flows, and redeemable convertible preferred stock and stockholders' equity (deficit) for each of the three years in the period ended January 31, 2015. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Workday, Inc. at January 31, 2015 and 2014, and the consolidated results of its operations and its cash flows for each of the three years in the period ended January 31, 2015, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Workday, Inc.'s internal control over financial reporting as of January 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated March 25, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Francisco, California
March 25, 2015

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Workday, Inc.

We have audited Workday, Inc.'s internal control over financial reporting as of January 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), (the COSO criteria). Workday, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Workday, Inc. maintained, in all material respects, effective internal control over financial reporting as of January 31, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the fiscal 2015 consolidated financial statements of Workday, Inc. and our report dated March 25, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Francisco, California
March 25, 2015

WORKDAY, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	January 31,	
	2015	2014
Assets		
Current assets:		
Cash and cash equivalents.....	\$ 298,192	\$ 581,326
Marketable securities	1,559,517	1,305,253
Accounts receivable, net of allowance for doubtful accounts of \$1,262 and \$783.....	188,357	92,184
Deferred costs	20,471	16,446
Prepaid expenses and other current assets.....	42,502	28,449
Total current assets	2,109,039	2,023,658
Property and equipment, net.....	140,136	77,664
Deferred costs, noncurrent	20,998	20,797
Goodwill and acquisition-related intangible assets, net	34,779	8,488
Other assets	53,681	45,658
Total assets	\$ 2,358,633	\$ 2,176,265
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 10,623	\$ 6,212
Accrued expenses and other current liabilities	24,132	17,999
Accrued compensation	56,152	55,620
Capital leases.....	3,207	9,377
Unearned revenue.....	547,151	332,682
Total current liabilities.....	641,265	421,890
Convertible senior notes, net.....	490,501	468,412
Capital leases, noncurrent.....	—	3,589
Unearned revenue, noncurrent.....	85,593	80,883
Other liabilities	15,299	14,274
Total liabilities.....	1,232,658	989,048
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Preferred stock, \$0.001 par value; 10 million shares authorized as of January 31, 2015 and January 31, 2014; no shares issued and outstanding as of January 31, 2015 and January 31, 2014	—	—
Class A common stock, \$0.001 par value; 750 million shares authorized as of January 31, 2015 and January 31, 2014; 105 million and 91 million shares issued and outstanding as of January 31, 2015 and January 31, 2014	104	90
Class B common stock, \$0.001 par value; 240 million shares authorized as of January 31, 2015 and January 31, 2014; 83 million and 92 million shares issued and outstanding as of January 31, 2015 and January 31, 2014 (including 1 million and 2 million shares subject to repurchase, legally issued and outstanding as of January 31, 2015 and January 31, 2014).....	82	91
Additional paid-in capital.....	1,948,300	1,761,156
Accumulated other comprehensive income (loss).....	(140)	269
Accumulated deficit	(822,371)	(574,389)
Total stockholders' equity.....	1,125,975	1,187,217
Total liabilities and stockholders' equity	\$ 2,358,633	\$ 2,176,265

See Notes to Consolidated Financial Statements

WORKDAY, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

	Year Ended January 31,		
	2015	2014	2013
Revenues:			
Subscription services	\$ 613,328	\$ 354,169	\$ 190,320
Professional services.....	174,532	114,769	83,337
Total revenues	<u>787,860</u>	<u>468,938</u>	<u>273,657</u>
Costs and expenses ⁽¹⁾ :			
Costs of subscription services.....	102,476	69,195	39,251
Costs of professional services.....	162,327	107,615	77,284
Product development	316,868	182,116	102,665
Sales and marketing.....	315,840	197,373	123,440
General and administrative	106,051	65,921	48,880
Total costs and expenses	<u>1,003,562</u>	<u>622,220</u>	<u>391,520</u>
Operating loss	<u>(215,702)</u>	<u>(153,282)</u>	<u>(117,863)</u>
Other expense, net.....	<u>(30,270)</u>	<u>(17,549)</u>	<u>(1,203)</u>
Loss before provision for income taxes	<u>(245,972)</u>	<u>(170,831)</u>	<u>(119,066)</u>
Provision for income taxes.....	<u>2,010</u>	<u>1,678</u>	<u>124</u>
Net loss	<u>(247,982)</u>	<u>(172,509)</u>	<u>(119,190)</u>
Accretion of redeemable convertible preferred stock	<u>—</u>	<u>—</u>	<u>(568)</u>
Net loss attributable to Class A and Class B common stockholders	<u>\$ (247,982)</u>	<u>\$ (172,509)</u>	<u>\$ (119,758)</u>
Net loss per share attributable to Class A and Class B common stockholders, basic and diluted	<u>\$ (1.35)</u>	<u>\$ (1.01)</u>	<u>\$ (1.62)</u>
Weighted-average shares used to compute net loss per share attributable to Class A and Class B common stockholders	<u>183,702</u>	<u>171,297</u>	<u>74,011</u>

⁽¹⁾ Costs and expenses include share-based compensation expenses as follows:

	Year Ended January 31,		
	2015	2014	2013
Costs of subscription services.....	\$ 6,053	\$ 2,408	\$ 601
Costs of professional services.....	12,890	4,818	1,312
Product development	63,938	21,644	3,528
Sales and marketing.....	29,875	12,131	2,717
General and administrative	43,292	20,850	7,170

See Notes to Consolidated Financial Statements

WORKDAY, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(in thousands)

	Year Ended January 31,		
	2015	2014	2013
Net loss	\$ (247,982)	\$ (172,509)	\$ (119,190)
Other comprehensive income (loss), net of tax:			
Changes in foreign currency translation adjustment.....	(525)	(72)	(4)
Net change in unrealized gains on available-for-sale investments	116	273	69
Other comprehensive income (loss), net of tax:.....	(409)	201	65
Comprehensive loss	\$ (248,391)	\$ (172,308)	\$ (119,125)

See Notes to Consolidated Financial Statement

WORKDAY, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Year Ended January 31,		
	2015	2014	2013
Cash flows from operating activities:			
Net loss.....	\$ (247,982)	\$ (172,509)	\$ (119,190)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	59,205	34,695	17,722
Share-based compensation expenses	156,048	61,851	15,328
Amortization of deferred costs	19,288	12,219	11,368
Amortization of debt discount and issuance costs	24,171	14,395	—
Donation of common stock to Workday Foundation	—	—	11,250
Other	2,924	678	56
Changes in operating assets and liabilities, net of business combinations:			
Accounts receivable	(96,876)	(25,037)	(12,970)
Deferred costs	(23,514)	(21,071)	(17,153)
Prepaid expenses and other assets	(15,524)	(25,876)	(9,877)
Accounts payable	1,120	3,547	(65)
Accrued expense and other liabilities	3,964	35,066	17,582
Unearned revenue	219,179	128,305	97,163
Net cash provided by (used in) operating activities	102,003	46,263	11,214
Cash flows from investing activities:			
Purchases of marketable securities	(1,737,840)	(1,587,240)	(765,797)
Maturities of marketable securities	1,419,454	983,242	111,577
Sales of available-for-sale securities	53,182	—	—
Business combinations, net of cash acquired	(26,317)	—	—
Purchases of property and equipment	(103,646)	(60,725)	(15,898)
Purchase of cost method investment	(10,000)	(2,000)	—
Purchase of other intangible assets	—	(15,000)	—
Other	1,000	(910)	—
Net cash provided by (used in) investing activities	(404,167)	(682,633)	(670,118)
Cash flows from financing activities:			
Proceeds from initial public offering, net of issuance costs	—	—	684,620
Proceeds from follow-on offering, net of issuance costs	—	592,241	—
Proceeds from borrowings on convertible senior notes, net of issuance costs	—	584,291	—
Proceeds from issuance of warrants	—	92,708	—
Purchase of convertible senior notes hedges	—	(143,729)	—
Proceeds from issuance of common stock from employee equity plans	36,239	23,692	10,370
Principal payments on capital lease obligations	(9,759)	(12,129)	(9,453)
Shares repurchased for tax withholdings on vesting of restricted stock	(8,291)	(3,806)	—
Other	1,266	342	—
Net cash provided by (used in) financing activities	19,455	1,133,610	685,537
Effect of exchange rate changes	(425)	(72)	(4)
Net increase (decrease) in cash and cash equivalents	(283,134)	497,168	26,629
Cash and cash equivalents at the beginning of period	581,326	84,158	57,529
Cash and cash equivalents at the end of period	\$ 298,192	\$ 581,326	\$ 84,158
Supplemental cash flow data:			
Cash paid for interest	\$ 6,869	\$ 4,886	\$ 1,315
Cash paid for taxes	943	—	—
Non-cash investing and financing activities:			
Property and equipment acquired under capital leases	\$ —	\$ 115	\$ 18,717
Accretion of redeemable convertible preferred stock	—	—	568
Vesting of early exercised stock options	1,887	3,043	2,447
Purchases of property and equipment, accrued but not paid	8,776	1,613	—

See Notes to Consolidated Financial Statements

WORKDAY, INC.
CONSOLIDATED STATEMENTS OF REDEEMABLE CONVERTIBLE PREFERRED STOCK
AND STOCKHOLDERS' EQUITY (DEFICIT)

(in thousands, except share data)

	Redeemable Convertible Preferred Stock Shares	Amounts	Convertible Preferred Stock Shares	Amount	Common Stock Shares	Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balances as of January 31, 2012.....	30,389,694	\$ 170,906	67,586,395	\$ 68	35,924,375	\$ 33	\$ 106,457	\$ 3	\$ (282,122)	\$ (175,561)
Issuance of common stock under employee equity plans.....	—	—	—	—	4,621,908	3	2,416	—	—	2,419
Vesting of early exercised stock options.....	—	—	—	—	—	2	2,445	—	—	2,447
Grant of restricted stock awards.....	—	—	—	—	1,240,000	—	—	—	—	—
Share-based compensation.....	—	—	—	—	—	—	15,328	—	—	15,328
Conversion of preferred stock to common stock.....	(30,389,694)	(171,474)	(67,586,395)	(68)	97,976,089	98	171,443	—	—	171,473
Initial public offering, net of issuance costs.....	—	—	—	—	26,162,500	26	684,594	—	—	684,620
Donation of shares to Workday Foundation.....	—	—	—	—	500,000	—	11,250	—	—	11,250
Accretion of redeemable convertible preferred stock issuance costs.....	—	568	—	—	—	—	—	—	(568)	(568)
Other comprehensive income.....	—	—	—	—	—	—	—	65	—	65
Net loss.....	—	—	—	—	—	—	—	—	(119,190)	(119,190)
Balances as of January 31, 2013.....	—	\$ —	—	\$ —	166,424,872	\$ 162	\$ 993,933	\$ 68	\$ (401,880)	\$ 592,283
Issuance of common stock under employee equity plans.....	—	—	—	—	8,689,384	10	23,682	—	—	23,692
Follow-on offering, net of issuance costs.....	—	—	—	—	6,900,000	7	592,234	—	—	592,241
Vesting of early exercised stock options.....	—	—	—	—	—	1	3,042	—	—	3,043
Vested restricted stock units, net.....	—	—	—	—	41,775	—	—	—	—	—
Shares withheld for tax withholding on vesting of restricted stock.....	—	—	—	—	—	—	(3,806)	—	—	(3,806)
Share-based compensation.....	—	—	—	—	—	—	61,851	—	—	61,851
Exercise of warrants.....	—	—	—	—	1,350,000	1	—	—	—	1
Excess tax benefits from share-based compensation.....	—	—	—	—	—	—	342	—	—	342
Purchase of convertible senior notes hedges.....	—	—	—	—	—	—	(143,729)	—	—	(143,729)
Issuance of warrants.....	—	—	—	—	—	—	92,708	—	—	92,708
Equity component of convertible senior notes.....	—	—	—	—	—	—	140,899	—	—	140,899
Other comprehensive income.....	—	—	—	—	—	—	—	201	—	201
Net loss.....	—	—	—	—	—	—	—	—	(172,509)	(172,509)
Balances as of January 31, 2014.....	—	—	—	—	183,406,031	\$ 181	\$ 1,761,156	\$ 269	\$ (574,389)	\$ 1,187,217
Issuance of common stock under employee equity plans.....	—	—	—	—	3,952,173	4	36,235	—	—	36,239
Vesting of early exercised stock options.....	—	—	—	—	—	—	1,887	—	—	1,887
Vested restricted stock units, net.....	—	—	—	—	1,057,851	1	—	—	—	1
Shares withheld for tax withholding on vesting of restricted stock.....	—	—	—	—	—	—	(8,292)	—	—	(8,292)
Share-based compensation.....	—	—	—	—	—	—	156,048	—	—	156,048
Excess tax benefits from share-based compensation.....	—	—	—	—	—	—	1,175	—	—	1,175
Other.....	—	—	—	—	—	—	91	—	—	91
Other comprehensive income.....	—	—	—	—	—	—	—	(409)	—	(409)
Net loss.....	—	—	—	—	—	—	—	—	(247,982)	(247,982)
Balances as of January 31, 2015.....	—	—	—	—	188,416,055	\$ 186	\$ 1,948,300	\$ (140)	\$ (822,371)	\$ 1,125,975

See Notes to Consolidated Financial Statements

Note 1. Overview and Basis of Presentation

Company and Background

Workday provides financial management, human capital management, and analytics applications designed for the world's largest companies, educational institutions, and government agencies. We offer innovative and adaptable technology focused on the consumer Internet experience and cloud delivery model. Our applications are designed for global enterprises to manage complex and dynamic operating environments. We provide our customers highly adaptable, accessible and reliable applications to manage critical business functions that enable them to optimize their financial and human capital resources. We were originally incorporated in March 2005 in Nevada and in June 2012, we reincorporated in Delaware.

Fiscal Year

Our fiscal year ends on January 31. References to fiscal 2015, for example, refer to the year ended January 31, 2015.

Basis of Presentation

These consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). The consolidated financial statements include the results of Workday, Inc. and its wholly-owned subsidiaries.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires us to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements, as well as the reported amounts of revenues and expenses during the reporting period. These estimates include, but are not limited to, the determination of the relative selling prices for our services, the recoverability of deferred commissions, certain assumptions used in the valuation of equity awards and the fair value of assets acquired and liabilities assumed through business combinations. Actual results could differ from those estimates and such differences could be material to our consolidated financial position and results of operations.

Segment information

We operate in one operating segment, cloud applications. Operating segments are defined as components of an enterprise about which separate financial information is evaluated regularly by the chief operating decision maker, who is the chief executive officer, in deciding how to allocate resources and assessing performance. Our chief operating decision maker allocates resources and assesses performance based upon discrete financial information at the consolidated level. Since we operate in one operating segment, all required financial segment information can be found in the consolidated financial statements.

Note 2. Summary of Significant Accounting Policies

Revenue Recognition

We derive our revenues primarily from subscription services fees and from professional services fees, including training. We sell subscriptions to our cloud applications through contracts that are generally three years in length. Our arrangements do not contain general rights of return. Our subscription contracts do not provide customers with the right to take possession of the software supporting the applications and, as a result, are accounted for as service contracts.

We commence revenue recognition for our cloud applications and professional services when all of the following criteria are met:

- There is persuasive evidence of an arrangement;
- The service has been or is being provided to the customer;
- Collection of the fees is reasonably assured; and
- The amount of fees to be paid by the customer is fixed or determinable.

Subscription Services Revenues

Subscription services revenues are recognized ratably over the contractual term of the arrangement beginning on the date that our service is made available to the customer, assuming all revenue recognition criteria have been met.

Professional Services Revenues

Professional services revenues are generally recognized as the services are rendered for time and materials contracts, or on a proportional performance basis for fixed price contracts. The majority of our professional services contracts are on a time and materials basis. Training revenues are recognized as the services are rendered.

Multiple Deliverable Arrangements

For arrangements with multiple deliverables, we evaluate whether the individual deliverables qualify as separate units of accounting. In order to treat deliverables in a multiple deliverable arrangement as separate units of accounting, the deliverables must have standalone value upon delivery. If the deliverables have standalone value upon delivery, we account for each deliverable separately and revenue is recognized for the respective deliverables as they are delivered. If one or more of the deliverables does not have standalone value upon delivery, the deliverables that do not have standalone value are generally combined with the final deliverable within the arrangement and treated as a single unit of accounting. Revenue for arrangements treated as a single unit of accounting is generally recognized over the subscription services period, which is considered the final deliverable.

Subscription services contracts have standalone value as we sell the subscriptions separately. In determining whether professional services can be accounted for separately from subscription services, we consider the availability of the professional services from other vendors, the nature of our professional services and whether we sell our applications to new customers without professional services. All of our professional services have standalone value as of February 1, 2012.

When multiple deliverables included in an arrangement are separable into different units of accounting, the arrangement consideration is allocated to the identified separate units of accounting based on their relative selling price. Multiple deliverable arrangements accounting guidance provides a hierarchy to use when determining the relative selling price for each unit of accounting. Vendor-specific objective evidence (VSOE) of selling price, based on the price at which the item is regularly sold by the vendor on a standalone basis, should be used if it exists. If VSOE of selling price is not available, third-party evidence (TPE) of selling price is used to establish the selling price if it exists. VSOE and TPE do not currently exist for any of our deliverables. Accordingly, for arrangements with multiple deliverables that can be separated into different units of accounting, we allocate the arrangement fee to the separate units of accounting based on our best estimate of selling price. The amount of arrangement fee allocated is limited by contingent revenues, if any.

We determine our best estimate of selling price for our deliverables based on our overall pricing objectives, taking into consideration market conditions and entity-specific factors. We evaluate our best estimate of selling price by reviewing historical data related to sales of our deliverables, including comparing the percentages of our contract prices to our list prices. We also consider several other data points in our evaluation, including the size of our arrangements, the cloud applications sold, customer demographics and the numbers and types of users within our arrangements.

Costs of Subscription Services

Costs of subscription services primarily consist of costs related to providing our cloud applications, compensation and other employee-related expenses for data center staff, payments to outside service providers, data center and networking expenses and depreciation expenses.

Costs of Professional Services

Costs of professional services primarily consist of costs related to providing deployment services, optimization services and training and include compensation and other employee-related expenses for professional services staff, costs of subcontractors and travel.

Cash and Cash Equivalents

Cash and cash equivalents consist of highly liquid investments with original maturities of three months or less. Our cash equivalents generally consist of investments in U.S. treasury securities, U.S. agency obligations, money market funds and commercial paper. Cash and cash equivalents are stated at fair value.

Marketable Securities

Our marketable securities consist of U.S. agency obligations, U.S. treasury securities, U.S. corporate securities, commercial paper, and money market funds. We classify our marketable securities as available-for-sale at the time of purchase and reevaluate such classification as of each balance sheet date. We may sell these securities at any time for use in current operations or for other purposes, such as consideration for acquisitions, even if they have not yet reached maturity. As a result, we classify our investments, including securities with maturities beyond twelve months as current assets in the accompanying consolidated balance sheets. All marketable securities are recorded at their estimated fair value. Unrealized gains and losses for available-for-sale securities are recorded in other comprehensive income (loss). We evaluate our investments to assess whether those with unrealized loss positions are other-than-temporarily impaired. We consider impairments to be other than temporary if they are related to deterioration in credit risk or if it is likely we will sell the securities before the recovery of their cost basis. Realized gains and losses and declines in value judged to be other-than-temporary are determined based on the specific identification method and are reported in other expense, net in the consolidated statements of operations.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded at the invoiced amount, net of an allowance for doubtful accounts. The allowance for doubtful accounts is based on our assessment of the collectability of accounts. We regularly review the adequacy of the allowance for doubtful accounts by considering the age of each outstanding invoice and the collection history of each customer to determine the appropriate amount of our allowance. Accounts receivable deemed uncollectable are charged against the allowance for doubtful accounts when identified. For all periods presented, the allowance for doubtful accounts activity was not significant.

Deferred Commissions

Deferred commissions earned by our sales force are those that can be associated specifically with a non-cancelable subscription contract. Direct sales commissions are deferred when earned and amortized over the same period that revenues are recognized for the related non-cancelable subscription contract. The commission payments are paid in full after the customer has paid for its first year of service.

Amortization of deferred commissions is included in sales and marketing in the accompanying consolidated statements of operations.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the respective assets. Leasehold improvements are depreciated over the shorter of the estimated useful lives of the assets or the lease term.

Business Combinations

We use our best estimates and assumptions to accurately assign fair value to the tangible and intangible assets acquired and liabilities assumed as of the acquisition date. Our estimates are inherently uncertain and subject to refinement. During the measurement period, which may be up to one year from the acquisition date, we may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed, with the corresponding offset to goodwill.

In addition, uncertain tax positions and tax-related valuation allowances are initially established in connection with a business combination as of the acquisition date. We continue to collect information and reevaluate these estimates and assumptions quarterly and record any adjustments to our preliminary estimates to goodwill provided that we are within the measurement period. Upon the conclusion of the measurement period or final determination of the fair value of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to our consolidated statements of operations.

Goodwill and Acquisition-Related Intangible Assets

Acquisition-related intangible assets with a finite life are amortized over their estimated useful lives. Goodwill is tested for impairment at least annually, and more frequently upon the occurrence of certain events. We completed our annual impairment test in our fourth quarter, which did not result in any impairment of the goodwill balance.

Unearned Revenue

Unearned revenue primarily consists of customer billings in advance of revenues being recognized from our subscription contracts. We generally invoice our customers for our subscription contracts in annual or multi-year installments. Our typical payment terms provide that customers pay a portion of the total arrangement fee within 30 days of the contract date. Unearned revenue that is anticipated to be recognized during the succeeding 12-month period is recorded as current unearned revenue and the remaining portion is recorded as noncurrent.

Convertible Senior Notes

In June 2013, we issued 0.75% convertible senior notes due July 15, 2018 (2018 Notes) with a principal amount of \$350.0 million. Concurrently, we issued 1.50% convertible senior notes due July 15, 2020 (2020 Notes) with a principal amount of \$250.0 million (together with the 2018 Notes, referred to as the Notes). In accounting for the Notes, we separated them into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar liability that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option was determined by deducting the fair value of the liability component from the par value of the Notes as a whole. This difference represents a debt discount that is amortized to interest expense over the terms of the Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification. In accounting for the issuance costs related to the Notes, we allocated the total amount incurred to the liability and equity components. Issuance costs attributable to the liability components are being amortized to expense over the respective terms of the Notes, and issuance costs attributable to the equity components were netted with the respective equity component in additional paid-in capital.

Advertising Expenses

Advertising is expensed as incurred. Advertising expense was \$20 million, \$9 million and \$7 million for fiscal 2015, 2014 and 2013, respectively.

Share-Based Compensation

All share-based compensation to employees is measured based on the grant-date fair value of the awards and recognized in our consolidated statements of operations over the period during which the employee is required to perform services in exchange for the award (generally the vesting period of the award). We estimate the fair value of stock options granted and shares issued under our employee stock purchase plan using the Black-Scholes option-pricing model. For restricted stock awards and units and performance-based restricted stock units, fair value is based on the closing price of our common stock on the grant date. Compensation expense is recognized over the vesting period of the applicable award using the straight-line method.

Compensation expense for non-employee stock options is calculated using the Black-Scholes option-pricing model and is recorded as the options vest. Non-employee options subject to vesting are required to be periodically revalued over their service period, which is generally the same as the vesting period.

Income Taxes

We record a provision for income taxes for the anticipated tax consequences of the reported results of operations using the asset and liability method. Under this method, we recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial reporting and tax basis of assets and liabilities, as well as for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are

measured using the tax rates that are expected to apply to taxable income for the years in which those tax assets and liabilities are expected to be realized or settled. We record a valuation allowance to reduce our deferred tax assets to the net amount that we believe is more likely than not to be realized.

We recognize tax benefits from uncertain tax positions only if we believe that it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. Although we believe that we have adequately reserved for our uncertain tax positions, we can provide no assurance that the final tax outcome of these matters will not be materially different. As we expand internationally, we will face increased complexity in determining the appropriate tax jurisdictions for revenue and expense items, as a result, our unrecognized tax benefits will likely increase in the future. We make adjustments to these reserves when facts and circumstances change, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made and could have a material impact on our financial condition and operating results. The provision for income taxes includes the effects of any accruals that we believe are appropriate, as well as the related net interest and penalties.

Warranties and Indemnification

Our cloud applications are generally warranted to perform materially in accordance with our online help documentation under normal use and circumstances. Additionally, our contracts generally include provisions for indemnifying customers against liabilities if our cloud applications contracts infringe a third party's intellectual property rights, and we may also incur liabilities if we breach the security and/or confidentiality obligations in our contracts. To date, we have not incurred any material costs, and we have not accrued any liabilities in the accompanying consolidated financial statements, as a result of these obligations. We have entered into service-level agreements with a majority of our customers warranting defined levels of uptime reliability and performance and permitting those customers to receive credits or refunds for prepaid amounts related to unused subscription services or to terminate their agreements in the event that we fail to meet those levels. To date, we have not experienced any significant failures to meet defined levels of reliability and performance as a result of those agreements and, as a result, we have not accrued any liabilities related to these agreements in the consolidated financial statements.

Foreign Currency Exchange

The functional currency for certain of our foreign subsidiaries is the U.S. dollar, while others use local currencies as their functional currency. Adjustments resulting from translating foreign functional currency financial statements into U.S. dollars for those entities that do not have U.S. dollars as their functional currency are recorded as part of a separate component of the consolidated statements of comprehensive loss. Foreign currency transaction gains and losses are included in the consolidated statements of operations for the period. All assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the exchange rate on the balance sheet date. Revenues and expenses are translated at the average exchange rate during the period. Equity transactions are translated using historical exchange rates.

Concentrations of Risk and Significant Customers

Our financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, marketable securities and accounts receivable. Our deposits exceed federally insured limits.

No single customer represented over 10% of accounts receivable in the consolidated financial statements as of January 31, 2015 or 2014. No single customer represented over 10% of total revenues for any of the periods in the consolidated financial statements.

In order to reduce the risk of down time of our cloud applications, we have established data centers in various geographic regions. We have internal procedures to restore services in the event of disaster at one of our current data center facilities. We serve our customers and users from data center facilities operated by third parties, located in Ashburn, Virginia; Lithia Springs, Georgia; Portland, Oregon; Dublin, Ireland; and Amsterdam, the Netherlands. Even with these procedures for disaster recovery in place, our cloud applications could be significantly interrupted during the implementation of the procedures to restore services.

In addition, we rely on Amazon Web Services (AWS), which provides a distributed computing infrastructure platform for business operations, to operate certain aspects of our services, such as environments for development testing, training and sales demonstrations. Any disruption of or interference with our use of AWS would impact our operations.

Recently Issued and Adopted Accounting Pronouncements

On May 28, 2014, the FASB issued ASU 2014-9 regarding ASC Topic 606, *Revenue from Contracts with Customers*. The standard provides principles for recognizing revenue for the transfer of promised goods or services to customers with the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance will be effective for our fiscal year beginning February 1, 2017. Early adoption is not permitted. We are currently evaluating the accounting, transition and disclosure requirements of the standard and cannot currently estimate the financial statement impact of adoption.

Note 3. Marketable Securities

At January 31, 2015, marketable securities consisted of the following (in thousands):

	Amortized Cost	Unrealized Gains	Unrealized Losses	Aggregate Fair Value
U.S. agency obligations.....	\$ 1,303,829	\$ 422	\$ (16)	\$ 1,304,235
U.S. treasury securities.....	180,559	91	(1)	180,649
U.S. corporate securities.....	99,618	27	(13)	99,632
Commercial paper	89,984	—	—	89,984
Money market funds.....	142,137	—	—	142,137
	<u>\$ 1,816,127</u>	<u>\$ 540</u>	<u>\$ (30)</u>	<u>\$ 1,816,637</u>
Included in cash and cash equivalents.....	\$ 257,120	\$ —	\$ —	\$ 257,120
Included in marketable securities	<u>\$ 1,559,007</u>	<u>\$ 540</u>	<u>\$ (30)</u>	<u>\$ 1,559,517</u>

At January 31, 2014, marketable securities consisted of the following (in thousands):

	Amortized Cost	Unrealized Gains	Unrealized Losses	Aggregate Fair Value
U.S. agency obligations.....	\$ 1,125,170	\$ 334	\$ (50)	\$ 1,125,454
U.S. treasury securities.....	536,747	88	(47)	536,788
Commercial paper.....	62,997	—	—	62,997
U.S. corporate securities.....	11,771	6	—	11,777
Money market funds.....	90,159	—	—	90,159
	<u>\$ 1,826,844</u>	<u>\$ 428</u>	<u>\$ (97)</u>	<u>\$ 1,827,175</u>
Included in cash and cash equivalents.....	<u>\$ 521,956</u>	<u>\$ 3</u>	<u>\$ (37)</u>	<u>\$ 521,922</u>
Included in marketable securities.....	<u>\$ 1,304,888</u>	<u>\$ 425</u>	<u>\$ (60)</u>	<u>\$ 1,305,253</u>

We do not believe the unrealized losses represent other-than-temporary impairments based on our evaluation of available evidence, which includes our intent to hold these investments to maturity as of January 31, 2015. No marketable securities held as of January 31, 2015 have been in a continuous unrealized loss position for more than 12 months. During fiscal 2015, we sold \$53 million of our available-for-sale securities and the realized gain from the sale is immaterial.

Note 4. Deferred Costs

Deferred costs consisted of the following (in thousands):

	January 31,	
	2015	2014
Current:		
Deferred professional service costs.....	\$ 3,606	\$ 3,555
Deferred sales commissions.....	16,865	12,891
Total.....	<u>\$ 20,471</u>	<u>\$ 16,446</u>
Noncurrent:		
Deferred professional service costs.....	\$ 1,254	\$ 4,357
Deferred sales commissions.....	19,744	16,440
Total.....	<u>\$ 20,998</u>	<u>\$ 20,797</u>

Note 5. Property and Equipment

Property and equipment, net consisted of the following (in thousands):

	January 31,	
	2015	2014
Computers, equipment and software	\$ 139,569	\$ 75,867
Computers, equipment and software acquired under capital leases	34,112	38,912
Furniture and fixtures	13,082	7,782
Leasehold improvements.....	47,496	15,885
	<u>234,259</u>	<u>138,446</u>
Less accumulated depreciation and amortization	(94,123)	(60,782)
Property and equipment, net.....	<u>\$ 140,136</u>	<u>\$ 77,664</u>

Depreciation expense was \$46 million, \$29 million and \$16 million for fiscal 2015, 2014 and 2013, respectively. These amounts include depreciation of assets recorded under capital leases of \$9 million, \$12 million and \$10 million for fiscal 2015, 2014 and 2013, respectively.

Note 6. Business Combinations

Identified, Inc.

In February 2014, we acquired Identified, Inc., for the purpose of enhancing search capabilities and accelerating the delivery of predictive analytics and machine learning throughout our suite of applications. We have included the financial results of the acquired company in the consolidated financial statements from the date of acquisition. The consideration paid for this acquisition was \$26 million, not including cash acquired.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed as of the date of acquisition (in thousands):

Cash.....	\$	74
Prepaid expenses and other current assets.....		150
Identified intangible assets acquired:		
Developed technology.....		3,600
Goodwill.....		<u>23,824</u>
Total assets acquired		27,648
Accrued expenses and other current liabilities		(1,257)
Deferred tax liabilities.....		—
Total liabilities assumed.....		<u>(1,257)</u>
Net assets acquired	\$	<u>26,391</u>

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill. The fair values assigned to tangible and identifiable intangible assets acquired and liabilities assumed are based on management's estimates and assumptions.

Developed technology represents the estimated fair value of the acquired existing technology and is being amortized over its estimated remaining useful life of three years. The future estimated amortization expense related to the developed technology is \$1 million for each of fiscal 2016 and 2017. Goodwill amounts are not amortized, but rather tested for impairment at least annually during the last three months of the fiscal year. The goodwill balance is not deductible for U.S. income tax purposes.

Note 7. Goodwill and Acquisition-related Intangible Assets, Net

In February 2008, we acquired Cape Clear, an enterprise software company. In February 2014, we acquired Identified, Inc. (see Note 6). Our goodwill and a portion of our intangible assets are attributed to these two acquisitions. The intangible assets related to the acquisition related to Cape Clear were fully amortized as of January 31, 2013.

Goodwill and acquisition-related intangible assets consisted of the following (in thousands):

	January 31,	
	2015	2014
Acquired developed technology	\$ 4,200	\$ 600
Customer relationship assets	338	338
	<u>4,538</u>	<u>938</u>
Less accumulated amortization	(2,071)	(938)
Acquisition-related intangible assets, net	2,467	—
Goodwill.....	32,312	8,488
Goodwill and acquisition-related intangible assets, net.....	<u>\$ 34,779</u>	<u>\$ 8,488</u>

Note 8. Other Assets

Other assets consisted of the following (in thousands):

	January 31,	
	2015	2014
Issuance cost of convertible senior notes.....	\$ 8,543	\$ 10,625
Acquired land leasehold interest, net.....	9,886	9,991
Technology patents, net	3,942	4,865
Cost method investment	10,000	—
Other.....	21,310	20,177
Total.....	<u>\$ 53,681</u>	<u>\$ 45,658</u>

In fiscal 2015, we purchased 1.4 million shares of series D preferred stock in a private company for \$10 million. The investment was recorded at cost as we do not have significant influence over the company's operational or financial policies.

In fiscal 2014, we acquired a 95-year lease for a 6.9 acre parcel of land adjacent to our existing Pleasanton, California leased facilities. The lease affords us the opportunity to develop office space for employees in Pleasanton, California. We paid \$10 million to acquire the lease and \$2 million in prepaid rent through December 31, 2020. If construction does not commence by June 30, 2015, we will be required to make additional payments to the lessor, ranging from \$0.2 million to \$1 million based on the length of the delay. In addition, in fiscal 2014, we signed an agreement to acquire a portfolio of patents for \$5 million with weighted-average useful remaining lives of six years.

As of January 31, 2015, our future estimated amortization expense related to the acquired land leasehold interest and technology patents are as follows (in thousands):

2016.....	\$	1,027
2017.....		1,027
2018.....		889
2019.....		520
2020.....		463
Thereafter.....		9,902
Total.....	\$	<u>13,828</u>

Note 9. Fair Value Measurements

We measure our financial assets and liabilities at fair value at each reporting period using a fair value hierarchy that requires that we maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value:

- Level 1 — Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 — Include other inputs that are directly or indirectly observable in the marketplace.
- Level 3 — Unobservable inputs that are supported by little or no market activity.

Financial assets

We value our marketable securities using quoted prices for identical instruments in active markets when available. If we are unable to value our marketable securities using quoted prices for identical instruments in active markets, we value our investments using independent pricing vendors' reports that utilize quoted market prices for comparable instruments. We validate, on a sample basis, the derived prices provided by the independent pricing vendors by comparing their assessment of the fair values of our investments against the fair values of the portfolio balances of another third-party professional's pricing service. To date, all of our marketable securities can be valued using one of these two methodologies.

Based on our valuation of our marketable securities, we concluded that they are classified in either Level 1 or Level 2 and we have no financial assets or liabilities measured using Level 3 inputs. The following tables present information about our assets that are measured at fair value on a recurring basis using the above input categories (in thousands):

<u>Description</u>	Fair Value Measurements as of January 31, 2015		
	Level 1	Level 2	Total
U.S. agency obligations.....	\$ —	\$ 1,304,235	\$ 1,304,235
U.S. treasury securities.....	180,649	—	180,649
U.S. corporate securities.....	—	99,632	99,632
Commercial paper.....	—	89,984	89,984
Money market funds.....	142,137	—	142,137
	<u>\$ 322,786</u>	<u>\$ 1,493,851</u>	<u>\$ 1,816,637</u>
Included in cash and cash equivalents.....			<u>\$ 257,120</u>
Included in marketable securities.....			<u>\$ 1,559,517</u>

<u>Description</u>	Fair Value Measurements as of January 31, 2014		
	Level 1	Level 2	Total
U.S. agency obligations.....	\$ —	\$ 1,125,454	\$ 1,125,454
U.S. treasury securities.....	536,788	—	536,788
Commercial paper.....	—	62,997	62,997
U.S. corporate securities.....	—	11,777	11,777
Money market funds.....	90,159	—	90,159
	<u>\$ 626,947</u>	<u>\$ 1,200,228</u>	<u>\$ 1,827,175</u>
Included in cash and cash equivalents.....			<u>\$ 521,922</u>
Included in marketable securities.....			<u>\$ 1,305,253</u>

Financial liabilities

The carrying amounts and estimated fair values of financial instruments not recorded at fair value are as follows (in thousands):

	January 31, 2015		January 31, 2014	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
0.75% Convertible senior notes.....	\$ 295,276	\$ 407,750	\$ 281,359	\$ 434,875
1.50% Convertible senior notes.....	195,225	299,063	187,053	319,219

The difference between the principal amount of the notes, \$350 million for the 0.75% convertible senior notes and \$250 million for the 1.50% convertible senior notes, and the carrying value represents the unamortized debt discount (see Note 10). The estimated fair value of the convertible senior notes, which we have classified as Level 2 financial instruments, was determined based on the quoted bid price of the convertible senior notes in an over-the-counter market on January 31, 2015 and January 31, 2014.

Based on the closing price of our common stock of \$79.46 on January 31, 2015, the if-converted value of the 0.75% convertible senior notes and the if-converted value of the 1.50% convertible senior notes were less than their respective principal amounts.

Derivative Financial Instruments

In order to manage certain exposures to currency fluctuations, we initiated a limited hedging program in July 2014 by entering into foreign currency forward contracts to hedge a portion of our net outstanding monetary assets and liabilities. These forward contracts are not designated as hedging instruments under applicable accounting guidance, and therefore all changes in the fair value of the forward contracts are reported in Other expense, net in our consolidated statements of operations. These forward contracts are intended to offset the foreign currency gains or losses associated with the underlying monetary assets and liabilities. We do not enter into any derivatives for trading or speculative purposes.

As of January 31, 2015, we had outstanding forward contracts with a total notional value of \$10 million and all contracts have terms of less than sixty days to maturity. The fair value amounts of the derivative assets of \$0.4 million and the derivative liabilities of less than \$0.1 million as of January 31, 2015 are included in Prepaid expenses and other current assets and in Accrued and other current liabilities, respectively, on our consolidated balance sheet. We are not a party to a master netting agreement with the respective counterparties of the foreign exchange contracts and thus we are not permitted to net settle transactions of the same currency with a single net amount payable by one party to the other. We do not believe we are subject to significant counterparty concentration risk given the short-term nature, volume, and size of the derivative contracts outstanding.

During fiscal 2015, we recognized a net gain of \$0.4 million on non-designated derivative instruments within Other expense, net, in our consolidated statements of operations.

Our foreign currency contracts are classified within Level 2 because the valuation inputs are based on quoted prices and market observable data of similar instruments in active markets, such as currency spot and forward rates.

Note 10. Convertible Senior Notes

Convertible Senior Notes

In June 2013, we issued 0.75% convertible senior notes due July 15, 2018 (2018 Notes) with a principal amount of \$350 million. The 2018 Notes are unsecured, unsubordinated obligations, and interest is payable in cash in arrears at a fixed rate of 0.75% on January 15 and July 15 of each year, beginning on January 15, 2014. The 2018 Notes mature on July 15, 2018 unless repurchased or converted in accordance with their terms prior to such date. We cannot redeem the 2018 Notes prior to maturity.

Concurrently, we issued 1.50% convertible senior notes due July 15, 2020 (2020 Notes) with a principal amount of \$250 million (together with the 2018 Notes, referred to as the Notes). The 2020 Notes are unsecured, unsubordinated obligations of Workday, and interest is payable in cash in arrears at a fixed rate of 1.50% on January 15 and July 15 of each year, beginning on January 15, 2014. The 2020 Notes mature on July 15, 2020 unless repurchased or converted in accordance with their terms prior to such date. We cannot redeem the 2020 Notes prior to maturity.

The terms of the Notes are governed by Indentures by and between us and Wells Fargo Bank, National Association, as Trustee (the Indentures). Upon conversion, holders of the Notes will receive cash, shares of Class A Common Stock or a combination of cash and shares of Class A Common Stock, at our election.

For the 2018 Notes, the initial conversion rate is 12.0075 shares of Class A Common Stock per \$1,000 principal amount, which is equal to an initial conversion price of approximately \$83.28 per share of Class A Common Stock, subject to adjustment. Prior to the close of business on March 14, 2018, the conversion is subject to the satisfaction of certain conditions as described below. For the 2020 Notes, the initial conversion rate is 12.2340 shares of Class A Common Stock per \$1,000 principal amount, which is equal to an initial conversion price of approximately \$81.74 per share of Class A Common Stock, subject to adjustment. Prior to the close of business on March 13, 2020, the conversion is subject to the satisfaction of certain conditions, as described below.

Holders of the Notes who convert their Notes in connection with certain corporate events that constitute a make-whole fundamental change (as defined in the Indentures) are, under certain circumstances, entitled to an increase in the conversion rate. Additionally, in the event of a corporate event that constitutes a fundamental change (as defined in the Indentures), holders of the Notes may require us to repurchase all or a portion of their Notes at a price equal to 100% of the principal amount of the Notes, plus any accrued and unpaid interest.

Holders of the 2018 Notes and 2020 Notes may convert all or a portion of their Notes prior to the close of business on March 14, 2018 for the 2018 Notes and March 13, 2020 for the 2020 Notes, in multiples of \$1,000 principal amount, only under the following circumstances:

- if the last reported sale price of Class A Common Stock for at least twenty trading days during a period of thirty consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price of the respective Notes on each applicable trading day;
- during the five business day period after any five consecutive trading day period in which the trading price per \$1,000 principal amount of the respective Notes for each day of that five day consecutive trading day period was less than 98% of the product of the last reported sale price of Class A Common Stock and the conversion rate of the respective Notes on such trading day; or
- upon the occurrence of specified corporate events, as noted in the Indentures.

In accounting for the issuance of the Notes, we separated each of the Notes into liability and equity components. The carrying amounts of the liability components were calculated by measuring the fair value of similar liabilities that do not have associated convertible features. The carrying amount of the equity components representing the conversion option were determined by deducting the fair value of the liability components from the par value of the respective Notes. These differences represent debt discounts that are amortized to interest expense over the respective terms of the Notes. The equity components are not remeasured as long as they continue to meet the conditions for equity classification.

We allocated the total issuance costs incurred to the 2018 Notes and 2020 Notes on a prorated basis using the aggregate principal balances. In accounting for the issuance costs related to the 2018 Notes and 2020 Notes, we allocated the total amount of issuance costs incurred to liability and equity components. Issuance costs attributable to the liability components are being amortized to interest expense over the respective terms of the Notes, and the issuance costs attributable to the equity components were netted against the respective equity components in additional paid-in capital. For the 2018 Notes, we recorded liability issuance costs of \$7 million and equity issuance costs of \$2 million. Amortization expense for the liability issuance costs was \$1 million for both fiscal 2015 and 2014. For the 2020 Notes, we recorded liability issuance costs of \$5 million and equity issuance costs of \$2 million. Amortization expense for the liability issuance costs was \$0.7 million and \$0.4 million, respectively, for fiscal 2015 and 2014.

The Notes consisted of the following (in thousands):

	January 31, 2015		January 31, 2014	
	2018 Notes	2020 Notes	2018 Notes	2020 Notes
Principal amounts:				
Principal	\$ 350,000	\$ 250,000	\$ 350,000	\$ 250,000
Unamortized debt discount ⁽¹⁾	(54,724)	(54,775)	(68,641)	(62,947)
Net carrying amount.....	\$ 295,276	\$ 195,225	\$ 281,359	\$ 187,053
Carrying amount of the equity component ⁽²⁾	\$ 74,892	\$ 66,007	\$ 74,892	\$ 66,007

⁽¹⁾ Included in the consolidated balance sheets within Convertible senior notes, net and amortized over the remaining lives of the Notes on the straight-line basis as it approximates the effective interest rate method.

⁽²⁾ Included in the consolidated balance sheets within additional paid-in capital, net of \$2 million and \$2 million for the 2018 Notes and 2020 Notes, respectively, in equity issuance costs.

As of January 31, 2015, the remaining life of the 2018 Notes and 2020 Notes is approximately 41 months and 65 months, respectively.

The effective interest rates of the liability components of the 2018 Notes and 2020 Notes are 5.75% and 6.25%, respectively. These interest rates were based on the interest rates of similar liabilities at the time of issuance that did not have associated convertible features. The following table sets forth total interest expense recognized related to the 2018 Notes and 2020 Notes (in thousands):

	Year Ended January 31,			
	2015		2014	
	2018 Notes	2020 Notes	2018 Notes	2020 Notes
Contractual interest expense.....	\$ 2,625	\$ 3,750	\$ 1,633	\$ 2,333
Interest cost related to amortization of debt issuance costs.....	1,408	674	876	420
Interest cost related to amortization of the debt discount.....	13,916	8,172	8,265	4,834

Notes Hedges

In connection with the issuance of the 2018 Notes and 2020 Notes, we entered into convertible note hedge transactions with respect to our Class A common stock (Purchased Options). The Purchased Options cover, subject to anti-dilution adjustments substantially identical to those in the Notes, approximately 7.3 million shares of our Class A common stock and are exercisable upon conversion of the Notes. The Purchased Options have initial exercise prices that correspond to the initial conversion prices of the 2018 Notes and 2020 Notes, respectively, subject to anti-dilution adjustments substantially similar to those in the Notes. The Purchased Options will expire in 2018 for the 2018 Notes and in 2020 for the 2020 Notes, if not earlier exercised. The Purchased Options are intended to offset potential economic dilution to our Class A common stock upon any conversion of the Notes. The Purchased Options are separate transactions and are not part of the terms of the Notes.

We paid an aggregate amount of \$144 million for the Purchased Options, which is included in Additional paid-in capital in the consolidated balance sheets.

Warrants

In connection with the issuance of the 2018 Notes and 2020 Notes, we also entered into warrant transactions to sell warrants (the Warrants) to acquire, subject to anti-dilution adjustments, up to approximately 4.2 million shares in July 2018 and 3.1 million shares in July 2020 of our Class A common stock at an exercise price of \$107.96 per share. If the warrants are not exercised on their exercise dates, they will expire. If the market value per share of our Class A common stock exceeds the applicable exercise price of the Warrants, the Warrants will have a dilutive effect on our earnings per share assuming that we are profitable. The Warrants are separate transactions, and are not part of the terms of the Notes or the Purchased Options.

We received aggregate proceeds of \$93 million from the sale of the Warrants, which is recorded in Additional paid-in capital in the consolidated balance sheets.

Note 11. Commitments and Contingencies

Leases

We lease office space under non-cancelable operating leases in the U.S. and other countries with various expiration dates. Certain of our office leases are with an affiliate of our Chairman, Mr. Duffield, who is also a significant stockholder (see Note 17).

In January, 2014, we entered into a 95-year lease to lease a 6.9-acre parcel of vacant land, under which we paid \$2 million for base rent from commencement through December 31, 2020. Annual rent payments of \$0.2 million plus increases based on increases in the consumer price index begin on January 1, 2021 and continue through the end of the lease. If construction does not commence by June 30, 2015, we will be required to make additional payments to the lessor, ranging from \$0.2 million to \$1 million based on the length of the delay. As of January 31, 2015, the future minimum lease payments by year under non-cancelable leases are as follows (in thousands):

	Capital Leases	Operating Leases	Operating Leases with Related Party
2016	\$ 3,293	\$ 16,684	\$ 4,868
2017	—	22,584	5,424
2018	—	21,420	5,545
2019	—	15,221	5,667
2020	—	9,558	5,788
Thereafter	—	33,804	23,698
	3,293	<u>\$ 119,271</u>	<u>\$ 50,990</u>
Less amount representing interest and taxes	<u>(86)</u>		
	3,207		
Less current portion.....	<u>3,207</u>		
Noncurrent	<u>\$ —</u>		

The facility lease agreements generally provide for rental payments on a graduated basis and for options to renew, which could increase future minimum lease payments if exercised. We recognize rent expense on a straight-line basis over the period in which we benefit from the lease and have accrued for rent expense incurred but not paid. Rent expense was \$21 million, \$11 million and \$6 million for fiscal 2015, 2014 and 2013, respectively.

Legal Matters

We are a party to various legal proceedings and claims which arise in the ordinary course of business. In our opinion, as of January 31, 2015, there was not at least a reasonable possibility that we had incurred a material loss, or a material loss in excess of a recorded accrual, with respect to such loss contingencies.

Note 12. Common Stock and Stockholders' Equity

Common Stock

In connection with our initial public offering in October 2012 (IPO), we amended our certificate of incorporation to provide for Class A common stock, Class B common stock and preferred stock. Upon the closing of the IPO, all shares of our then-outstanding redeemable convertible preferred stock and convertible preferred stock automatically converted into an aggregate of 98.0 million shares of Class B common stock and an aggregate of 42.1 million shares of our then-outstanding common stock converted into an equal number of Class B common stock.

In January 2014, we completed our follow-on offering, in which we issued 6.9 million shares of our Class A common stock at a public offering price of \$89.00 per share. We received net proceeds of \$592 million after deducting underwriting discounts and commissions of \$21 million and other offering expenses of \$1 million.

As of January 31, 2015, there were 105 million shares of Class A common stock and 83 million shares of Class B common stock outstanding. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share and each share of Class B common stock is entitled to ten votes per share. Each share of Class B common stock can be converted into a share of Class A common stock at any time at the option of the holder. All of our Class A and Class B shares will convert to a single class of common stock upon the date that is the first to occur of (i) October 11, 2032, (ii) such time as the shares of Class B common stock represent less than 9% of the outstanding Class A and Class B common stock, (iii) nine months following the death of both Mr. Duffield and Mr. Bhusri, and (iv) the date on which the holders of a majority of the shares of Class B common stock elect to convert all shares of Class A common stock and Class B common stock into a single class of common stock.

Employee Equity Plans

Our board of directors adopted the 2012 Equity Incentive Plan (EIP) in August 2012 which became effective on October 10, 2012 and serves as the successor to our 2005 Stock Plan (together with the EIP, the Stock Plans). Pursuant to the terms of the EIP, the share reserve increased by 9.2 million and 8.3 million shares, respectively on March 31, 2014 and 2013. As of January 31, 2015, we had approximately 49.7 million shares of Class A common stock available for future grants under the EIP.

We also have a 2012 Employee Stock Purchase Plan (ESPP). Under the ESPP, eligible employees are granted options to purchase shares at the lower of 85% of the fair market value of the stock at the time of grant or 85% of the fair market value at the time of exercise. Options to purchase shares are granted twice yearly on or about June 1 and

December 1 and exercisable on or about the succeeding November 30 and May 31, respectively, of each year. We commenced our first purchase period under the ESPP on June 1, 2013. Pursuant to the terms of the ESPP, the share reserve increased by 1.8 million shares on March 31, 2014. As of January 31, 2015, 3.4 million shares of Class A common stock were available for issuance under the ESPP. For fiscal 2015, 400,986 shares of Class A common shares were purchased under the ESPP at a weighted-average price of \$65.33 per share, resulting in cash proceeds of \$26 million.

Donation to the Workday Foundation

In August 2012, with approval of the board of directors, we donated 500,000 shares of Class B common stock to the Workday Foundation. We incurred a share-based charge of \$11 million for the value of the donated shares, which was recorded in general and administrative expense in fiscal 2013.

Stock Options

The Stock Plans provide for the issuance of incentive and nonstatutory options to employees and non-employees. We have also issued nonstatutory options outside of the Stock Plans. Options issued under the Stock Plans generally are exercisable for periods not to exceed 10 years and generally vest over five years. A summary of information related to stock option activity during fiscal 2015 is as follows (in millions, except share and per share data):

	Outstanding Stock Options	Weighted- Average Exercise Price	Aggregate Intrinsic Value
Balance as of January 31, 2014	20,706,207	\$ 3.93	\$ 1,773
Stock option grants.....	—	—	
Stock options exercised.....	(3,668,932)	2.74	
Stock options canceled.....	(373,718)	9.56	
Balance as of January 31, 2015	<u>16,663,557</u>	<u>\$ 4.06</u>	<u>\$ 1,256</u>
Vested and expected to vest as of January 31, 2015	<u>16,371,996</u>	<u>\$ 3.99</u>	<u>\$ 1,236</u>
Exercisable as of January 31, 2015	<u>13,054,231</u>	<u>\$ 3.12</u>	<u>\$ 997</u>

The total grant-date fair value of stock options vested during fiscal 2015, 2014 and 2013 was \$20 million, \$27 million and \$7 million, respectively. The total intrinsic value of the options exercised during fiscal 2015, 2014 and 2013 was \$311 million, \$566 million and \$70 million, respectively. The intrinsic value is the difference between the current fair value of the stock and the exercise price of the stock option. The weighted-average remaining contractual life of vested and expected to vest options as of January 31, 2015 is approximately 6.0 years.

As of January 31, 2015, there was a total of \$37 million in unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a weighted-average period of approximately 2.2 years.

The options that are exercisable as of January 31, 2015 have a weighted-average remaining contractual life of approximately 5.8 years. The weighted-average remaining contractual life of outstanding options at January 31, 2015 is approximately 6.0 years.

Common Stock Subject to Repurchase

The Stock Plans allow for the early exercise of stock options for certain individuals as determined by the board of directors. We have the right to purchase at the original exercise price any unvested (but issued) common shares during the repurchase period following termination of services of an employee. The consideration received for an exercise of an option is considered to be a deposit of the exercise price and the related dollar amount is recorded as a liability. The shares and liabilities are reclassified into equity as the awards vest. As of January 31, 2015 and 2014, we had \$4 million and \$6 million respectively, recorded in liabilities related to early exercises of stock options.

Restricted Stock Awards

The Stock Plans provide for the issuance of restricted stock awards to employees. Restricted stock awards generally vest over five years. Under the EIP, 1.0 million restricted awards of Class B common stock are outstanding with weighted average grant date fair value of \$12.89, all of which are subject to forfeiture as of January 31, 2015. During fiscal 2015, 0.3 million shares of restricted stock awards vested with weighted average grant date fair value of \$12.73.

As of January 31, 2015, there was a total of \$10 million in unrecognized compensation cost related to restricted stock awards, which are expected to be recognized over a weighted-average period of approximately 2.8 years.

Restricted Stock Units

The Stock Plans provide for the issuance of restricted stock units to employees. Restricted stock units generally vest over four years. During fiscal 2015, we issued 3.7 million restricted stock units of Class A common stock under the EIP with a weighted average grant date fair value of \$81.65.

A summary of information related to restricted stock units activity during fiscal 2015 is as follows:

	Number of Shares	Weighted-Average Grant Date Fair Value
Balance as of January 31, 2014	3,966,728	\$ 70.72
Restricted stock units granted.....	3,724,136	81.65
Restricted stock units vested	(1,055,785)	70.64
Restricted stock units forfeited.....	(225,947)	75.11
Balance as of January 31, 2015	<u>6,409,132</u>	<u>\$ 76.93</u>

As of January 31, 2015, there was a total of \$413 million in unrecognized compensation cost related to restricted stock units, which is expected to be recognized over a weighted-average period of approximately 3.0 years.

Performance-based Restricted Stock Units

We granted 106,320 shares of performance-based restricted stock units (PRSU) during the year ended January 31, 2015, with a weighted average grant date fair value per share of \$83.77. The PRSU awards, which were granted to all employees, include performance conditions related to company-wide goals and service conditions. Following a change in the performance condition in January 2015, these PRSU awards will vest if the performance conditions are achieved for the year ended January 31, 2016 and if the individual employee continues to provide service through the vesting date of March 15, 2016.

As of January 31, 2015, there was a total of \$9 million in unrecognized compensation cost related to all performance-based restricted stock units, which is expected to be recognized over a weighted-average period of approximately one year.

Share-Based Compensation to Employees

All share-based payments to employees are measured based on the grant date fair value of the awards and recognized in the consolidated statements of operations over the period during which the employee is required to perform services in exchange for the award (generally the vesting period of the award). We estimate the fair value of stock option awards and shares issued under the ESPP using the Black-Scholes option-pricing model. We determine the assumptions for the option-pricing model as follows:

Fair Value of Common Stock

Prior to our IPO, our board of directors considered numerous objective and subjective factors to determine the fair value of our common stock at each meeting at which awards were approved. The factors included, but were not limited to: (i) contemporaneous third-party valuations of our common stock; (ii) the prices, rights, preferences and privileges of our preferred stock relative to those of our common stock; (iii) the lack of marketability of our common stock; (iv) our actual operating and financial results; (v) current business conditions and projections; and (vi) the likelihood of achieving a liquidity event, such as an IPO or sale of our company, given prevailing market conditions.

Since our IPO, we have used the market closing price for our Class A common stock as reported on the New York Stock Exchange to determine the fair value of our common stock at each meeting at which awards were approved.

Risk-Free Interest Rate

The weighted-average, risk-free interest rate is based on the rate for a U.S. Treasury zero-coupon issue with a term that approximates the expected life of the option grant at the date closest to the option grant date.

Expected Term

The expected term represents the period that our share-based awards are expected to be outstanding. The expected term assumptions were determined based on the vesting terms, exercise terms and contractual lives of the options.

Volatility

We determine the price volatility factor based on the historical volatility of our peer group's common stock.

Dividend Yield

We have not paid and do not expect to pay dividends.

Assumptions

The estimation of stock awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from our current estimates, such amounts will be recorded as a cumulative adjustment in the period the estimates are revised. We consider many factors when estimating expected forfeitures, including the types of awards and employee class. Actual results, and future changes in estimates, may differ substantially from our current estimates.

The assumptions used for the periods presented were as follows:

	Year Ended January 31,		
Stock Options	2015	2014	2013
Expected volatility	n/a	54.8% – 55.8%	54.3% – 61.1%
Expected term (in years)	n/a	6.11	5 – 6.4
Risk-free interest rate	n/a	0.9% - 1.8%	0.8% - 1.0%
Dividend yield	n/a	—%	—%
	Year Ended January 31,		
ESPP	2015	2014	2013
Expected volatility	32.8% – 37.7%	27.7% – 30.4%	n/a
Expected term (in years)	0.5	0.5	n/a
Risk-free interest rate	0.01% - 0.1%	0.1%	n/a
Dividend yield	—%	—%	n/a
Weighted-average grant date fair value per share	\$64.12 – 72.26	\$52.88 – 68.43	n/a

Note 13. Other Expense, Net

Other expense, net consisted of the following (in thousands):

	Year Ended January 31,		
	2015	2014	2013
Interest income	\$ 2,960	\$ 1,992	\$ 560
Interest expense ⁽¹⁾	(31,060)	(19,618)	(1,363)
Other income (expense)	(2,170)	77	(400)
Other expense, net	<u>\$ (30,270)</u>	<u>\$ (17,549)</u>	<u>\$ (1,203)</u>

⁽¹⁾ During fiscal 2015 and 2014, interest expense includes the contractual interest expense related to the 2018 Notes and 2020 Notes, non-cash interest related to amortization of the debt discount and amortization of debt issuance costs (see Note 10).

Note 14. Income Taxes

The components of income (loss) before provision for income taxes were as follows (in thousands):

	Year Ended January 31,		
	2015	2014	2013
Domestic	\$ (93,619)	\$ (49,652)	\$ (119,793)
Foreign	(152,353)	(121,179)	727
Total	<u>\$ (245,972)</u>	<u>\$ (170,831)</u>	<u>\$ (119,066)</u>

The provision (benefit) for income taxes consisted of the following (in thousands):

	Year Ended January 31,		
	2015	2014	2013
Current:			
Federal	\$ 90	\$ 60	\$ (160)
State	106	178	42
Foreign	2,128	1,440	242
Total	<u>\$ 2,324</u>	<u>\$ 1,678</u>	<u>\$ 124</u>
Deferred:			
Federal	\$ —	\$ —	\$ —
State	—	—	—
Foreign	(314)	—	—
Total	<u>(314)</u>	<u>—</u>	<u>—</u>
Provision for income taxes	<u>\$ 2,010</u>	<u>\$ 1,678</u>	<u>\$ 124</u>

The items accounting for the difference between income taxes computed at the federal statutory income tax rate and the provision for income taxes consisted of the following:

	Year Ended January 31,		
	2015	2014	2013
Federal statutory rate	35.0 %	35.0 %	35.0 %
Effect of:			
Foreign income at other than U.S. rates	(22.5)	(25.4)	0.3
Intercompany transactions	(0.2)	(36.8)	—
Research tax credits	6.9	12.7	—
State taxes, net of federal benefit	0.6	1.9	5.0
Changes in valuation allowance	(15.9)	16.1	(37.8)
Stock compensation	(4.0)	(3.9)	(2.4)
Other	(0.7)	(0.6)	(0.2)
	<u>(0.8)%</u>	<u>(1.0)%</u>	<u>(0.1)%</u>

As a result of our history of net operating losses, the current federal and current state provision (benefit) for income taxes relates to accruals and adjustments to the interest and penalties for uncertain tax positions and state minimum and capital based income taxes. Current and deferred foreign income taxes are associated with our non-U.S. operations.

We had unrecorded excess stock option tax benefits of \$267 million as of January 31, 2015. These amounts will be credited to additional paid-in capital when the tax deduction is realized on the income tax returns.

Significant components of our deferred tax assets and liabilities were as follows (in thousands):

	<u>January 31,</u> <u>2015</u>	<u>January 31,</u> <u>2014</u>
Deferred tax assets:		
Unearned revenue	\$ 29,093	\$ 26,079
Other reserves and accruals.....	16,337	16,751
Federal net operating loss carryforwards	82,434	82,006
State and foreign net operating loss carryforwards.....	23,047	23,221
Property and equipment	18,864	11,753
Share-based compensation	34,009	12,092
Research and development credits	38,738	21,763
Other	4,767	2,642
	<u>247,289</u>	<u>196,307</u>
Valuation allowance	(177,211)	(130,462)
Deferred tax assets, net of valuation allowance	70,078	65,845
Deferred tax liabilities:		
Intercompany transactions	(61,389)	(61,701)
Other prepaid assets	(7,255)	(4,144)
Other	(783)	—
	<u>(69,427)</u>	<u>(65,845)</u>
Net deferred tax assets	<u>\$ 651</u>	<u>\$ —</u>

We regularly assess the need for a valuation allowance against its deferred tax assets by considering both positive and negative evidence related to whether it is more-likely-than-not that our deferred tax assets will be realized. In evaluating the need for a valuation allowance, we consider the cumulative loss in recent years as a significant piece of negative evidence.

As of January 31, 2015, we recorded a valuation allowance of \$177 million for the portion of the deferred tax asset that we do not expect to be realized. The valuation allowance on our net deferred tax assets increased by \$47 million and decreased by \$28 million during fiscal 2015 and 2014, respectively. We will continue to reassess the future realization of the deferred tax asset and adjust the valuation allowance accordingly.

As of January 31, 2015, we had approximately \$987 million of federal, \$650 million of state and \$83 million of foreign net operating loss carryforwards available to offset future taxable income. If not utilized, the federal and state net operating loss carryforwards expire in varying amounts between the years 2016 and 2035. The foreign net operating losses do not expire and may be carried forward indefinitely.

The net operating losses include no amounts relating to the excess tax benefit of stock option exercises, which when realized will be recorded as a credit to additional paid-in capital. In December 2014, the Tax Increases Prevention Act of 2014 was signed into law, which retroactively renewed expired provisions, including research and development tax credits, through the end of calendar year 2014. The enacted law did not impact our tax provision as the retroactive benefit of the research tax credit was fully offset by an increase in the valuation allowance. We also had approximately \$35 million of federal and \$33 million of California research and development tax credit carryforwards as of January 31, 2015. The federal credits expire in varying amounts between the years 2025 and 2035. The California research credits do not expire and may be carried forward indefinitely.

Our ability to utilize the net operating loss and tax credit carryforwards in the future may be subject to substantial restrictions in the event of past or future ownership changes as defined in Section 382 of the Internal Revenue Code of 1986, as amended and similar state tax law.

We consider all undistributed earnings of our foreign subsidiaries to be permanently invested in foreign operations unless such earnings are subject to federal income taxes. Undistributed earnings of our foreign subsidiaries amounted to approximately \$0.2 million at January 31, 2015. Accordingly, no deferred tax liabilities have been recorded with respect to undistributed earnings of the foreign subsidiaries. Upon repatriation of those earnings, in the form of dividends or otherwise, we would be subject to both U.S. income taxes (subject to an adjustment for foreign tax credits) and potentially withholding taxes payable to the various foreign countries. Determination of the amount of unrecognized deferred U.S. income tax liability is not practicable due to the complexities associated with its hypothetical calculation.

A reconciliation of the gross unrecognized tax benefit is as follows (in thousands):

	Year Ended January 31,		
	2015	2014	2013
Unrecognized tax benefits at the beginning of the period	\$ 77,090	\$ 15,577	\$ 10,705
Additions for tax positions taken in prior years	3,946	1,928	1,392
Reductions for tax positions taken in prior years	(49)	(10,982)	—
Additions for tax positions related to the current year	7,676	70,567	3,480
Unrecognized tax benefits at the end of the period	<u>\$ 88,663</u>	<u>\$ 77,090</u>	<u>\$ 15,577</u>

Our policy is to include interest and penalties related to unrecognized tax benefits within our provision for income taxes. At each of January 31, 2015, 2014 and 2013 we had accrued interest of \$1 million, \$1 million and \$0.4 million, respectively. We had accrued penalties of \$1 million as of January 31, 2015, 2014 and 2013.

There are \$2 million of potential benefits included in the balance of unrecognized tax benefits at each January 31, 2015, 2014 and 2013, which if recognized, would affect the tax rate on earnings. We believe that it is reasonably possible that a decrease of up to \$2 million in unrecognized tax benefits related to an acquired subsidiary may be recognized due to a lapse in statute of limitations which may occur within the next 12 months.

We file federal, state and foreign income tax returns in jurisdictions with varying statutes of limitations. Due to our net operating loss carryforwards, our income tax returns generally remain subject to examination by federal and most state and foreign tax authorities. During fiscal year 2015, the Internal Revenue Service concluded its audit of our calendar 2011 and one-month period ended January 31, 2012 federal tax returns and issued a final determination letter. The audit adjustments were immaterial.

Note 15. Net loss per share

Basic net loss per share attributable to common stockholders is computed by dividing the net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period. Diluted net loss per share is computed by giving effect to all potential shares of common stock, including our outstanding stock options, outstanding warrants, common stock related to unvested early exercised stock options, common stock related to unvested restricted stock awards and convertible senior notes to the extent dilutive. Basic and diluted net loss per share was the same for each period presented, as the inclusion of all potential common shares outstanding would have been anti-dilutive.

The net loss per share attributable to common stockholders is allocated based on the contractual participation rights of the Class A common shares and Class B common shares as if the loss for the year has been distributed. As the liquidation and dividend rights are identical, the net loss attributable to common stockholders is allocated on a proportionate basis.

We consider shares issued upon the early exercise of options subject to repurchase and unvested restricted stock awards to be participating securities because holders of such shares have non-forfeitable dividend rights in the event of our declaration of a dividend for common shares. In future periods, to the extent we are profitable, we will subtract earnings allocated to these participating securities from net income to determine net income attributable to common stockholders.

The following table presents the calculation of basic and diluted net loss attributable to common stockholders per share (in thousands, except per share data):

	Year Ended January 31,					
	2015		2014		2013	
	Class A	Class B	Class A	Class B	Class A	Class B
Basic and diluted net loss attributable to Class A and Class B common stockholders per share:						
Numerator:						
Allocation of distributed net loss attributable to common stockholders	\$ (133,736)	\$ (114,246)	\$ (64,985)	\$ (107,524)	\$ (12,955)	\$ (106,803)
Denominator:						
Weighted-average common shares outstanding	99,070	84,632	64,528	106,769	8,006	66,005
Basic and diluted net loss per share.....	\$ (1.35)	\$ (1.35)	\$ (1.01)	\$ (1.01)	\$ (1.62)	\$ (1.62)

The anti-dilutive securities excluded from the weighted-average shares used to calculate the diluted net loss per common share were as follows (in thousands):

	Year Ended January 31,		
	2015	2014	2013
Outstanding common stock options and warrants (1)	16,664	20,706	31,206
Shares subject to repurchase.....	1,164	1,709	2,916
Unvested restricted stock awards, units, and PRSUs	7,283	4,999	1,503
Shares related to the convertible senior notes	7,261	7,261	—
Shares subject to warrants related to the issuance of convertible senior notes.....	7,261	7,261	—
	39,633	41,936	35,625

(1) Warrants to purchase 1.4 million shares were outstanding as of January 31, 2013 and were exercised during fiscal 2014.

Note 16. Geographic Information

Revenue by geography is generally based on the address of the customer as specified in our master subscription agreement. The following tables set forth revenue by geographic area (in thousands):

	Year Ended January 31,		
	2015	2014	2013
United States.....	\$ 657,085	\$ 394,564	\$ 226,006
International.....	130,775	74,374	47,651
Total.....	\$ 787,860	\$ 468,938	\$ 273,657

Note 17. Related-Party Transactions

We currently lease certain office space from an affiliate of our Chairman, Mr. Duffield, adjacent to our corporate headquarters in Pleasanton, California under various lease agreements. The term of the agreements is ten years and the total rent due under the agreements is \$3 million for the fiscal year ended January 31, 2015, and \$56 million in total. Rent expense under these agreements for fiscal 2015 and 2014 was \$4 million and \$1 million, respectively.

In June 2010, we entered into a capital lease agreement with an affiliate of Mr. Duffield. The lease agreement provides for an equipment lease financing facility to be drawn upon for purchases of certain equipment for use in our business operations. The capital lease under this agreement was paid in full during the three months ended July 31, 2014 and the total amount paid in fiscal 2015 was less than \$1 million. The amounts paid under this agreement in fiscal 2014 and 2013 were \$2 million and \$4 million, respectively.

Note 18.401(k) Plan

We have a qualified defined contribution plan under Section 401(k) of the Internal Revenue Code covering eligible employees. To date, we have not made any matching contributions to this plan.

Note 19. Selected Quarterly Financial Data (unaudited)

The following tables set forth selected unaudited quarterly consolidated statements of operations data for each of the eight quarters in fiscal 2015 and 2014 (in thousands except per share data):

	Quarter ended							
	January 31, 2015	October 31, 2014	July 31, 2014	April 30, 2014	January 31, 2014	October 31, 2013	July 31, 2013	April 30, 2013
Consolidated Statements of Operations Data:								
Total revenues	\$ 226,273	\$ 215,070	\$ 186,780	\$ 159,737	\$ 141,866	\$ 127,872	\$ 107,555	\$ 91,645
Operating loss	(50,384)	(51,466)	(61,769)	(52,083)	(47,976)	(40,399)	(32,283)	(32,624)
Net loss	(59,466)	(59,912)	(69,215)	(59,389)	(55,982)	(47,534)	(35,978)	(33,015)
Net loss per share	(0.32)	(0.33)	(0.38)	(0.32)	(0.32)	(0.27)	(0.21)	(0.20)

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this report (the Evaluation Date).

In designing and evaluating our disclosure controls and procedures, management recognizes that any disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on management's evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are designed to, and are effective to, provide assurance at a reasonable level that the information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our CEO and chief financial officer, as appropriate, to allow timely decisions regarding required disclosures.

(b) Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Management conducted an assessment of the effectiveness of our internal control over financial reporting based on the criteria set forth in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on the assessment, management has concluded that its internal control over financial reporting was effective as of January 31, 2015 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with GAAP. Our independent registered public accounting firm, Ernst & Young LLP, has issued an audit report with respect to our internal control over financial reporting, which appears in Part II, Item 8 of this Annual Report on Form 10-K, and is incorporated herein by reference.

(c) Changes in Internal Control Over Financial Reporting

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(d) and 15d-15(d) under the Exchange Act) that occurred during our most recently completed fiscal quarter. Based on that evaluation, our principal executive officer and principal financial officer concluded that there has not been any material change in our internal control over financial reporting during our most recent quarter covered by this report that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

(d) Limitations on Effectiveness of Controls and Procedures and Internal Control over Financial Reporting

In designing and evaluating the disclosure controls and procedures and internal control over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

See Management's Report on Internal Control over Financial Reporting above and the Report of Independent Registered Public Accounting Firm on our internal control over financial reporting in Item 8, which are incorporated herein by reference.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information concerning our directors, compliance with Section 16(a) of the Exchange Act, our Audit Committee and any changes to the process by which stockholders may recommend nominees to the Board required by this Item are incorporated herein by reference to information contained in the Proxy Statement, including “Proposal No 1: Election of Directors”, “Directors and Corporate Governance” and “Section 16(a) Beneficial Ownership Reporting Compliance.”

The information concerning our executive officers required by this Item is incorporated herein by reference to information contained in the Proxy Statement including “Named Executive Officers and Other Executive Management.”

We have adopted a code of ethics, our Code of Conduct, which applies to all employees, including our principal executive officer, our principal financial officer, and all other executive officers. The Code of Conduct is available on our Web site at http://www.workday.com/company/investor_relations/corporate_governance.php. A copy may also be obtained without charge by contacting Investor Relations, Workday, Inc., 6230 Stoneridge Mall Road, Pleasanton, California 94588 or by calling (925) 951-9000.

We plan to post on our Web site at the address described above any future amendments or waivers of our Code of Conduct.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated herein by reference to information contained in the Proxy Statement, including “Directors and Corporate Governance” and “Executive Compensation.”

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated herein by reference to information contained in the Proxy Statement, including “Security Ownership of Certain Beneficial Owners and Management.”

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated herein by reference to information contained in the Proxy Statement, including “Directors and Corporate Governance” “Related Party Transactions” and “Employment Arrangements and Indemnification Agreements.”

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated herein by reference to information contained in the Proxy Statement, including “Proposal No. 2: Ratification of Appointment of Independent Registered Public Accounting Firm.”

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) *Exhibits.* The following exhibits are included herein or incorporated herein by reference:

Exhibit No.	Exhibit	Incorporated by Reference				Filed Herewith
		Form	File No.	Filing Date	Exhibit No.	
3.1	Restated Certificate of Incorporation of the Registrant	10-Q	001-35680	October 31, 2012	3.1	
3.2	Restated Bylaws of the Registrant	8-K	001-35680	March 13, 2013	3.1	
4.1	Form of Registrant's Class A common stock certificate	S-1/A	333-183640	October 1, 2012	4.1	
4.2	Form of Registrant's Class B common stock certificate	S-8	333-184395	October 12, 2012	4.9	
4.3	2018 Indenture dated June 17, 2013 between Workday, Inc. and Wells Fargo Bank, National Association	8-K	001-35680	June 17, 2013	4.1	
4.4	2020 Indenture dated June 17, 2013 between Workday, Inc. and Wells Fargo Bank, National Association	8-K	001-35680	June 17, 2013	4.2	
10.1	Form of Indemnification Agreement	S-1	333-183640	August 30, 2012	10.1	
10.2†	2005 Stock Plan, as amended and form of stock option and stock option exercise agreement	10-Q	001-35680	June 5, 2013	10.12	
10.3†	2012 Equity Incentive Plan	S-8	333-187665	April 1, 2013	4.4	
10.4	2012 Equity Incentive Plan form of agreements	S-1	333-183640	August 30, 2012	10.3	
10.5†	2012 Employee Stock Purchase Plan	S-1	333-183640	August 30, 2012	10.4	
10.6†	Offer Letter between Michael A. Stankey and the Registrant, dated September 4, 2009	S-1	333-183640	August 30, 2012	10.5	
10.7†	Offer Letter between James P. Shaughnessy and the Registrant, dated July 7, 2011	S-1	333-183640	August 30, 2012	10.6	
10.8†	Offer Letter between Mark S. Peek and the Registrant, dated April 9, 2012, as amended May 22, 2012	S-1	333-183640	August 30, 2012	10.7	
10.9	Offer Letter between James J. Bozzini and the Registrant dated December 4, 2006	10-K	001-365680	March 31, 2014	10.9	
10.1	Office Lease Agreement, dated September 18, 2008, between Registrant and 6200 Stoneridge Mall Road Investors, LLC	S-1	333-183640	August 30, 2012	10.8	

Exhibit No.	Exhibit	Incorporated by Reference				Filed Herewith
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10.1	Restated and Amended Pleasanton Ground Lease by and between San Francisco Bay Area Rapid Transit District and CREA/Windstar Pleasanton, LLC and related assignment agreement dated January 30, 2014	10-K	001-365680	March 31, 2014	10.11	
10.1	Sub-Sublease, dated September 22, 2008, between Registrant and E-Loan, Inc	S-1	333-183640	August 30, 2012	10.9	
10.1	Stock Restriction Agreement, by and among the Registrant, David A. Duffield and Aneel Bhusri	S-1/A	333-183640	October 1, 2012	10.11	
10.2	Form of Convertible Bond Hedge Confirmation (2018)	8-K	001-35680	June 17, 2013	99.1	
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21.1	List of Subsidiaries of Registrant					X
23.1	Consent of Independent Registered Public Accounting Firm					X
24.1	Power of Attorney (see page 81 to this Report)					X
31.1	Certification of Periodic Report by Principal Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of Periodic Report by Principal Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1*	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X

Exhibit No.	Exhibit	Incorporated by Reference				Filed Herewith
		Form	File No.	Filing Date	Exhibit No.	
32.2*	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X

† Indicates a management contract or compensatory plan.

* As contemplated by SEC Release No. 33-8212, these exhibits are furnished with this Annual Report on Form 10-K and are not deemed filed with the Securities and Exchange Commission and are not incorporated by reference in any filing of Workday, Inc. under the Securities Act of 1933 or the Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in such filings.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasanton, State of California, on this 25th day of March, 2015.

WORKDAY, INC.

/s/ Mark S. Peek

Mark S. Peek
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mark S. Peek or James P. Shaughnessy, or any of them, his attorneys-in-fact, for such person in any and all capacities, to sign any amendments to this report and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that either of said attorneys-in-fact, or substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ David A. Duffield David A. Duffield	Chairman	March 25, 2015
/s/ Aneel Bhusri Aneel Bhusri	Chief Executive Officer <i>(Principal Executive Officer)</i>	March 25, 2015
/s/ Mark S. Peek Mark S. Peek	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 25, 2015
/s/ A. George Battle A. George Battle	Director	March 25, 2015
/s/ Christa Davies Christa Davies	Director	March 25, 2015
/s/ Michael M. McNamara Michael M. McNamara	Director	March 25, 2015
/s/ George J. Still, Jr. George J. Still, Jr.	Director	March 25, 2015
/s/ Jerry Yang Jerry Yang	Director	March 25, 2015

EXHIBIT INDEX

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31.20	Certification of Periodic Report by Principal Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1*	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
32.2*	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101.INS	XBRL Instance Document					X

Exhibit No.	Exhibit	Incorporated by Reference				Filed Herewith
		Form	File No.	Filing Date	Exhibit No.	
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X

† Indicates a management contract or compensatory plan.

* As contemplated by SEC Release No. 33-8212, these exhibits are furnished with this Annual Report on Form 10-K and are not deemed filed with the Securities and Exchange Commission and are not incorporated by reference in any filing of Workday, Inc. under the Securities Act of 1933 or the Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in such filings.

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