

WORKIVA INC
Form 5
January 21, 2016

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

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

(Last) (First) (Middle)

2900 UNIVERSITY BOULEVARD

(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Reporting

(check applicable line)

AMES, IA 50010

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|---|
| Class A Common Stock | Â | Â | Â | Â | Â | 160,000 ⁽¹⁾ | D | Â |
| Class A Common Stock | 11/11/2015 | Â | C4 ⁽²⁾ | 150,000 A | \$ ⁽²⁾ 150,000 | I | By Trust | |

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

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SEC 2270 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title |
|---|--|--------------------------------------|--|--------------------------------|--|-----------|--|------------------|-----------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Class B Common Stock ⁽³⁾ | Â | 04/17/2015 | Â | G ⁽⁴⁾ | Â | 2,077,058 | Â ⁽³⁾ | Â ⁽³⁾ | Cl Co Sto |
| Class B Common Stock ⁽³⁾ | Â | 04/17/2015 | Â | G ⁽⁴⁾ | 40,000 | Â | Â ⁽³⁾ | Â ⁽³⁾ | Cl Co Sto |
| Class B Common Stock ⁽³⁾ | Â | 04/17/2015 | Â | G ⁽⁴⁾ | 2,017,058 | Â | Â ⁽³⁾ | Â ⁽³⁾ | Cl Co Sto |
| Class B Common Stock ⁽³⁾ | Â | 11/11/2015 | Â | C4 | Â | 150,000 | Â ⁽²⁾ | Â ⁽²⁾ | Cl Co Sto |
| Employee Stock Option to Purchase Class A Common Stock ⁽⁶⁾ | \$ 15.83 | Â | Â | Â | Â | Â | 08/12/2015 ⁽⁷⁾ | 08/11/2024 | Cl Co Sto |
| Class B Common Stock ⁽³⁾ | Â | Â | Â | Â | Â | Â | Â ⁽³⁾ | Â ⁽³⁾ | Cl Co Sto |
| Class B Common Stock ⁽³⁾ | Â | Â | Â | Â | Â | Â | Â ⁽³⁾ | Â ⁽³⁾ | Cl Co Sto |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RIZAI MATTHEW M 2900 UNIVERSITY BOULEVARD AMES, IA 50010 | Â X | Â X | Â Chairman & CEO | Â |

Signatures

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

01/21/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vests in three equal annual installments commencing on the first anniversary of the grant date.
- (2) The Class B Common Stock was converted into Class A Common Stock on a 1-for-1 basis and had no expiration date.
Each share of Class B Common Stock is convertible, at any time at the election of the holder, into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) the date
- (3) specified by the holders of at least 66 2/3% of the outstanding shares of Class B Common Stock, (ii) any transfer, except for certain "qualified transfers" (as defined in the Issuer's Certificate of Incorporation) or (iii) upon the death of a natural person holding shares of Class B Common Stock (subject to certain exceptions as defined in the Issuer's Certificate of Incorporation).
- (4) Gift of Class B Common Stock to personal and family trusts.
- (5) The reporting person no longer has a reportable beneficial interest in 30,815 shares of Class B Common Stock beneficially owned by his daughter and included in the reporting person's prior ownership reports.
- (6) Granted pursuant to 2009 Unit Incentive Plan.
- (7) Vests as to 25% of the shares on the first anniversary of the grant date and as to 6.25% of the shares at the end of each three-month period thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.