

Tableau Software Inc
Form 4
February 28, 2014

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARRETT M JAMES

2. Issuer Name and Ticker or Trading Symbol
Tableau Software Inc [DATA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1954 GREENSPRING DRIVE, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2014

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

(Street)
TIMONIUM, MD 21093

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 02/26/2014 | | C ⁽¹⁾ | | 3,214,192 | A | <u>(2)</u> | 3,214,192 | I | See Note 3 ⁽³⁾ |
| Class A Common Stock | 02/26/2014 | | J ⁽⁴⁾ | | 3,214,192 | D | \$ 0 | 0 | I | See Note 3 ⁽³⁾ |
| Class A Common Stock | 02/26/2014 | | J ⁽⁵⁾ | | 986,757 | A | \$ 0 | 986,757 | I | See Note 6 ⁽⁶⁾ |
| Class A Common | 02/26/2014 | | J ⁽⁷⁾ | | 986,757 | D | \$ 0 | 0 | I | See Note 6 ⁽⁶⁾ |

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| | | | | | | | | |
|----------------------------|------------|-------------------------|---------|---|------------------------------|---------|---|----------------------------|
| Stock | | | | | | | | |
| Class A Common Stock | 02/26/2014 | <u>J⁽⁸⁾</u> | 34,848 | A | \$ 0 | 34,848 | D | |
| Class A Common Stock | 02/27/2014 | S | 34,848 | D | \$ 94.8981 <u>(9)</u> | 0 | D | |
| Class A Common Stock | 02/26/2014 | <u>J⁽¹⁰⁾</u> | 17,424 | A | \$ 0 | 17,424 | I | See Note 11 <u>(11)</u> |
| Class A Common Stock | 02/27/2014 | S | 17,424 | D | \$ 95.2693 <u>(12)</u> | 0 | I | See Note 11 <u>(11)</u> |
| Class A Common Stock | 02/26/2014 | <u>J⁽¹³⁾</u> | 7,346 | A | \$ 0 | 7,346 | I | See Note 14 <u>(14)</u> |
| Class A Common Stock | 02/27/2014 | S | 7,346 | D | \$ 95.4506 <u>(15)</u> | 0 | I | See Note 14 <u>(14)</u> |
| Class A Common Stock | 02/26/2014 | <u>J⁽¹⁶⁾</u> | 10,078 | A | \$ 0 | 10,078 | I | See Note 17 <u>(17)</u> |
| Class A Common Stock | 02/27/2014 | S | 10,078 | D | \$ 95.35 | 0 | I | See Note 17 <u>(17)</u> |
| Class A Common Stock | 02/26/2014 | <u>J⁽¹⁸⁾</u> | 178,756 | A | \$ 0 | 178,756 | I | See Note 19 <u>(19)</u> |
| Class A Common Stock | 02/27/2014 | S | 80,819 | D | \$ 94.47 <u>(20)</u> | 97,937 | I | See Note 19 <u>(19)</u> |
| Class A Common Stock | 02/27/2014 | S | 16,547 | D | \$ 95.54 <u>(22)</u> | 81,390 | I | See Note 19 <u>(19)</u> |
| Class A Common Stock | 02/27/2014 | S | 14,874 | D | \$ 96.7 <u>(23)</u> | 66,516 | I | See Note 19 <u>(19)</u> |
| Class A Common Stock | 02/27/2014 | S | 6,516 | D | \$ 97.11 <u>(24)</u> | 60,000 | I | See Note 19 <u>(19)</u> |

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (2) | 02/26/2014 | | C | 3,214,192 | (2) | (21) | Class A Common Stock | 3,214,192 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARRETT M JAMES 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | | | X | |

Signatures

/s/ Sasha Keough, attorney-in-fact 02/28/2014

__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) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.

Each share of Class B Common Stock is convertible at any time at the option 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 any transfer, whether or not for value and whether voluntary or involuntary or by operation of law, except for certain transfers described in the Issuer's Amended and Restated Certificate of Incorporation, including, without limitation, certain transfers for tax and estate planning purposes.

(3) The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, Limited Partnership ("NEA Partners 11"). NEA Partners 11 is the sole general partner of New Enterprise Associates 11, Limited Partnership ("NEA 11"), the direct beneficial owner of the Shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the such portion of the Shares held by NEA 11 in which the Reporting Person has no pecuniary interest.

(4) NEA 11 made a pro rata distribution for no consideration of an aggregate of 3,214,192 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on February 26, 2014.

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- (5) NEA Partners 11 received 986,757 shares of Class A Common Stock of the Issuer in the distribution by NEA 11 on February 26, 2014.
- The Reporting Person is a manager of NEA 11 GP, LLC, the sole general partner of NEA Partners 11, the direct beneficial owner of the Shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of Class A Common Stock of the Issuer held by NEA Partners 11 in which the Reporting Person has no pecuniary interest.
- (6) NEA Partners 11 made a pro rata distribution for no consideration of an aggregate of 986,757 shares of Class A Common Stock of the Issuer to its limited partners on February 26, 2014.
- (7) The Reporting Person received 34,848 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 11 on February 26, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.49 to \$95, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (9) to this Form 4.
- (8) The Barrett 2006 Family Trust received 17,424 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 11 on February 26, 2014.
- The shares are directly held by the Barrett 2006 Family Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of the such portion of the shares of Class A Common Stock of the Issuer held by the Barrett 2006 Family Trust in which the Reporting Person has no pecuniary interest.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95 to \$95.36, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (12) to this Form 4.
- (9) The April P. Barrett Grandchildren's Trust (the "Grandchildren's Trust") received 7,346 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 11 on February 26, 2014.
- The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of Class A Common Stock of the Issuer held by the Grandchildren's Trust in which the Reporting Person has no pecuniary interest.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.45 to \$95.46, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (15) to this Form 4.
- (10) The Radhika Barrett Trust (the "Radhika Barrett Trust") received 10,078 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 11 on February 26, 2014.
- The Reporting Person is the trustee of the Radhika Barrett Trust, which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of Class A Common Stock of the Issuer held by the Radhika Barrett Trust in which the Reporting Person has no pecuniary interest.
- (11) New Enterprise Associates, LLC ("NEA LLC") received 178,756 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 11 on February 26, 2014.
- The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the shares of Class A Common Stock of the Issuer. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of Class A Common Stock of the Issuer held by NEA LLC in which the Reporting Person has no pecuniary interest.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94 to \$94.98, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (20) to this Form 4.
- (12) Not applicable.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95 to \$95.99, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (22) to this Form 4.
- (13)

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(23) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96 to \$96.99, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (23) to this Form 4.

(24) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97 to \$97.50, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (24) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space 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.