

Workday, Inc.  
Form 10-Q  
June 06, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended April 30, 2014**

**OR**

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
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)**

**20-2480422**  
**(IRS Employer**

**Identification No.)**

**6230 Stoneridge Mall Road**

**Pleasanton, California 94588**

**(Address of principal executive offices)**

**Telephone Number (925) 951-9000**

**(Registrant's telephone number, including area code)**

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 (the Exchange Act ) 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 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 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

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

As of May 31, 2014, there were approximately 185 million shares of the registrant's common stock outstanding.

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**Table of Contents****PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****Workday, Inc.****Condensed Consolidated Balance Sheets**

(in thousands)

(unaudited)

	<b>April 30, 2014</b>	<b>January 31, 2014<sup>(1)</sup></b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 246,001	\$ 581,326
Marketable securities	1,619,950	1,305,253
Accounts receivable, net	99,136	92,184
Deferred costs	16,710	16,446
Prepaid expenses and other current assets	32,096	28,449
Total current assets	2,013,893	2,023,658
Property and equipment, net	89,125	77,664
Deferred costs, noncurrent	20,044	20,797
Goodwill and acquisition-related intangible assets, net	35,679	8,488
Other assets	47,949	45,658
Total assets	\$ 2,206,690	\$ 2,176,265
<b>Liabilities and stockholders equity</b>		
Current liabilities:		
Accounts payable	\$ 12,033	\$ 6,212
Accrued expenses and other current liabilities	30,098	17,999
Accrued compensation	48,693	55,620
Capital leases	8,442	9,377
Unearned revenue	388,054	332,682
Total current liabilities	487,320	421,890
Convertible senior notes, net	473,812	468,412
Capital leases, noncurrent	1,780	3,589
Unearned revenue, noncurrent	73,889	80,883
Other liabilities	14,453	14,274
Total liabilities	1,051,254	989,048
Stockholders equity:		

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Common stock	182	181
Additional paid-in capital	1,788,551	1,761,156
Accumulated other comprehensive income	481	269
Accumulated deficit	(633,778)	(574,389)
Total stockholders' equity	1,155,436	1,187,217
Total liabilities and stockholders' equity	\$ 2,206,690	\$ 2,176,265

(1) Amounts as of January 31, 2014 were derived from the January 31, 2014 audited financial statements.  
See Notes to Condensed Consolidated Financial Statements.

**Table of Contents****Workday, Inc.****Condensed Consolidated Statements of Operations**

(in thousands, except per share data)

(unaudited)

	<b>Three Months Ended April 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>Revenues:</b>		
Subscription services	\$ 123,407	\$ 68,418
Professional services	36,330	23,227
<b>Total revenues</b>	<b>159,737</b>	<b>91,645</b>
<b>Costs and expenses<sup>(1)</sup>:</b>		
Costs of subscription services	21,459	14,930
Costs of professional services	35,960	21,769
Product development	65,171	36,282
Sales and marketing	68,167	38,364
General and administrative	21,063	12,924
<b>Total costs and expenses</b>	<b>211,820</b>	<b>124,269</b>
Operating loss	(52,083)	(32,624)
Other expense, net	(6,999)	(256)
Loss before provision for income taxes	(59,082)	(32,880)
Provision for income taxes	307	135
<b>Net loss</b>	<b>\$ (59,389)</b>	<b>\$ (33,015)</b>
<b>Net loss per share, basic and diluted</b>	<b>\$ (0.32)</b>	<b>\$ (0.20)</b>
<b>Weighted-average shares used to compute net loss per share, basic and diluted</b>	<b>183,084</b>	<b>168,074</b>

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

Costs of subscription services	\$ 1,055	\$ 262
Costs of professional services	2,198	475
Product development	10,868	1,907
Sales and marketing	6,752	1,043
General and administrative	8,001	3,729

See Notes to Condensed Consolidated Financial Statements.



Table of Contents**Workday, Inc.****Condensed Consolidated Statements of Comprehensive Loss**

(in thousands)

(unaudited)

	<b>Three Months Ended April 30,</b>	
	<b>2014</b>	<b>2013</b>
Net loss	\$ (59,389)	\$ (33,015)
Other comprehensive income (loss), net of tax:		
Changes in foreign currency translation adjustment	39	(86)
Net change in unrealized gains (losses) on available-for-sale investments	173	83
Other comprehensive income (loss), net of tax	212	(3)
Comprehensive loss	\$ (59,177)	\$ (33,018)

See Notes to Condensed Consolidated Financial Statements.



**Table of Contents****Workday, Inc.****Condensed Consolidated Statements of Cash Flows**

(in thousands)

(unaudited)

	<b>Three Months Ended April 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>Cash flows from operating activities</b>		
Net loss	\$ (59,389)	\$ (33,015)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	12,523	6,569
Share-based compensation expenses	28,874	7,416
Amortization of deferred costs	3,952	2,482
Amortization of debt discount and issuance costs	5,920	
Other	604	(26)
Changes in operating assets and liabilities, net of business combinations:		
Accounts receivable	(7,013)	7,131
Deferred costs	(3,463)	(3,236)
Prepaid expenses and other assets	(7,350)	(3,563)
Accounts payable	(2,430)	2,421
Accrued expense and other liabilities	1,091	15,453
Unearned revenue	48,378	15,678
Net cash provided by operating activities	21,697	17,310
<b>Cash flows from investing activities</b>		
Purchases of marketable securities	(670,406)	(287,841)
Maturities of marketable securities	353,230	406,708
Business combinations, net of cash acquired	(26,317)	
Purchases of property and equipment	(9,873)	(1,895)
Other	1,000	90
Net cash provided by (used in) investing activities	(352,366)	117,062
<b>Cash flows from financing activities</b>		
Proceeds from issuance of common stock from employee equity plans	2,996	4,565
Principal payments on capital lease obligations	(2,744)	(3,753)
Shares repurchased for tax withholdings on vesting of restricted stock	(5,007)	
Other	60	8
Net cash provided by (used in) financing activities	(4,695)	820
Effect of exchange rate changes	39	(86)
Net increase (decrease) in cash and cash equivalents	(335,325)	135,106

Cash and cash equivalents at the beginning of period	581,326	84,158
Cash and cash equivalents at the end of period	\$ 246,001	\$ 219,264

**Supplemental cash flow data**

Cash paid for interest	\$ 189	\$ 424
Non-cash investing and financing activities:		
Property and equipment acquired under capital leases		115
Vesting of early exercised stock options	473	531
Purchases of property and equipment, accrued but not paid	12,995	13,275

See Notes to Condensed Consolidated Financial Statements.

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**Workday, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**Note 1. Overview and Basis of Presentation**

***Company and Background***

Workday provides enterprise cloud applications for human capital management (HCM), payroll, financial management and analytics. 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 are incorporated in Delaware.

***Basis of Presentation***

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (GAAP) and applicable rules and regulations of the Securities and Exchange Commission (SEC) regarding interim financial reporting. The condensed consolidated financial statements include the results of Workday, Inc. and its wholly-owned subsidiaries. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. In the opinion of our management, the information contained herein reflects all adjustments necessary for a fair presentation of Workday's results of operations, financial position and cash flows. All such adjustments are of a normal, recurring nature. The results of operations for the quarter ended April 30, 2014 shown in this report are not necessarily indicative of results to be expected for the full year ending January 31, 2015. The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements in our Annual Report on Form 10-K for the year ended January 31, 2014, filed on March 31, 2014. There have been no changes to our significant accounting policies described in the annual report that have had a material impact on our condensed consolidated financial statements and related notes.

Subsequent to the filing of our Annual Report on Form 10-K, we added a policy related to business combinations. For 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 condensed consolidated statements of operations.

***Use of Estimates***

The preparation of condensed 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 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 costs, 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 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 condensed consolidated financial statements.

***Recent Accounting Pronouncements***

On May 28, 2014, the FASB issued ASU 2014-09 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.

**Table of Contents****Note 2. Marketable Securities**

At April 30, 2014, marketable securities consisted of the following (in thousands):

	<b>Amortized Cost</b>	<b>Unrealized Gains</b>	<b>Unrealized Losses</b>	<b>Aggregate Fair Value</b>
U.S. agency obligations	\$ 1,403,094	\$ 368	\$ (42)	\$ 1,403,420
U.S. treasury securities	214,692	166		214,858
Commercial paper	106,982			106,982
U.S. corporate securities	31,668	12		31,680
Money market funds	51,895			51,895
	\$ 1,808,331	\$ 546	\$ (42)	\$ 1,808,835
Included in cash and cash equivalents	\$ 188,886	\$	\$ (1)	\$ 188,885
Included in marketable securities	\$ 1,619,445	\$ 546	\$ (41)	\$ 1,619,950

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

	<b>Amortized Cost</b>	<b>Unrealized Gains</b>	<b>Unrealized Losses</b>	<b>Aggregate Fair Value</b>
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
	\$ 1,826,844	\$ 428	\$ (97)	\$ 1,827,175
Included in cash and cash equivalents	\$ 521,956	\$ 3	\$ (37)	\$ 521,922
Included in marketable securities	\$ 1,304,888	\$ 425	\$ (60)	\$ 1,305,253

We do not believe the unrealized losses represent other-than-temporary impairments based on our evaluation of available evidence as of April 30, 2014. No marketable securities held as of April 30, 2014 have been in a continuous unrealized loss position for more than 12 months. 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 condensed consolidated balance sheets. Marketable securities on the condensed consolidated balance sheets consist of securities with original maturities at the time of purchase of greater than three months and the remainder of the securities is reflected in cash and cash equivalents.

**Note 3. Deferred Costs**

Deferred costs consisted of the following (in thousands):

	<b>April 30, 2014</b>	<b>January 31, 2014</b>
<b>Current:</b>		
Deferred professional service costs	\$ 3,199	\$ 3,555
Deferred sales commissions	13,511	12,891
<b>Total</b>	<b>\$ 16,710</b>	<b>\$ 16,446</b>
<b>Noncurrent:</b>		
Deferred professional service costs	\$ 4,354	\$ 4,357
Deferred sales commissions	15,690	16,440
<b>Total</b>	<b>\$ 20,044</b>	<b>\$ 20,797</b>

**Table of Contents****Note 4. Property and Equipment, Net**

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

	<b>April 30, 2014</b>	<b>January 31, 2014</b>
Computers, equipment and software	\$ 85,301	\$ 75,867
Computers, equipment and software acquired under capital leases	35,899	38,912
Furniture and fixtures	8,765	7,782
Leasehold improvements	23,029	15,885
	152,994	138,446
Less accumulated depreciation and amortization	(63,869)	(60,782)
Property and equipment, net	\$ 89,125	\$ 77,664

Depreciation expense totaled \$9.7 million and \$5.7 million for the three months ended April 30, 2014 and 2013, respectively. These amounts include depreciation of assets recorded under capital leases of \$2.8 million and \$3.3 million for the three months ended April 30, 2014 and 2013, respectively.

**Note 5. Business Combinations*****Identified, Inc.***

On February 20, 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 \$26.4 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	23,824
Total assets acquired	27,648
Accrued expenses and other current liabilities	(1,257)
Deferred tax liabilities	
Total liabilities assumed	(1,257)



Net assets acquired	\$ 26,391
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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. The preliminary estimated fair values of assets acquired and liabilities assumed, including current and noncurrent income taxes payable and deferred taxes, and identifiable intangible assets may be subject to change as additional information is received and certain tax returns are finalized. We expect to finalize the allocation of purchase consideration as soon as practicable and no later than one year from the acquisition date.

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. 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.

**Table of Contents****Note 6. Goodwill and Acquisition-related Intangible Assets, net**

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

	<b>April 30, 2014</b>	<b>January 31, 2014</b>
Acquired purchased technology	\$ 4,200	\$ 600
Customer relationship assets	338	338
	4,538	938
Less accumulated amortization	(1,171)	(938)
Intangible assets, net	3,367	
Goodwill	32,312	8,488
Goodwill and intangible assets, net	\$ 35,679	\$ 8,488

**Note 7. Other Assets**

Other assets consisted of the following (in thousands):

	<b>April 30, 2014</b>	<b>January 31, 2014</b>
Issuance costs of convertible senior notes	\$ 10,105	\$ 10,625
Acquired land leasehold interest, net	9,965	9,991
Technology patents, net	4,633	4,865
Other	23,246	20,177
Total	\$ 47,949	\$ 45,658

Amortization expense on our land leasehold interest and technology patents, both of which were acquired in the three months ended January 31, 2014, was \$0.3 million for the three months ended April 30, 2014.

**Note 8. 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 broker reports that utilize quoted market prices for identical or comparable instruments. We validate, on a sample basis, the derived prices provided by the brokers 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.

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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):

Description	Fair Value Measurements as of April 30, 2014		
	Level 1	Level 2	Total
U.S. agency obligations	\$	\$ 1,403,420	\$ 1,403,420
U.S. treasury securities	214,858		214,858
Commercial paper		106,982	106,982
U.S. corporate securities		31,680	31,680
Money market funds	51,895		51,895
	\$ 266,753	\$ 1,542,082	\$ 1,808,835
Included in cash and cash equivalents			\$ 188,885
Included in marketable securities			\$ 1,619,950

Description	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
	\$ 626,947	\$ 1,200,228	\$ 1,827,175
Included in cash and cash equivalents			\$ 521,922
Included in marketable securities			\$ 1,305,253

**Financial liabilities**

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

April 30, 2014		January 31, 2014	
Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value

0.75% Convertible senior notes	\$ 284,764	\$ 402,500	\$ 281,359	\$ 434,875
1.50% Convertible senior notes	189,048	292,031	187,053	319,219

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 April 30, 2014 and January 31, 2014.

Based on the closing price of our common stock of \$73.07 on April 30, 2014, the if-converted value of the 0.75% convertible senior notes and the if-converted value of the 1.50% convertible senior notes were more than their respective principal amounts.

## **Note 9. 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 \$350.0 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.

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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 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, none of which have occurred to date:

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 \$7.2 million and equity issuance costs of \$2.0 million. Amortization expense for the liability issuance costs was \$0.4 million for the three months ended April 30, 2014. For the 2020 Notes, we recorded liability issuance costs of \$4.7 million and equity issuance costs of \$1.8 million. Amortization expense for the liability issuance costs was \$0.2 million for the three months ended April 30, 2014.

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The Notes consisted of the following (in thousands):

	<b>April 30, 2014</b>	
	<b>2018 Notes</b>	<b>2020 Notes</b>
Principal amounts:		
Principal	\$ 350,000	\$ 250,000
Unamortized debt discount <sup>(1)</sup>	(65,236)	(60,952)
Net carrying amount	\$ 284,764	\$ 189,048
Carrying amount of the equity component <sup>(2)</sup>	\$ 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 \$2.0 million and \$1.8 million for the 2018 Notes and 2020 Notes, respectively, in equity issuance costs.

As of April 30, 2014, the remaining life of the 2018 Notes and 2020 Notes is approximately 50 months and 74 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 for the three months ended April 30, 2014 (in thousands):

	<b>Three Months Ended April 30, 2014</b>	
	<b>2018 Notes</b>	<b>2020 Notes</b>
Contractual interest expense	\$ 656	\$ 938
Interest cost related to amortization of debt issuance costs	352	168
Interest cost related to amortization of the debt discount	3,405	1,995

**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 \$143.7 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 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 \$92.7 million from the sale of the Warrants, which is recorded in additional paid-in capital in the consolidated balance sheets.

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### **Note 10. Commitments and Contingencies**

#### ***Leases***

We lease office space under noncancelable operating leases in the U.S. and overseas with various expiration dates. In addition, we leased a 6-acre parcel of vacant land under a 95-year lease adjacent to our existing Pleasanton, California leased facility in January 2014. Certain of our office leases are with an affiliate of our Chairman, David Duffield, who is also a significant stockholder.

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 totaled \$4.3 million and \$1.8 million for the three months ended April 30, 2014 and 2013, respectively.

We lease certain equipment and related software from an affiliate of Mr. Duffield (see Note 15) and from various third parties. The equipment lease terms contain a bargain purchase option and are therefore classified as capital leases.

#### ***Legal Matters***

We are a party to various legal proceedings and claims which arise in the ordinary course of business. In our opinion, 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 11. Common Stock and Stockholders Equity**

#### ***Common Stock***

As of April 30, 2014, there were 95.1 million shares of Class A common stock and 89.4 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.

#### ***Employee Equity Plans***

Our board of directors adopted the 2012 Equity Incentive Plan in August 2012 which became effective on October 10, 2012 and serves as the successor to our 2005 Stock Plan (EIP). Pursuant to the terms of the EIP, the share reserve increased by 9.2 million shares on March 31, 2014. As of April 30, 2014, we had approximately 50.5 million shares of Class A common stock available for future grants under the EIP.

Our board of directors adopted the 2012 Employee Stock Purchase Plan (ESPP) in August 2012, which became effective on October 10, 2012. The ESPP was approved with a reserve of 2.0 million shares of Class A common stock for future issuance under various terms provided for in the ESPP. Pursuant to the terms of the ESPP, the share reserve increased by 1.8 million shares on March 31, 2014. 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 generally granted twice yearly on June 1 and December 1 and exercisable on the succeeding November 30 and May 31, respectively, of each year. We commenced our first purchase period under the ESPP on June 1, 2013. As of April 30, 2014, 3.6 million shares of Class A common stock

were available for issuance under the ESPP.

**Table of Contents****Stock Options**

A summary of information related to stock option activity during the three months ended April 30, 2014 is as follows (in millions, except share and per share data):

	<b>Outstanding Stock Options</b>	<b>Weighted- Average Exercise Price</b>	<b>Aggregate Intrinsic Value</b>
Balance as of January 31, 2014	20,706,207	\$ 3.93	\$ 1,773
Stock option grants			
Stock options exercised	(1,096,205)	2.73	
Stock options canceled	(110,379)	9.01	
Balance as of April 30, 2014	19,499,623	\$ 3.97	\$ 1,347
Vested and expected to vest as of April 30, 2014	18,882,734	\$ 3.86	\$ 1,307
Exercisable as of April 30, 2014	13,612,594	\$ 2.70	\$ 958

**Common Stock Subject to Repurchase**

The equity 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 April 30, 2014 and January 31, 2014, we had \$5.9 million and \$6.4 million respectively, recorded in liabilities related to early exercises of stock options.

**Restricted Stock Awards**

The EIP provides for the issuance of restricted stock awards to employees. Restricted stock awards generally vest over five years. During the three months ended April 30, 2014, 67,000 shares of restricted stock awards vested and 965,500 restricted awards of Class B common stock are outstanding with weighted average grant date fair value of \$12.86, all of which are subject to forfeiture as of April 30, 2024.

**Restricted Stock Units**

A summary of information related to restricted stock units activity during the three months ended April 30, 2014 is as follows:

	<b>Number of Shares</b>	<b>Weighted-Average Grant Date Fair Value</b>
Balance as of January 31, 2014	3,966,728	\$ 70.72

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Restricted stock units granted	2,585,971		81.19
Restricted stock units vested	(119,878)		62.59
Restricted stock units forfeited	(40,395)		73.22
Balance as of April 30, 2014	6,392,426	\$	75.09

As of April 30, 2014, there was a total of \$435.7 million in unrecognized compensation cost related to restricted stock units, which is expected to be recognized over a weighted-average period of approximately 3.5 years.

**Table of Contents****Note 12. Other Expense, net**

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

	<b>Three Months Ended</b>	
	<b>April 30,</b>	
	<b>2014</b>	<b>2013</b>
Interest income	\$ 695	\$ 351
Interest expense <sup>(1)</sup>	(7,708)	(422)
Other income (expense)	14	(185)
Other expense, net	\$ (6,999)	\$ (256)

- (1) During the three months ended April 30, 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 9).

**Note 13. Income Taxes**

The effective tax rate for the three months ended April 30, 2014 was less than one percent, primarily as a result of the estimated tax loss for the fiscal year. Our tax expense relates to state minimum taxes and foreign income taxes associated with our non-U.S. operations.

There were no material changes to the unrecognized tax benefits in the three months ended April 30, 2014. We intend to review the measurement of the uncertain tax positions attributable to prior years as a result of additional analysis that will be performed once the information necessary to perform the analysis is available. As a result of the additional analysis, it is reasonably possible that the total amount of unrecognized tax benefits related to prior years could be reduced significantly in the next 12 months. An estimate of the range of the reduction cannot be made as the information necessary to complete the analysis is not available. Due to a valuation allowance, any reduction in the uncertain tax positions will not impact the effective tax rate. Due to our history of tax losses, all years remain open to tax audit. We are under examination by the Internal Revenue Service (IRS) for our 2011 tax year.

**Note 14. 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, our outstanding stock options, outstanding warrants, stock related to unvested early exercised stock options and stock related to unvested restricted stock awards 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):

	Three Months Ended April 30,			
	2014		2013	
	Class A	Class B	Class A	Class B
Net loss per share, basic and diluted:				
Numerator:				
Allocation of distributed net loss	\$ (30,436)	\$ (28,953)	\$ (7,590)	\$ (25,425)
Denominator:				
Weighted-average common shares outstanding	93,829	89,255	38,638	129,436
Basic and diluted net loss per share	\$ (0.32)	\$ (0.32)	\$ (0.20)	\$ (0.20)

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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):

	<b>As of April 30,</b>	
	<b>2014</b>	<b>2013</b>
Shares subject to outstanding common stock options and warrants	19,500	25,107
Shares subject to repurchase	1,570	2,450
Shares subject to unvested restricted stock awards and units	7,358	1,900
Convertible senior notes	7,261	
Warrants related to the issuance of convertible senior notes	7,261	
	42,950	29,457

**Note 15. Related-Party Transactions**

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 amounts paid under this agreement in the three months ended April 30, 2014 and April 30, 2013 were \$0.1 million and \$0.9 million, respectively. As of April 30, 2014, the principal balance due under the lease agreement was less than \$0.1 million and was included in Capital leases and Capital leases, current on the condensed consolidated balance sheets. The capital lease will be paid in full in the three months ended July 31, 2014.

We currently lease certain office space from an affiliate of Mr. Duffield adjacent to our corporate headquarters in Pleasanton, California under various lease agreements. The term of the agreements is 10 years and the total rent due under the agreements is \$3.0 million for the fiscal year ended January 31, 2015, and \$51.6 million in total. Rent expense under these agreements for the three months ended April 30, 2014 and 2013 was \$0.7 million and \$0.2 million, respectively.

**Note 16. Geographic Information**

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

	<b>Three Months Ended</b>	
	<b>April 30,</b>	
	<b>2014</b>	<b>2013</b>
United States	\$ 132,529	\$ 76,698
International	27,208	14,947
<b>Total</b>	<b>\$ 159,737</b>	<b>\$ 91,645</b>

No single country other than the United States had revenues greater than 10% of total revenues for the three months ended April 30, 2014 or 2013.





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**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, strive, and similar expressions are intended to 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 activity, 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.

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### **ITEM 2. 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 condensed 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, as well as in the section entitled Risk Factors.*

#### **Overview**

Workday provides enterprise cloud applications for human capital management (HCM), payroll, financial management and analytics. 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, Time Tracking and Grants Management applications in 2012, Big Data Analytics in 2013 and Recruiting in 2014.

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 targets organizations with more than 1,000 workers. As of April 30, 2014, we had more than 650 customers. 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 more than 2,900 and more than 1,950 employees as of April 30, 2014 and 2013, 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 significant investments in our data center infrastructure in fiscal 2015 as we update our technology and plan for future customer 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. As a result of these investments, we do not expect to be profitable in the near future. 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.

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### **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 77% of our revenues during the three months ended April 30, 2014 and represented over 94% of our total unearned revenue as of April 30, 2014. 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, the price of our applications, and to a lesser extent, renewal rates. To date, revenues from renewals have not been a substantial component of revenues.

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 condensed consolidated financial statements.

Our consulting engagements are typically 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 and supporting our applications, 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 costs. The percentage of total revenues derived from professional services was 23% for the three months ended April 30, 2014. The cost of providing professional services is significantly higher as a percentage of the related revenues than for our subscriptions.

*Product development.* Product development expenses consist primarily of employee-related expenses. 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 expenses, sales commissions, marketing programs and travel related expenses. 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 expenses for finance and accounting, legal, human resources and management information systems personnel, legal costs, professional fees and other corporate expenses.

**Table of Contents****Results of Operations*****Revenues***

Our total revenues for the three months ended April 30, 2014 and 2013 were as follows:

	<b>Three Months Ended</b>		
	<b>April 30,</b>		
	<b>2014</b>	<b>2013</b>	<b>% Change</b>
	(in thousands)		
Subscription services	\$ 123,407	\$ 68,418	80%
Professional services	36,330	23,227	56
<b>Total revenues</b>	<b>\$ 159,737</b>	<b>\$ 91,645</b>	<b>74</b>

Total revenues were \$159.7 million for the three months ended April 30, 2014, compared to \$91.6 million during the prior year period, an increase of \$68.1 million, or 74%. Subscription services revenues were \$123.4 million for the three months ended April 30, 2014, compared to \$68.4 million for the prior year period, an increase of \$55.0 million, or 80%. The increase in subscription revenues was due primarily to the recognition of revenue for an increased number of customer contracts as compared to the prior year period.

Professional services revenues were \$36.3 million for the three months ended April 30, 2014, compared to \$23.2 million for the prior year period, an increase of \$13.1 million, or 56%. 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 as compared to the prior year period.

***Core Operating Expenses***

Management uses 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. Management believes 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. Management also believes 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 our management focuses 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 taxes on employee stock transactions and amortization of acquisition-related intangible assets.

Information about our operating expenses is as follows:

	<b>Three Months Ended April 30, 2014</b>			
	<b>Core Operating Expenses<sup>(1)</sup></b>	<b>Share-Based Compensation Expenses</b>	<b>Other Operating Expenses</b>	<b>Total Operating Expenses</b>
	(in thousands)			
Costs of subscription services	\$ 20,358	\$ 1,055	\$ 46	\$ 21,459
Costs of professional services	33,673	2,198	89	35,960
Product development	53,621	10,868	682	65,171
Sales and marketing	61,142	6,752	273	68,167
General and administrative	13,471	8,001	(409)	21,063
Total costs and expenses	\$ 182,265	\$ 28,874	\$ 681	\$ 211,820
Operating loss	\$ (22,528)	\$ (28,874)	\$ (681)	\$ (52,083)
Operating margin	(14)%	(18)%	(1)%	(33)%



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	<b>Three Months Ended April 30, 2013</b>			
	<b>Core Operating Expenses<sup>(1)</sup></b>	<b>Share-Based Compensation Expenses</b>	<b>Other Operating Expenses</b>	<b>Total Operating Expenses</b>
	(in thousands)			
Costs of subscription services	\$ 14,660	\$ 262	\$ 8	\$ 14,930
Costs of professional services	21,001	475	293	21,769
Product development	34,143	1,907	232	36,282
Sales and marketing	37,230	1,043	91	38,364
General and administrative	9,142	3,729	53	12,924
 Total costs and expenses	 \$ 116,176	 \$ 7,416	 \$ 677	 \$ 124,269
 Operating loss	 \$ (24,531)	 \$ (7,416)	 \$ (677)	 \$ (32,624)
Operating margin	(27)%	(8)%	(1)%	(36)%

- (1) Core operating expenses is a non-GAAP financial measure that excludes share-based compensation and certain other operating expenses from our total operating expenses calculated in accordance with GAAP. The other operating expenses excluded are employer payroll taxes on employee stock transactions and amortization of acquisition-related intangible assets. See *Non-GAAP Financial Measures* below for further information.

*Core operating margins*

Core operating margins, calculated using GAAP revenues and core operating expenses, improved from (27)% for the three months ended April 30, 2013 to (14)% for the three months ended April 30, 2014. The improvement in our core operating margins in the current period was primarily due to higher subscription services revenues. 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 \$66.1 million, or 57% for the three months ended April 30, 2014 compared to the prior year period. As quantified below, the increase was primarily due to higher employee-related costs driven by higher headcount.

*Costs of subscription services*

Core operating expenses in costs of subscription services were \$20.4 million for the three months ended April 30, 2014, compared to \$14.7 million for the prior year period, an increase of \$5.7 million, or 39%. The increase was primarily due to an increase of \$2.8 million in depreciation expense related to our data centers, an increase of \$1.9 million in employee-related costs driven by higher headcount and an increase of \$1.4 million in service contracts expense to expand data center capacity. We expect that in the future, 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*

Core operating expenses in costs of professional services were \$33.7 million for the three months ended April 30, 2014, compared to \$21.0 million for the prior year period, a \$12.7 million increase, or 60%. This increase was primarily due to increases of \$9.7 million to staff our deployment and integration engagements. 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 decline as we increasingly rely on third parties to deploy our applications and as the number of our customers continues to grow. For the current fiscal year, we anticipate professional services margins to be lower than fiscal 2014 as we invest in deploying new customers in financial management applications, medium-size enterprise, and education and government categories, where the third party partner ecosystem is still maturing.

*Product development*

Core operating expenses in product development were \$53.6 million for the three months ended April 30, 2014, compared to \$34.1 million for the prior year period, an increase of \$19.5 million, or 57%. The increase was primarily due to increases of \$13.1 million in employee compensation costs due to higher headcount, \$2.0 million in facility and IT-related expenses, \$1.8 million in contracted costs and \$1.3 million in depreciation expense for our development cloud data center. We expect that in the future, product development expenses will continue to increase in absolute dollars as we improve and extend our applications and develop new technologies.

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**Table of Contents***Sales and marketing*

Core operating expenses in sales and marketing were \$61.1 million for the three months ended April 30, 2014, compared to \$37.2 million for the prior year period, an increase of \$23.9 million, or 64%. The increase was primarily due to increases of \$17.2 million in employee compensation costs due to higher headcount and higher commissionable sales volume, \$3.6 million in advertising, marketing and event costs, \$1.7 million in facility and IT-related expenses and \$1.5 million in travel expenses. We expect that sales and marketing expenses will continue to increase in absolute dollars in the future as we continue to invest in sales and marketing by expanding our domestic and international selling and marketing activities, building brand awareness and attracting new customers.

*General and administrative*

Core operating expenses in general and administrative were \$13.5 million for the three months ended April 30, 2014, compared to \$9.1 million for the prior year period, an increase of \$4.4 million, or 48%. The increase was primarily due to \$3.5 million in higher employee compensation costs due to higher headcount. We expect general and administrative expenses will increase in absolute dollars as we invest in our infrastructure and incur additional employee-related costs, professional fees and insurance costs related to the growth of our business and international expansion.

*Share-Based Compensation Expenses*

Share-based compensation expenses were \$28.9 million for the three months ended April 30, 2014, compared to \$7.4 million for the prior year period. The increase in share-based compensation expenses was primarily due to grants of restricted stock units to existing and new employees during fiscal 2014 and the three months ended April 30, 2014. During the three months ended April 30, 2014, the realized excess tax benefits related to share-based compensation is immaterial.

*Other Operating Expenses*

Other operating expenses consisted of employer payroll tax on employee stock transactions for the three months ended April 30, 2014 and 2013 and amortization of acquisition-related intangible assets for the three months ended April 30, 2014. Other operating expenses were \$0.7 million for both the three months ended April 30, 2014 and 2013.

*Other Expense, Net*

Other expense, net, was \$7.0 million for the three months ended April 30, 2014, compared to \$0.3 million for the prior year period, an increase of \$6.7 million. The increase was primarily due to the interest expense related to our 0.75% convertible senior notes due July 15, 2018 (2018 Notes) and 1.50% convertible senior notes due July 15, 2020 (2020 Notes, and together with the 2018 Notes, the Notes), including the contractual cash interest expense of \$1.6 million and non-cash interest expense related to amortization of the debt discount and amortization of debt issuance costs of \$5.9 million.

**Liquidity and Capital Resources**

As of April 30, 2014, 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 comprised primarily of U.S. agency obligations, U.S. treasury securities, commercial paper, money market funds, and U.S. corporate securities.

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.

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Our cash flows for the three months ended April 30, 2014 and 2013 were as follows:

	<b>Three Months Ended April 30,</b>	
	<b>2014</b>	<b>2013</b>
	(in thousands)	
Net cash provided by (used in):		
Operating activities	\$ 21,697	\$ 17,310
Investing activities	(352,366)	117,062
Financing activities	(4,695)	820
Effect of exchange rate changes	39	(86)
Net increase (decrease) in cash and cash equivalents	\$ (335,325)	\$ 135,106

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 were as follows:

	<b>Three Months Ended April 30,</b>		<b>Trailing Twelve Months Ended April 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	(in thousands)			
Net cash provided by operating activities	\$ 21,697	\$ 17,310	\$ 50,650	\$ 15,816
Purchases of property and equipment	(9,873)	(1,895)	(68,703)	(15,596)
Property and equipment acquired under capital leases		(115)		(18,598)
Purchase of other intangible assets			(15,000)	
Free cash flows	\$ 11,824	\$ 15,300	\$ (33,053)	\$ (18,378)

**Operating Activities**

Management uses net cash provided by operating activities as a key financial metric. For the three months ended April 30, 2014, net cash provided by operating activities was \$21.7 million. The positive cash flows resulted from increased cash collections driven by growth in sales. These cash inflows were generally offset by increases in our operating expenses, which were primarily driven by increased headcount. We recently changed our paid time off (PTO) policy for US exempt employees such that we no longer track or accrue PTO. We paid out the accrued but unused PTO balances as of May 31, 2014, which will result in a one-time use in net cash provided by operating activities of approximately \$18 million in the three months ended July 31, 2014.

For the three months ended April 30, 2013, net cash provided by operating activities was \$17.3 million. The positive cash flows resulted from increased cash collections driven by growth in sales and a \$16.5 million benefit from payroll taxes withheld on employee stock transactions in April 2013. These cash inflows were generally offset by increases in our operating expenses, which were primarily driven by increased headcount. The \$16.5 million withheld from employee stock transactions was disbursed in May 2013, and we therefore had a corresponding cash use in cash flows from operations for the three months ended July 31, 2013.

### ***Investing Activities***

Cash flows used in investing activities for the three months ended April 30, 2014 was \$352.4 million, which was primarily the result of the timing of purchases and maturities of marketable securities and of capital expenditures, and a net cash outflow of \$26.3 million related to the acquisition of Identified in February 2014. We expect capital expenditures will be approximately \$100 million for the year ended January 31, 2015. 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 acquired a leasehold interest in land in Pleasanton adjacent to our existing office space during the three months ended January 31, 2014. We are actively evaluating construction alternatives for this site and thus the potential development costs are not yet factored into our expected capital expenditures described above.

Cash flows provided by investing activities for the three months ended April 30, 2013 was \$117.1 million, which was primarily the result of the timing of purchases and maturities of marketable securities and of capital expenditures.

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**Table of Contents*****Financing Activities***

For the three months ended April 30, 2014, net cash used in financing activities was \$4.7 million, which was primarily due to \$5.0 million of Class A common share repurchases for tax withholdings on vesting of restricted stock and \$2.7 million in principal payments on our capital lease obligations, which were partially offset by \$3.0 million of proceeds from the exercise of stock options.

For the three months ended April 30, 2013, net cash provided by financing activities was \$0.8 million, which was primarily due to \$4.6 million of proceeds from the exercise of stock options, partially offset by \$3.8 million in principal payments on our capital lease obligations.

***Free Cash Flows***

In addition to net cash provided by operating activities, management uses free cash flows as a key financial metric. Free cash flows decreased by \$3.5 million to \$11.8 million for the three months ended April 30, 2014, as compared to \$15.3 million for the prior year period. The reduction in free cash flows was primarily due to a significant increase in cash paid to acquire property and equipment, partially offset by increased sales and the related cash collections. Free cash flows decreased from \$(18.4) million for the trailing twelve months ended April 30, 2013 to \$(33.1) million for the trailing twelve months ended April 30, 2014. The reduction in free cash flows was primarily due to a significant increase in cash paid to acquire property and equipment and other intangible assets, partially offset by a significant increase in sales and the 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, management believes 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, management believes 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 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 taxes on employee stock transactions for the three months ended April 30, 2014 and 2013 and amortization of acquisition-related intangible assets for the three months ended April, 2014. The amount of employer payroll taxes 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 the ongoing operations.

*Free cash flows*

We define free cash flows 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. Management uses 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 we can evaluate our progress on free cash flows independent of our capital financing decisions.



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Management believes 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. 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 taxes, 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 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. Management encourages 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 the three months ended April 30, 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 operating activities**, for the three months ended April 30, 2014 and 2013.

## **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, as well as computer equipment. As of April 30, 2014, the future non-cancelable minimum payments under operating leases were \$110.5 million. During the remainder of the year ended January 31, 2015, we anticipate leasing additional office space near our headquarters and in various other locations around the world to support our growth. In addition, our existing lease agreements often provide us with an option to renew. We expect our future operating lease obligations will increase as we expand our operations.

We are not required to make principal payments under the Notes prior to maturity. If the Notes are not converted to Class A common stock prior to their maturity dates, we are required to repay \$350.0 million in principal on July 15, 2018 and \$250.0 million in principal on July 15, 2020. We are also required to make interest payments on a semi-annual basis at the interest rates noted above.

We do not consider outstanding purchase orders to be purchase commitments as they represent authorizations to purchase rather than binding agreements.

## **Off-Balance Sheet Arrangements**

Through April 30, 2014, 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 condensed consolidated financial statements are prepared in accordance with GAAP. The preparation of these condensed consolidated financial statements requires us to make certain 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.

During the three months ended April 30, 2014, there were no significant changes to our critical accounting policies and estimates as described in financial statements contained in the Annual Report on Form 10-K for the year ended January 31, 2014 filed with the Securities and Exchange Commission (SEC) on March 31, 2014. Subsequent to the filing of our Annual Report on Form 10-K, we added a policy related to business combinations.

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**Table of Contents****ITEM 3. 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 expect our international operations to continue to grow in the near term and we expect to begin a hedging program in fiscal 2015. For the current fiscal year and beyond, we expect the percentage 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 April 30, 2014. Cash equivalents and marketable securities were invested primarily in U.S. agency obligations, U.S. treasury securities, commercial paper, money market funds, and corporate securities. 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 \$10.1 million market value reduction in our investment portfolio as of April 30, 2014. 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 \$1.6 million as of April 30, 2014. 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.

***Market Risk and Market Interest Risk***

In June 2013, we issued \$350.0 million of 2018 Notes and \$250.0 million of 2020 Notes. Holders may convert the Notes prior to maturity upon the occurrence of certain circumstances. Upon conversion, holders of the 2018 Notes and 2020 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.

Concurrent with the issuance of the Notes, we entered into separate note hedge and warrant transactions. These separate transactions were completed to reduce the potential economic dilution from the conversion of the Notes.

Our Notes have fixed annual interest rates at 0.75% and 1.50% and therefore, we do not have economic interest rate exposure on our Notes. However, the values of the Notes are exposed to interest rate risk. Generally, the fair market value of our fixed interest rate Notes will increase as interest rates fall and decrease as interest rates rise. In addition, the fair values of the 2018 Notes and the 2020 Notes are affected by our stock price. The carrying values of our 2018 Notes and 2020 Notes were \$284.8 million and \$189.0 million, respectively, as of April 30, 2014. These represent the liability component of the principal balance of our Notes as of April 30, 2014. The total estimated fair values of the 2018 Notes and 2020 Notes at April 30, 2014 were \$402.5 million and \$292.0 million, respectively, and the fair value was determined based on the quoted bid price of the Notes in an over-the-counter market as of the last day of trading for the three months ended at April 30, 2014, which were \$115.00 and \$116.81, respectively. For further information, see Note 9 to the notes to condensed consolidated financial statements.

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**ITEM 4. 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 (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 SEC and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures.

**(b) 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(f) and 15d-15(f) 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 the quarter covered by this report that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

In the ordinary course of business, we are involved in various legal proceedings and claims related to alleged infringement of third-party patents and other intellectual property rights, commercial, employment, wage and hour, and other claims.

We have been, and may in the future be, put on notice and/or sued by third parties for alleged infringement of their proprietary rights, including patent infringement. We evaluate these claims and lawsuits with respect to their potential merits, our potential defenses and counter claims, and the expected effect on us. Our technologies may be subject to injunction if they are found to infringe the rights of a third party. In addition, many of our subscription agreements require us to indemnify our customers for third-party intellectual property infringement claims, which could increase the cost to us of an adverse ruling on such a claim.

The outcome of any litigation, regardless of its merits, is inherently uncertain. Any intellectual property claims and other lawsuits, and the disposition of such claims and lawsuits, could be time-consuming and expensive to resolve, divert management attention from executing our business plan, lead to attempts on the part of other parties to seek similar claims and, in the case of intellectual property claims, require us to change our technology, change our business practices and/or pay monetary damages or enter into short- or long-term royalty or licensing agreements.

In general, the resolution of a legal matter could prevent us from offering our services to others, could be material to our financial condition or cash flows, or both, or could otherwise adversely affect our operating results.

We make a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular matter. In management's opinion, resolution of these matters is not expected to have a material adverse impact on our condensed consolidated results of operations, cash flows or financial position. However, depending on the nature and timing of any such dispute, an unfavorable resolution of a matter could materially affect our future results of operations or cash flows, or both, of a particular quarter.

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**Table of Contents****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 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 credits or refunds to our customers, 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, including our big data analytics application, and certain 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 centers operators could decide to close their facilities without adequate notice. In addition, any financial difficulties, such as bankruptcy, faced by our third-party data centers 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 reduce our revenues, cause us to issue refunds to customers for prepaid and unused subscription services, subject us to potential liability, or adversely affect our renewal rates.

Furthermore, our financial management application is essential to our customers' financial projections, reporting and compliance programs. Any interruption in our service may affect the availability, accuracy or timeliness of these programs and 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.



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**Table of Contents*****If we fail to manage our technical operations infrastructure, our existing customers may experience service outages and our new customers may experience delays in the deployment of our applications.***

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. We have experienced, and may in the future experience, website 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. If we do not accurately predict our infrastructure requirements, our existing customers may experience service outages that may subject us to financial penalties, financial liabilities and customer losses. If our operations infrastructure fails to keep pace with increased sales, customers may experience delays as we seek to obtain additional capacity, which could adversely affect our reputation and adversely affect our revenues.

***Catastrophic events may disrupt our business.***

Our corporate headquarters are located in Pleasanton, California and our data centers are located in Ashburn, Virginia; Lithia Springs, Georgia; Sacramento, California; Portland, Oregon; 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 future 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 from 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.

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***We have experienced rapid growth in recent periods. 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 recently 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 more than 2,900 employees as of April 30, 2014, 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 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 grow, we also need to ensure that we maintain our corporate culture; 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 or an inability to attract and retain highly skilled employees could adversely affect our business.***

Our success depends largely upon the continued services of our key 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.

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, particularly in the San Francisco Bay Area, and 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 need to source talent in other geographic areas. Many of the companies with which we compete for experienced personnel have greater resources than we have. If we hire employees from competitors or other companies, their former employers may attempt to assert that these employees or Workday have breached their legal obligations, resulting in a diversion of our time and resources. In addition, 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. If we fail to attract new personnel or fail to retain and motivate our current personnel, through our compensation practices, company culture and career development opportunities, our business and future growth prospects could be adversely affected.

***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 HCM and financial management applications are highly competitive, with relatively low barriers to entry for some applications or services. Our primary competitors are Oracle and SAP, well-established providers of HCM and financial management applications, which have long-standing relationships with many customers. Some customers may be hesitant to adopt cloud applications such as ours and prefer to upgrade the more familiar applications offered by these vendors that are deployed on-premise. Oracle and SAP 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 HCM and financial management 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. For example, Oracle acquired Taleo Corporation, and SAP acquired SuccessFactors and Ariba, Inc. 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.; 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

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applications in different target markets, such as Salesforce.com and NetSuite, 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 develops more slowly than we expect or declines, our business could be adversely affected.***

The enterprise cloud computing market is not as mature as the market for on-premise enterprise software, and it is uncertain whether cloud computing will achieve and sustain high levels of customer demand and market acceptance. Our success will depend to a substantial extent on the widespread adoption of cloud computing in general, and of HCM and financial management 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 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. If 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 cloud computing does not achieve widespread adoption, or 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 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 use of our HCM application and 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 payroll, financial management, big data analytics, time tracking, procurement, employee expense management applications and recruiting is relatively new, 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 non-HCM 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 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.

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***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;

sales credits or refunds for prepaid amounts related to 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, adversely affect their perception of our applications' reliability and reduce 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.

***Large customers often demand more configuration and integration services, or customized features and functions that we do not offer, which could adversely affect our business and operating results.***

Large customers may demand more configuration and integration services, which increase our upfront investment in sales and deployment efforts, with no guarantee that these customers will increase the scope of their subscription. As a result of these factors, we must devote a significant amount of sales support and professional services resources to individual customers, increasing the cost and time required to complete sales. Additionally, our applications do not currently permit customers to add new data fields and functions or to modify our code. If prospective customers require customized features or functions that we do not offer, and that would be difficult for them to deploy themselves, then the market for our applications will be more limited and our business could suffer.

***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



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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, because we are a relatively new company with a limited operating history, 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 any of our key customers, or a failure of some of them to renew, 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.

***We typically provide service level commitments under our customer contracts. If we fail to meet these contractual commitments, we could be obligated to provide credits or refunds for prepaid amounts related to unused subscription services or face contract terminations, which could adversely affect our revenues.***

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 provide these customers with service credits, refunds for prepaid amounts related to unused subscription services, or we could face contract terminations. Our revenues could be significantly affected if we suffer unscheduled downtime that exceeds the allowed downtimes under our agreements with our customers. Any extended service outages could adversely affect our reputation, revenues and operating results.

***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 a customer is 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 customer's dissatisfaction with our services could damage our ability to expand the number of applications subscribed to by that customer. 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.

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***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;

our ability to clearly articulate 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 determining 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 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-bribery laws including the Foreign Corrupt Practices Act;

adverse tax consequences; and

unstable regional and economic political conditions.

Today, our international contracts are only occasionally 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 do not currently engage in currency hedging activities to limit the risk of exchange rate fluctuations.

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*We have acquired, and may in the future acquire, other companies 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 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 acquiring other businesses. We may not be able to integrate acquired personnel, operations and technologies successfully or effectively manage the combined business following the acquisition. We also may not achieve the anticipated benefits from the acquired business due to a number of factors, including:

inability to integrate or benefit from acquired technologies or services in a profitable manner;

unanticipated costs or liabilities associated with the acquisition;

incurrence of acquisition-related costs;

difficulty integrating the accounting systems, operations and 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;

the potential loss of key employees;

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 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.

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***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 must be 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, 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;



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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 the fourth quarter of a calendar year;

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 dissatisfaction 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.

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***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. The financial recession resulted in a significant weakening of the economy in the United States and Europe and of the global economy, more limited availability of credit, a reduction in business confidence and activity, and other difficulties that may affect one or more of the industries to which we sell our applications. In addition, in the United States there has been pressure to reduce government spending. This might reduce demand for our applications from organizations that receive funding from the U.S. government and could negatively affect the U.S. economy, which could further reduce demand for our applications. Further, the economies of countries in Europe have been experiencing weakness associated with high sovereign debt levels, weakness in the banking sector and uncertainty over the future of the Euro zone. We have operations in Ireland and current and potential new customers in Europe. If economic conditions in Europe and other key markets for our applications continue to remain uncertain or deteriorate further, many customers may delay or reduce their information technology spending. This 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 will increase following any recovery.

***Our customers may fail to pay us in accordance with the terms of their agreements, necessitating action by us to compel payment.***

We typically enter into multiple year, non-cancelable arrangements with customers of our services. If customers fail to pay us under the terms of our agreements, we may be adversely affected both from the inability to collect amounts due and the cost of enforcing the terms of our contracts, including litigation. The risk of such negative effects increases

with the term length of our customer arrangements. Furthermore, some of our customers may seek bankruptcy protection or other similar relief and fail to pay amounts due to us, or pay those amounts more slowly, either of which could adversely affect our operating results, financial position and cash flow.

***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 primarily rely on 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.

In order to protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these 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 adversely impact our business.

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**Table of Contents*****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 success depends upon our not infringing upon the intellectual property rights of others. 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, others may claim that our applications and underlying technology infringe or violate their intellectual property rights. However, we may be 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. Also, 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.***

The future success of our business depends upon the continued use of the Internet as a primary medium for commerce, communication and business applications. Federal, state or foreign government bodies or agencies have in the past adopted, and may in the future adopt, laws or regulations affecting the use of the Internet as a commercial medium. Changes in these laws or regulations could require us to modify our applications in order to comply with these changes. 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 generally, result in reductions in the demand for Internet-based applications such as ours.

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In addition, the use of the Internet as a business tool 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. The performance of the Internet and its acceptance as a business tool has been adversely affected by viruses, worms and similar malicious programs and the Internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If the use of the Internet is adversely affected by these issues, demand for our applications could suffer.

***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.

***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. Although we have hired additional employees to comply with these requirements, we may need to hire more employees in the future, in particular accounting, financial and internal audit staff, which will increase our costs and expenses.

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.



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***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 April 30, 2014, 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 2015 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.

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

As of May 31, 2014, 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 0.1 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 May 31, 2014, 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 0.3 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 CEO and Chairman, 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.

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***The dual class structure of our common stock has the effect of concentrating voting control with our CEO and Chairman, and also with executive officers, directors and other 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 May 31, 2014. 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 October 11, 2032, or such earlier time: as the shares of Class B common stock represent less than 9% of all outstanding shares of our Class A and Class B common stock; if agreed by the holders of the majority of the Class B common stock; or nine months following the death of both Mr. Duffield and Mr. Bhusri. 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 CEO and Chairman 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;

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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; and

our operating performance and the performance of other similar companies.

the sale or availability for sale of a large number of shares of our Class A common stock in the public market could cause the price of our Class A common stock to decline.

Additionally, the stock markets have at times experienced extreme price and volume fluctuations that have affected and might 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, the principal amount of which we may be required to pay at maturity in 2018, and \$250.0 million principal amount of indebtedness, the principal amount of which we may be required to pay at maturity in 2020, or, in each of the foregoing, 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.

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*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;

we have a dual class common stock structure, which provides our chairman 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



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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 our initial public offering and convertible senior notes offerings in a manner that does not produce income or that loses value. These 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.

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**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

*a) Sales of Unregistered Securities*

Not applicable.

*b) Use of Proceeds from Public Offerings of Common Stock*

On October 17, 2012, we closed our initial public offering (IPO), in which we sold 26.2 million shares of Class A common stock at a price to the public of \$28.00 per share pursuant to a registration statement on Form S-1 (File No. 333-183640), which was declared effective by the SEC on October 11, 2012.

There has been no material change in the planned use of proceeds from our IPO as described in our final prospectus filed with the SEC on October 15, 2012 pursuant to Rule 424(b).

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

Not applicable.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

Not applicable.

**Table of Contents****ITEM 6. EXHIBITS****Exhibits**

The Exhibits listed below are filed as part of this Form 10-Q.

<b>Exhibit</b>	<b>Incorporation by Reference</b>					
	<b>Number</b>	<b>Form</b>	<b>File No.</b>	<b>Filing Date</b>	<b>Exhibit No. Filed Herewith</b>	
	3.1	Restated Certificate of Incorporation of the Registrant	10-Q	001-35680	October 31, 2012	3.1
	3.2	Amended Restated Bylaws of the Registrant	8-K	001-35680	May 13, 2014	3.1
	31.1	Certification of Principal Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.				X
	31.2	Certification of Principal Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.				X
	32.1	Certification of Principal Executive Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.				X
	32.2	Certification of Principal Financial Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.				X
	101.INS	XBRL Instance Document				
	101.SCH	XBRL Taxonomy Schema Linkbase Document				
	101.CAL	XBRL Taxonomy Calculation Linkbase Document				
	101.DEF	XBRL Taxonomy Definition Linkbase Document				

- 101.LAB XBRL Taxonomy Labels Linkbase Document
- 101.PRE XBRL Taxonomy Presentation Linkbase Document

In accordance with Rule 406T of Regulation S-T, the information in these exhibits is furnished and deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Exchange Act of 1934, and otherwise is not subject to liability under these sections.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: June 6, 2014

**Workday, Inc.**

/s/ Mark S. Peek

Mark S. Peek

Chief Financial Officer

(Principal Financial Officer)

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<b>Exhibit</b>		<b>Incorporation by Reference</b>			
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101.PRE					

XBRL Taxonomy Presentation  
Linkbase Document

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