

Tableau Software Inc
Form 4
December 04, 2014

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2015
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOLLURI KRISHNA KITTU

(Last) (First) (Middle)

**1954 GREENSPRING
DRIVE, SUITE 600**

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/02/2014		C ⁽¹⁾	1,250,000	A <u>(2)</u> 1,250,000	I	See Note 3 ⁽³⁾
Class A Common Stock	12/02/2014		J ⁽⁴⁾	1,250,000	D \$ 0 0	I	See Note 3 ⁽³⁾
Class A Common Stock	12/02/2014		J ⁽⁵⁾	383,750	A \$ 0 383,750	I	See Note 6 ⁽⁶⁾
Class A Common	12/02/2014		J ⁽⁷⁾	383,750	D \$ 0 0	I	See Note 6 ⁽⁶⁾

Stock

Class A Common Stock	12/02/2014	J ⁽⁸⁾	394	A	\$ 0	394	I	See Note 9 ⁽⁹⁾
Class A Common Stock	12/02/2014	J ⁽¹⁰⁾	3,373	A	\$ 0	3,767	I	See Note 9 ⁽⁹⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(2)	12/02/2014		C		1,250,000		(2)	(11)	Class A Common Stock	1,250,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KOLLURI KRISHNA KITTU 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	X

Signatures

/s/ Sasha Keough,
attorney-in-fact

12/04/2014

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Edgar Filing: Tableau Software Inc - Form 4

- (1) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.

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

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

- (4) NEA 11 made a pro rata distribution for no consideration of an aggregate of 1,250,000 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on December 2, 2014.

- (5) NEA Partners 11 received 383,750 shares of Class A Common Stock of the Issuer in the distribution by NEA 11 on December 2, 2014.

- (6) The Reporting Person is a manager of NEA 11 GP, LLC, the sole general partner of NEA Partners 11, the direct beneficial owner of the shares of Class A Common Stock of the Issuer. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of Class A Common Stock of the Issuer held by NEA Partners 11 in which the Reporting Person has no pecuniary interest.

- (7) NEA Partners 11 made a pro rata distribution for no consideration of an aggregate of 383,750 shares of Class A Common Stock of the Issuer to its limited partners on December 2, 2014.

- (8) The Kolluri Living Trust dated 11/5/99 (the "Kolluri Trust") received 394 shares of Class A Common Stock of the Issuer in the distribution by NEA 11 on December 2, 2014.

- (9) The securities are held directly by the Kolluri Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, of such portion of the shares of Class A Common Stock of the Issuer held by the Kolluri Trust in which the Reporting Person has no pecuniary interest.

- (10) The Kolluri Trust received 3,373 shares of common stock of the Issuer in the distribution by NEA Partners 11 on December 2, 2014.

- (11) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.