

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

August 29, 2023

Date of Report (date of earliest event reported)

WORKIVA INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-36773
(Commission File Number)

47-2509828
(I.R.S. Employer Identification Number)

**2900 University Blvd
Ames, IA 50010
(888) 275-3125**

(Address of principal executive offices and zip code)

(888) 275-3125

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$.001	WK	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Exchange Act (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 2 - Financial Information

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On August 29, 2023, Workiva Inc. (the “Company,” “we” or “us”) completed the sale of \$77 million aggregate principal amount of its 1.250% Convertible Senior Notes due 2028 (the “Additional Notes”). The Additional Notes were sold to Goldman Sachs & Co. LLC (the “Initial Purchaser”) pursuant to the Initial Purchaser’s partial exercise of its option to purchase up to \$100 million aggregate principal amount of such notes, granted in connection with the previously disclosed offering of \$625 million aggregate principal amount of the Company’s 1.250% Convertible Senior Notes due 2028 (the “Initial Notes” and, together with the Additional Notes, the “Notes”), which closed on August 17, 2023. The Additional Notes have the same terms, and were issued under the same Indenture, dated as of August 17, 2023, between the Company and U.S. Bank Trust Company, National Association, as trustee (the “Indenture”), as the Initial Notes, as described in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 17, 2023 (the “Initial Form 8-K”). After deducting fees and estimated offering expenses, the net proceeds from the sale of the Additional Notes were approximately \$75.8 million. The Notes were sold in a private placement to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). The information set forth in Item 2.03 of the Initial Form 8-K is incorporated herein by reference.

These descriptions of the Indenture and the Notes are qualified in their entirety by reference to the Indenture and Form of Global Note, which are filed as Exhibit 4.1 to the Initial Form 8-K and incorporated herein by reference.

Section 3 - Securities and Trading Markets

Item 3.02. Unregistered Sales of Equity Securities.

We offered and sold the Notes to the Initial Purchaser in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act. The Notes and the shares of our Class A common stock issuable upon conversion of the Notes, if any, have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

To the extent that any shares of our Class A common stock are issued upon conversion of the Notes, they will be issued in transactions anticipated to be exempt from registration under the Securities Act by virtue of Section 3(a)(9) thereof, because no commission or other remuneration is expected to be paid in connection with conversion of the Notes and any resulting issuance of shares of our Class A common stock.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized on this 29th day of August, 2023.

WORKIVA INC.

By: /s/ Brandon E. Ziegler
Name: Brandon E. Ziegler
Title: Executive Vice President, Chief Legal and
Administrative Officer and Corporate Secretary