

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RIZAI MATTHEW M</u>			2. Issuer Name and Ticker or Trading Symbol <u>WORKIVA INC [ WK ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
2900 UNIVERSITY BOULEVARD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	IA	50010						
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/06/2017		F <sup>(1)</sup>		24,305	D	\$12.85	255,514	D	
Class A Common Stock								575,000	I	By Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option to Purchase Class A Common Stock <sup>(2)</sup>	\$12.4							02/01/2018 <sup>(3)</sup>	01/31/2027	Class A Common Stock	200,204	200,204	D	
Employee Stock Option to Purchase Class A Common Stock <sup>(2)</sup>	\$14.74							02/01/2017 <sup>(3)</sup>	01/31/2026	Class A Common Stock	168,421	168,421	D	
Employee Stock Option to Purchase Class A Common Stock <sup>(4)</sup>	\$15.83							08/12/2015 <sup>(5)</sup>	08/11/2024	Class A Common Stock	178,200	178,200	D	
Class B Common Stock <sup>(6)</sup>	(6)							(6)	(6)	Class A Common Stock	1,292,058	1,292,058	I	By trust
Class B Common Stock <sup>(6)</sup>	(6)							(6)	(6)	Class A Common Stock	32,783	32,783	D	
Class B Common Stock <sup>(6)</sup>	(6)							(6)	(6)	Class A Common Stock	201,630	201,630	I	By family trusts
Class B Common Stock <sup>(6)</sup>	(6)							(6)	(6)	Class A Common Stock	885,109	885,109	I	By marital trust
Class B Common Stock <sup>(6)</sup>	(6)							(6)	(6)	Class A Common Stock	662,467	662,467	I	By charitable remainder trust

**Explanation of Responses:**

- Shares delivered to the issuer for the payment of withholding taxes due upon the vesting of restricted stock previously granted.
- Granted pursuant to the 2014 Equity Incentive Plan.
- Vests in three equal annual installments commencing on the first anniversary of the grant date.

4. Granted pursuant to 2009 Unit Incentive Plan.

5. Vests as to 25% of the shares on the first anniversary of the grant date and as to 6.25% of the shares at the end of each three-month period thereafter.

6. Each share of Class B Common Stock is convertible, at any time at the election of the holder, into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) the date specified by the holders of at least 66 2/3% of the outstanding shares of Class B Common Stock, (ii) any transfer, except for certain "qualified transfers" (as defined in the Issuer's Certificate of Incorporation) or (iii) upon the death of a natural person holding shares of Class B Common Stock (subject to certain exceptions as defined in the Issuer's Certificate of Incorporation).

**Remarks:**

/s/ Troy M. Galkins as attorney-  
in-fact for Matthew M. Rizai      02/07/2017

\*\* Signature of Reporting Person      Date

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

\* 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).

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

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