

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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**

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>Accel Growth Fund II L.P.</u>  (Last) (First) (Middle) 500 UNIVERSITY AVENUE  (Street) PALO ALTO CA 94301  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CrowdStrike Holdings, Inc. [ CRWD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/09/2019		C		847,600	A	(1)	847,600	D <sup>(2)</sup>	
Class A common stock	12/09/2019		C		61,400	A	(1)	61,400	I	Accel Growth Fund II Strategic Partners L.P. <sup>(3)</sup>
Class A common stock	12/09/2019		C		91,000	A	(1)	91,000	I	Accel Growth Fund Investors 2013 L.L.C. <sup>(4)</sup>
Class A common stock	12/09/2019		C		488,900	A	(1)	488,900	I	Accel London III L.P. <sup>(5)</sup>
Class A common stock	12/09/2019		C		11,100	A	(1)	11,100	I	Accel London Investors 2012 L.P. <sup>(6)</sup>
Class A common stock	12/09/2019		J <sup>(7)</sup>		847,600	D	\$0	0	D <sup>(2)</sup>	
Class A common stock	12/09/2019		J <sup>(8)</sup>		61,400	D	\$0	0	I	Accel Growth Fund II Strategic Partners L.P. <sup>(3)</sup>
Class A common stock	12/09/2019		J <sup>(9)</sup>		91,000	D	\$0	0	I	Accel Growth Fund Investors 2013 L.L.C. <sup>(4)</sup>
Class A common stock	12/09/2019		J <sup>(10)(13)</sup>		488,900	D	\$0	0	I	Accel London III L.P. <sup>(5)</sup>

**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	12/09/2019		J <sup>(11)</sup>		11,100	D	\$0	0	I	Accel London Investors 2012 L.P. <sup>(6)</sup>

**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	Title	Amount or Number of Shares				
Class B common stock	\$0	12/09/2019		C		847,600		(12)	(12)	Class A common stock	847,600	\$0	17,868,644	D <sup>(2)</sup>	
Class B common stock	\$0	12/09/2019		C		61,400		(12)	(12)	Class A common stock	61,400	\$0	1,294,403	I	Accel Growth Fund II Strategic Partners L.P. <sup>(3)</sup>
Class B common stock	\$0	12/09/2019		C		91,000		(12)	(12)	Class A common stock	91,000	\$0	1,918,414	I	Accel Growth Fund Investors 2013 L.L.C. <sup>(4)</sup>
Class B common stock	\$0	12/09/2019		C		488,900		(12)	(12)	Class A common stock	488,900	\$0	5,059,091	I	Accel London III L.P. <sup>(5)</sup>
Class B common stock	\$0	12/09/2019		C		11,100		(12)	(12)	Class A common stock	11,100	\$0	137,062	I	Accel London Investors 2012 L.P. <sup>(6)</sup>

1. Name and Address of Reporting Person \*

[Accel Growth Fund II L.P.](#)

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Accel Growth Fund II Strategic Partners L.P.](#)

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Accel Growth Fund II Associates L.L.C.](#)

(Last) (First) (Middle)  
500 UNIVERSITY AVENUE

(Street)  
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Accel Growth Fund Investors 2013 L.L.C.](#)

(Last) (First) (Middle)  
500 UNIVERSITY AVENUE

(Street)  
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[ACCEL LONDON III LP](#)

(Last) (First) (Middle)  
500 UNIVERSITY AVENUE

(Street)  
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Accel London III Associates L.P.](#)

(Last) (First) (Middle)  
500 UNIVERSITY AVENUE

(Street)  
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Accel London Investors 2012 L.P.](#)

(Last) (First) (Middle)  
500 UNIVERSITY AVENUE

(Street)  
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Accel London III Associates L.L.C.](#)

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

**Explanation of Responses:**

1. Class B common stock convert into Class A common stock on a one-for-one basis.
2. These shares are held by Accel Growth Fund II L.P. Accel Growth Fund II Associates L.L.C. ("Accel Growth Fund II GP") is the general partner of each of Accel Growth Fund II L.P. and Accel Growth Fund II Strategic Partners L.P. (together, the "Accel Growth Fund II Entities"). Accel Growth Fund II GP has sole voting and dispositive power with regard to the shares held by the Accel Growth Fund II Entities. Accel Growth Fund II GP disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
3. These shares are held by Accel Growth Fund II Strategic Partners L.P.
4. These shares are held by Accel Growth Fund Investors 2013 L.L.C.
5. These shares are held by Accel London III L.P. Accel London III Associates L.P. is the general partner of Accel London III L.P. and has sole voting and dispositive power with regard to the shares held by Accel London III Associates L.P. Accel London III Associates L.L.C. is the general partner of Accel London III Associates L.P. and Accel London Investors 2012 L.P. (together with Accel London III L.P., the "Accel London III Entities"). Accel London III Associates L.P. has sole voting and dispositive power with regard to the shares held by the Accel London III Entities. Each of Accel London III Associates L.P. and Accel London III Associates L.L.C. disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that either such reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
6. These shares are held by Accel London Investors 2012 L.P.
7. On December 9, 2019, Accel Growth Fund II L.P. distributed, for no consideration, 847,600 shares of Class A common stock of the Issuer (the "Accel Growth II Shares") to its limited partners and to Accel Growth Fund II Associates L.L.C., the general partner of Accel Growth Fund II L.P., representing each such partner's pro rata interest in such Accel Growth II Shares. On the same date, Accel Growth Fund II Associates L.L.C. distributed, for no consideration, the Accel Growth II Shares it received in the distribution by Accel Growth Fund II L.P. to its members, representing each such member's pro rata interest in such Accel Growth II Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
8. On December 9, 2019, Accel Growth Fund II Strategic Partners L.P. distributed, for no consideration, 61,400 shares of Class A common stock of the Issuer (the "Accel Growth II SP Shares") to its limited partners and to Accel Growth Fund II Associates L.L.C., the general partner of Accel Growth Fund II Strategic Partners L.P., representing each such partner's pro rata interest in such Accel Growth II SP Shares. On the same date, Accel Growth Fund II Associates L.L.C. distributed, for no consideration, the Accel Growth II SP Shares it received in the distribution by Accel Growth Fund II Strategic Partners L.P. to its members, representing each such member's pro rata interest in such Accel Growth II SP Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
9. On December 9, 2019, Accel Growth Fund Investors 2013 L.L.C. distributed, for no consideration, 91,000 shares of Class A common stock of the Issuer to its members, representing each such member's pro rata interest in such shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
10. On December 9, 2019, Accel London III L.P. distributed, for no consideration, 488,900 shares of Class A common stock of the Issuer (the "Accel London III Shares") to its limited partners and to Accel London III Associates L.P., the general partner of Accel London III L.P., representing each such partner's pro rata interest in such Accel London III Shares. On the same date, Accel London III Associates L.P. distributed, for no consideration, the Accel London III Shares it received in the distribution by Accel London III L.P. to its limited partners and to Accel London III Associates L.L.C., the general partner of Accel London III Associates L.P., representing each such partner's pro rata interest in such Accel London III Shares. Continued in footnote (13) below.
11. On December 9, 2019, Accel London Investors 2012 L.P. distributed, for no consideration, 11,100 shares of Class A common stock of the Issuer (the "Accel London Investors Shares") to its limited partners and to Accel London III Associates L.L.C., the general partner of Accel London Investors 2012 L.P., representing each such partner's pro rata interest in such Accel London Investors Shares. On that same date, Accel London III Associates L.L.C. distributed, for no consideration, the Accel London Investors Shares it received in the distribution by Accel London Investors 2012 L.P. to its members, representing each such member's pro rata interest in such Accel London Investors Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
12. Each share of Class B common stock is convertible at any time at the option of the Reporting Person into one share of Class A common stock and has no expiration date. All shares of Class B common stock will automatically convert into shares of Class A common stock upon the occurrence of certain specified events.
13. Continued from footnote (10): Also on that same date, Accel London III Associates L.L.C. distributed, for no consideration, the Accel London III Shares it received in the distribution by Accel London III Associates L.P. to its members, representing each such member's pro rata interest in such Accel London III Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.

[/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel  
Growth Fund II L.P.](#) [12/11/2019](#)

[/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel  
Growth Fund II Strategic  
Partners L.P.](#) [12/11/2019](#)

[/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel  
Growth Fund II Associates  
L.L.C.](#) [12/11/2019](#)

[/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel  
Growth Fund Investors 2013  
L.L.C.](#) [12/11/2019](#)

[/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel  
London III L.P.](#) [12/11/2019](#)

[/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel  
London III Associates L.P.](#) [12/11/2019](#)

[/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel  
London Investors 2012 L.P.](#) [12/11/2019](#)

/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel  
London III Associates L.L.C.

12/11/2019

\*\* 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.

**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 Number.**