

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

**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

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

1. Name and Address of Reporting Person* <u>GANDHI SAMEER K</u>  (Last) (First) (Middle) C/O CROWDSTRIKE HOLDINGS, INC. 150 MATHILDA PLACE, SUITE 300  (Street) SUNNYVALE, CA 94086  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/03/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	06/03/2020		C		2,712,320	A	(1)	2,712,320	I	Accel Growth Fund II L.P. (2)(19)
Class A common stock	06/03/2020		C		196,480	A	(1)	196,480	I	Accel Growth Fund II Strategic Partners L.P. (3)
Class A common stock	06/03/2020		C		291,200	A	(1)	291,200	I	Accel Growth Fund Investors 2013 L.L.C. (4)
Class A common stock	06/03/2020		C		782,240	A	(1)	782,240	I	Accel London III L.P. (7)(20)
Class A common stock	06/03/2020		C		17,760	A	(1)	17,760	I	Accel London Investors 2012 L.P. (8)
Class A common stock	06/03/2020		J <sup>(9)</sup>		2,712,320	D	\$0	0	I	Accel Growth Fund II L.P. (2)
Class A common stock	06/03/2020		J <sup>(10)</sup>		196,480	D	\$0	0	I	Accel Growth Fund II Strategic Partners L.P. (3)
Class A common stock	06/03/2020		J <sup>(11)</sup>		291,200	D	\$0	0	I	Accel Growth Fund Investors 2013 L.L.C. (4)
Class A common stock	06/03/2020		J <sup>(12)(21)</sup>		782,240	D	\$0	0	I	Accel London III L.P. (7)
Class A common stock	06/03/2020		J <sup>(13)</sup>		17,760	D	\$0	0	I	Accel London Investors 2012 L.P. (8)

**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	06/03/2020		J <sup>(14)</sup>		112,591	A	\$0	453,067	I	Potomac Investments L.P. - Fund 1 <sup>(15)</sup>
Class A common stock	06/03/2020		J <sup>(16)</sup>		9,563	A	\$0	36,350	I	The Potomac Trust, dated 9/21/2001 <sup>(17)</sup>
Class A common stock								620,360	I	Accel Leaders Fund L.P. <sup>(5)</sup>
Class A common stock								29,640	I	Accel Leaders Fund Investors 2016 L.L.C. <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	06/03/2020		C			2,712,320	(18)	(18)	Class A common stock	2,712,320	\$0	8,604,376	I	Accel Growth Fund II L.P. <sup>(2)</sup>
Class B common stock	\$0	06/03/2020		C			196,480	(18)	(18)	Class A common stock	196,480	\$0	623,301	I	Accel Growth Fund II Strategic Partners L.P. <sup>(3)</sup>
Class B common stock	\$0	06/03/2020		C			291,200	(18)	(18)	Class A common stock	291,200	\$0	923,784	I	Accel Growth Fund Investors 2013 L.L.C. <sup>(4)</sup>
Class B common stock	\$0	06/03/2020		C			782,240	(18)	(18)	Class A common stock	782,240	\$0	2,546,145	I	Accel London III L.P. <sup>(7)</sup>
Class B common stock	\$0	06/03/2020		C			17,760	(18)	(18)	Class A common stock	17,760	\$0	57,808	I	Accel London Investors 2012 L.P. <sup>(8)</sup>
Class B common stock	\$0							(18)	(18)	Class A common stock	7,599,936		7,599,936	I	Accel Leaders Fund L.P. <sup>(5)</sup>
Class B common stock	\$0							(18)	(18)	Class A common stock	363,116		363,116	I	Accel Leaders Fund Investors 2016 L.L.C. <sup>(6)</sup>

**Explanation of Responses:**

- Class B common stock convert into Class A common stock on a one-for-one basis.
- 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. The Reporting Person is one of six Managing Members of Accel Growth Fund II GP, who share voting and dispositive powers over the shares held by the Accel Growth Fund II Entities. Continued in footnote (19) below.
- These shares are held by Accel Growth Fund II Strategic Partners L.P.
- These shares are held by Accel Growth Fund Investors 2013 L.L.C. The Reporting Person is one of six Managing Members of Accel Growth Fund Investors 2013 L.L.C. who share voting and dispositive powers over such shares. Each of such Managing Members and the Reporting Person disclaims beneficial ownership over the securities herein except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such Managing Member or the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- These shares are held by Accel Leaders Fund L.P. Accel Leaders Fund Associates L.L.C. ("Accel Leaders Fund GP") is the general partner of Accel Leaders Fund L.P. (the "Accel Leader Fund Entity"). Accel Leaders Fund GP has sole voting and dispositive power with regard to the shares held by the Accel Leaders Fund Entity. The Reporting Person is one of six Managing Members of Accel Leaders Fund GP, who share voting and dispositive powers over the shares held by the Accel Leaders Fund Entity. Each of such Managing Members, the Reporting Person and 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 any such Managing Member, the Reporting Person or Accel Leaders Fund GP is the beneficial owner of such securities for Section 16 or any other purpose.
- These shares are held by Accel Leaders Fund Investors 2016 L.L.C. The Reporting Person is one of six Managing Members of Accel Leaders Fund Investors 2016 L.L.C. who share voting and dispositive powers over such shares. Each of such Managing Members and the Reporting Person disclaims beneficial ownership over the securities herein except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such Managing Member or the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- These shares are held by Accel London III L.P. Accel London III Associates L.L.C. 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 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 Fund Entities"). Accel London III Associates L.L.C. has sole voting and dispositive power with regard to the shares held by the Accel London III Fund Entities. Continued in footnote (20) below.
- These shares are held by Accel London Investors 2012 L.P. The Reporting Person disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- On June 3, 2020, Accel Growth Fund II L.P. distributed, for no consideration, 2,712,320 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.
10. On June 3, 2020, Accel Growth Fund II Strategic Partners L.P. distributed, for no consideration, 196,480 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.
11. On June 3, 2020, Accel Growth Fund Investors 2013 L.L.C. distributed, for no consideration, 291,200 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.
12. On June 3, 2020, Accel London III L.P. distributed, for no consideration, 782,240 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 (21) below.
13. On June 3, 2020, Accel London Investors 2012 L.P. distributed, for no consideration, 17,760 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.
14. Reflects shares distributed in the distributions reported herein, in each case to the limited partners or members of the applicable entity for no consideration, representing each limited partner's or 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.
15. These shares are held by Potomac Investments L.P. - Fund 1. The Reporting Person disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
16. Reflects shares distributed in the distributions reported herein, in each case to the limited partners or members of the applicable entity for no consideration, representing each limited partner's or 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.
17. These shares are held by The Potomac Trust, dated 9/21/2001. The Reporting Person disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
18. 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.
19. Continued from footnote (2): Each of such Managing Members, the Reporting Person and 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 any such Managing Member, the Reporting Person or Accel Growth Fund II GP is the beneficial owner of such securities for Section 16 or any other purpose.
20. Continued from footnote (7): Each of the Reporting Person, 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 the Reporting Person, Accel London III Associates L.P. or Accel London III Associates L.L.C. is the beneficial owner of such securities for Section 16 or any other purpose.
21. Continued from footnote (12): 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.

#### Remarks:

Prior filings by the reporting person included errors with respect to allocations of shares to and between The Potomac Trust and Potomac Investments, L.P. due to clerical errors. The holdings for these items have been adjusted to correct these errors, and reflect an aggregate increase in reported holdings by these entities of 80 shares solely as a result of this correction.

/s/ Remie Solano, as Attorney-  
in-Fact, for Sameer K. Gandhi      06/05/2020

\*\* 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.**