

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>CapitalG LP</u>  (Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY  (Street) MOUNTAIN CA 94043 VIEW CA 94043  (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) 02/11/2020	
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	02/11/2020		C		282,589	A	\$0.00 <sup>(1)</sup>	282,589	I	See Footnote <sup>(7)</sup>
Class A Common Stock	02/11/2020		S		270,288	D	\$65.27 <sup>(2)</sup>	12,301	I	See Footnote <sup>(7)</sup>
Class A Common Stock	02/11/2020		S		12,301	D	\$66.06 <sup>(3)</sup>	0	I	See Footnote <sup>(7)</sup>
Class A Common Stock	02/12/2020		C		727,959	A	\$0.00 <sup>(1)</sup>	727,959	I	See Footnote <sup>(7)</sup>
Class A Common Stock	02/12/2020		S		727,959	D	\$65.23 <sup>(4)</sup>	0	I	See Footnote <sup>(7)</sup>
Class A Common Stock	02/13/2020		C		830,211	A	\$0.00 <sup>(1)</sup>	830,211	I	See Footnote <sup>(7)</sup>
Class A Common Stock	02/13/2020		S		812,286	D	\$65.52 <sup>(5)</sup>	17,925	I	See Footnote <sup>(7)</sup>
Class A Common Stock	02/13/2020		S		17,925	D	\$66.07 <sup>(6)</sup>	0	I	See Footnote <sup>(7)</sup>
Class A Common Stock								140,000	I	See Footnote <sup>(8)</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	(9)(10)	02/11/2020		C		282,589		(9)(10)	(9)(10)	Class A Common Stock	282,589	\$0.00	4,266,415	I	See Footnote <sup>(7)</sup>
Class B Common Stock	(9)(10)	02/12/2020		C		727,959		(9)(10)	(9)(10)	Class A Common Stock	727,959	\$0.00	3,538,456	I	See Footnote <sup>(7)</sup>
Class B Common Stock	(9)(10)	02/13/2020		C		830,211		(9)(10)	(9)(10)	Class A Common Stock	830,211	\$0.00	2,708,245	I	See Footnote <sup>(7)</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	(9)(10)							(9)(10)	(9)(10)	Class A Common Stock	8,133,626		8,133,626	I	See Footnote <sup>(8)</sup>

1. Name and Address of Reporting Person \*

[CapitalG LP](#)

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(Last) (First) (Middle)

[1600 AMPHITHEATRE PARKWAY](#)

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(Street)

[MOUNTAIN VIEW CA 94043](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[CapitalG GP LLC](#)

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(Last) (First) (Middle)

[1600 AMPHITHEATRE PARKWAY](#)

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(Street)

[MOUNTAIN VIEW CA 94043](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[CapitalG 2015 LP](#)

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(Last) (First) (Middle)

[1600 AMPHITHEATRE PARKWAY](#)

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(Street)

[MOUNTAIN VIEW CA 94043](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[CapitalG 2015 GP LLC](#)

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(Last) (First) (Middle)

[1600 AMPHITHEATRE PARKWAY](#)

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(Street)

[MOUNTAIN VIEW CA 94043](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">Alphabet Inc.</a>		
(Last)	(First)	(Middle)
1600 AMPHITHEATRE PARKWAY		
(Street)		
MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)

**Explanation of Responses:**

- Shares of Class B Common Stock automatically converted into shares of Class A Common Stock effective immediately prior to the sale of such shares.
- Weighted average sale price for Class A Common Stock sold. Actual sales price for shares sold ranged from \$65.00 to \$65.99. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission full information regarding the number of shares purchased at each separate price.
- Weighted average sale price for Class A Common Stock sold. Actual sales price for shares sold ranged from \$66.00 to \$66.22. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission full information regarding the number of shares purchased at each separate price.
- Weighted average sale price for Class A Common Stock sold. Actual sales price for shares sold ranged from \$65.00 to \$65.50. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission full information regarding the number of shares purchased at each separate price.
- Weighted average sale price for Class A Common Stock sold. Actual sales price for shares sold ranged from \$65.00 to \$65.99. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission full information regarding the number of shares purchased at each separate price.
- Weighted average sale price for Class A Common Stock sold. Actual sales price for shares sold ranged from \$66.00 to \$66.20. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission full information regarding the number of shares purchased at each separate price.
- These shares are owned directly by CapitalG 2015 LP, CapitalG 2015 GP LLC, the general partner of CapitalG 2015 LP, Alphabet Holdings LLC, the managing member of CapitalG 2015 GP LLC, XXVI Holdings Inc., the managing member of Alphabet Holdings LLC, and Alphabet Inc., the controlling stockholder of XXVI Holdings Inc., may each be deemed to have sole voting and dispositive power with respect to these shares. Each of CapitalG 2015 GP LLC, Alphabet Holdings LLC, XXVI Holdings Inc., and Alphabet Inc. disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- These shares are owned directly by CapitalG LP, CapitalG GP LLC, the general partner of CapitalG LP, Alphabet Holdings LLC, the managing member of CapitalG GP LLC, XXVI Holdings Inc., the managing member of Alphabet Holdings LLC, and Alphabet Inc., the controlling stockholder of XXVI Holdings Inc., may each be deemed to have sole voting and dispositive power with respect to these shares. Each of CapitalG GP LLC, Alphabet Holdings LLC, XXVI Holdings Inc., and Alphabet Inc. disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- The Class B Common Stock is convertible into the Issuer's Class A Common Stock on a one-for-one basis upon (i) the affirmative written election of the holder thereof or (ii) the occurrence of a transfer, except for certain transfers described in the Issuer's amended and restated certificate of incorporation (the "Restated Certificate") and has no expiration date.
- In addition, Class B Common Stock will automatically convert into Class A Common Stock on the earliest of (i) the date specified by the holders of two-thirds of the then outstanding shares of Class B Common Stock, (ii) the date on which the number of outstanding shares of Class B Common Stock represents less than 5% of the number of outstanding shares of Class A Common Stock and Class B Common Stock, taken together as a single class, which calculation excludes certain Acquisition Securities, as defined in the Restated Certificate, and (iii) the date that is nine months after the death or permanent and total disability of the Issuer's founder, George Kurtz, provided that such date may be extended by a majority of the independent members of the Issuer's board of directors to a date that is not longer than 18 months from the date of such death or disability.

**Remarks:**

[CAPITALG LP, by: CapitalG GP LLC, its General Partner, by: /s/ Bryan S. Keighery, as attorney-in-fact for Jeremiah Gordon, General Counsel and Secretary](#) 02/13/2020

[CAPITALG GP LLC, by: /s/ Bryan S. Keighery, as attorney-in-fact for Jeremiah Gordon, General Counsel and Secretary](#) 02/13/2020

[CAPITALG 2015 LP, by: CapitalG 2015 GP LLC, its General Partner, by: /s/ Bryan S. Keighery, as attorney-in-fact for Jeremiah Gordon, General Counsel and Secretary](#) 02/13/2020

[CAPITALG 2015 GP LLC, by: /s/ Bryan S. Keighery, as attorney-in-fact for Jeremiah Gordon, General Counsel and Secretary](#) 02/13/2020

[ALPHABET INC., by: /s/ Bryan S. Keighery, as attorney-in-fact for Kathryn W. Hall, Assistant Secretary](#) 02/13/2020

\*\* 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.**