SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Podbere Burt W.	CrowdStrike Holdings, Inc. [CRWD]	

1. Name and Address of Reporting Person*
Podbere Burt W.

(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
CrowdStrike Holdings, Inc. [CRWD]

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

CHIEF FINANCIAL OFFICER

6. Individual or Joint/Group Filing (Check Applicable Line)

X   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	12/23/2019		C		8,662	A	(1)	9,397(2)	D	
Class A common stock	12/23/2019		S		7,662	D	$48.12(3)	1,735	D	
Class A common stock	12/23/2019		S		1,000	D	$48.72(4)	735	D	

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				
Restricted Stock Units(5)	$0	12/20/2019		M			15,625	(6)	(6)	Class B common stock	15,625	$0	34,375	D	
Class B common stock	$0	12/20/2019		M		15,625		(7)	(7)	Class A common stock	15,625	$0	1,138,924(8)	D	
Class B common stock	$0	12/23/2019		C			8,662	(7)	(7)	Class A common stock	8,662	$0	1,130,262(8)	D	

Explanation of Responses:

1. Class B common stock convert into Class A common stock on a one-for-one basis.

2. Includes 735 shares of Class A common stock acquired under the CrowdStrike Holdings, Inc. 2019 Employee Stock Purchase Plan on December 10, 2019.

3. This transaction was executed in multiple trades at prices ranging from $47.66 to $48.65. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

4. This transaction was executed in multiple trades at prices ranging from $48.67 to $48.82. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

5. Restricted stock units convert into Class B common stock on a one-for-one basis.

6. Represents restricted stock units ("RSUs") that remain unvested under grants that initially consisted of 50,000 RSUs with 25% of the RSUs vesting on September 20, 2019 and 1/16 of the RSUs vesting quarterly thereafter; provided that no RSUs will vest until the earlier of (A) a change in control of the issuer or (B) the first quarterly vesting date occurring following the expiration of the lock-up period established in connection with the issuer's initial public offering.

7. 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.

8. All or a portion of the Class B common stock was issued in connection with the exercise of an unvested stock option subject to an early exercise provision, and as such, the unvested portion may be repurchased by the Company at the original exercise price paid by the Reporting Person for the shares.

Remarks:

All transactions, other than the vesting and settlement of Restricted Stock Units awards, were executed pursuant to a Rule 10b5-1 plan entered into by the Reporting Person.

/s/ Cathleen Anderson, as Attorney-in-Fact for Burt W. Podbere	12/24/2019
** 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.