FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washingto

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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	OMB Number:	3235-0287
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- 1	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).

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

Name and Address of Reporting Person*     Accel Growth Fund II L.P.				2. Issuer Name <b>and</b> Ticker or Trading Symbol CrowdStrike Holdings, Inc. [ CRWD ]							ationship of Reporting all applicable) Director	y Person(s) to Iss X 10% C	Owner
(Last) 500 UNIVERSI	(First) TY AVENUE	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 06/03/2020							Officer (give title below)	Other below	(specify )
(Street) PALO ALTO CA 94301					mendment, Date of	Original F	Filed (	(Month/Day/Yea	6. Indiv Line)	Form filed by One Reporting Person			
(City)	(State)	(Zip)											
1 Title of Consults	(Inata 2)	Table I - N	1		Securities Acc	quired,	Dis				5. Amount of	6. Ownership	7. Nature of
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Ye		Execution Date,	Transaction Code (Instr. 8)		4. Securities Acquired ( Disposed Of (D) (Instr. 3		3, 4 and 5)	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
						Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Class A common	n stock		06/03/2	2020		С		2,712,320	A	(1)	2,712,320	D <sup>(2)</sup>	
Class A common	ı stock		06/03/2	2020		С		196,480	A	(1)	196,480	I	Accel Growth Fund II Strategic Partners L.P. <sup>(3)</sup>
Class A common	n stock		06/03/2	2020		С		291,200	A	(1)	291,200	I	Accel Growth Fund Investors 2013 L.L.C. <sup>(4)</sup>
Class A common	ı stock		06/03/2	.020		С		782,240	A	(1)	782,240	I	Accel London III L.P. <sup>(5)</sup>
Class A common	ı stock		06/03/2	2020		С		17,760	A	(1)	17,760	I	Accel London Investors 2012 L.P.
Class A common	ı stock		06/03/2	2020		<b>J</b> <sup>(7)</sup>		2,712,320	D	\$0	0	D <sup>(2)</sup>	
Class A common	ı stock		06/03/2	2020		J <sup>(8)</sup>		196,480	D	\$0	0	I	Accel Growth Fund II Strategic Partners L.P. <sup>(3)</sup>
Class A common	n stock		06/03/2	2020		J <sup>(9)</sup>		291,200	D	\$0	0	I	Accel Growth Fund Investors 2013 L.L.C. <sup>(4)</sup>
Class A common	n stock		06/03/2	2020		J <sup>(10)(13)</sup>		782,240	D	\$0	0	I	Accel London III L.P. <sup>(5)</sup>
Class A common	ı stock		06/03/2	2020		J <sup>(11)</sup>		17,760	D	\$0	0	I	Accel London Investors 2012 L.P.

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)	3#apreemed_ Del Execution Date, if any (e.c (Month/Day/Year)	ri∜ativ Transa -c@⊌1	e Se	Acq or D	uired (A) isposed of Instr. 3, 4	LATE THE EXPERIENCE OF THE PROPERTY OF THE PRO	<del>jfo</del> ප්eස of, ශ්ල ශ්ල ශ්ල ශ්ල ශ්ල ශ්ල ශ්ල ශ්ල ශ්ල ශ්ල	Artiber Securitie Obersack (Instr. 3 a	7 마 변호하면 위판함에 (이 Securities Underlying 기원(유료(원보병원회원) (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	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		(Instr. 4)		
Class Bive common stock: 3)	2. Conversion or Ex <sup>0</sup> cise Price of	3. Transaction Date (Mc <sup>06/03/2020</sup> ar)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Cule ( 8)	ction Instr.	Deri Seci Acq	imber of vative 12,712,320 uired (A)	6. Date Exerc Expiration Day/\(\text{(MoriumDay/\)}\)	J	Class A common, (Istock3 a	d Amount of 2,712,320 and 4)	8. Price of Derivative Secu <sup>0</sup> ty (Instr. 5)	9. Number of derivative Se8,604,376 Beneficially	10. Ownership For <sup>D(2)</sup> Direct (D)	11. Nature of Indirect Beneficial Ownership
Class B	Derivative Security					(D) ( and	isposed of Instr. 3, 4 5)			_Class A_			Owned Following Reported	or indirect (I) (Instr. 4)	finstr. 4) Accel Growth
common stock	\$0	06/03/2020		Code	v	(A)	196,480 (D)	Date Exercisable	Expiration Date	common stock Title	196,480 بر Number of Shares	\$0	Transaction(s) (Ins.623,301	I	Fund II Strategic Partners _L.P. <sup>(3)</sup>
Class B common stock	\$0	06/03/2020		С			291,200	(12)	(12)	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		С			782,240	(12)	(12)	Class A common stock	782,240	\$0	2,546,145	I	Accel London III L.P. <sup>(5)</sup>
Class B common stock	\$0	06/03/2020		С			17,760	(12)	(12)	Class A common stock	17,760	\$0	57,808	I	Accel London Investors 2012 L.P. (6)
1. Name and Address of Reporting Person*  Accel Growth Fund II L.P.															
(Last) (First) (Middle) 500 UNIVERSITY AVENUE															
(Street) PALO A	LTO	CA	94301												
(City)		(State)	(Zip)												
ı		Reporting Person* und II Strateg		.P.											
(Last) (First) (Middle) 500 UNIVERSITY AVENUE															
(Street) PALO A	LTO	CA	94301												

(State)

Accel Growth Fund II Associates L.L.C.

(First)

 $\mathsf{C}\mathsf{A}$ 

(State)

Accel Growth Fund Investors 2013 L.L.C.

(First)

 $\mathsf{C}\mathsf{A}$ 

(State)

1. Name and Address of Reporting Person\*

<u>ACCEL LONDON III LP</u>

500 UNIVERSITY AVENUE

1. Name and Address of Reporting Person\*

500 UNIVERSITY AVENUE

1. Name and Address of Reporting  $\mathsf{Person}^{^\star}$ 

500 UNIVERSITY AVENUE

(Last)

(Street)
PALO ALTO

(City)

(Last)

(Street)
PALO ALTO

(City)

(Zip)

(Middle)

94301

(Zip)

(Middle)

94301

(Zip)

(Middle)

(Street) PALO ALTO	CA	94301						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person*  Accel London III Associates L.P.								
(Last) 500 UNIVERSIT	(First) Y AVENUE	(Middle)						
(Street) PALO ALTO	CA	94301						
(City)	(State)	(Zip)						
Accel London (Last) 500 UNIVERSIT	(First)	(Middle)						
(Street) PALO ALTO	CA	94301						
(City)	(State)	(Zip)						
1. Name and Address Accel London								
(Last) 500 UNIVERSIT	(First) Y AVENUE	(Middle)						
(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 III Entities. Each of Accel London III Associates 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 Lon 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 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.
- 8. 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 Securitie Exchange Act of 1934, as amended.
- 9. 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.
- 10. 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.D. distribution by Accel London III Asso L.P., representing each such partner's pro rata interest in such Accel London III Shares. Continued in footnote (13) below.
- 11. 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
- 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. 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 06/05/2020 Growth Fund II L.P. /s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel 06/05/2020 Growth Fund II Strategic Partners L.P. /s/ Tracy L. Sedlock, as 06/05/2020 Attorney-in-Fact, for Accel

**Growth Fund II Associates** /s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel 06/05/2020 **Growth Fund Investors 2013** L.L.C. /s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel 06/05/2020 London III L.P. /s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel 06/05/2020 London III Associates L.P. /s/ Tracy L. Sedlock, as 06/05/2020 Attorney-in-Fact, for Accel London Investors 2012 L.P. /s/ Tracy L. Sedlock, as 06/05/2020 Attorney-in-Fact, for Accel London III Associates L.L.C. \*\* Signature of Reporting Person

Date

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

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.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).