

OMB APPROVAL	
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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) 06/14/2019	
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	06/14/2019		P		620,360	A	\$34	620,360	I	Accel Leaders Fund L.P. <sup>(5)</sup>
Class A common stock	06/14/2019		P		29,640	A	\$34	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	(1)	06/14/2019		C		18,634,953		(1)	(1)	Class A common stock	18,634,953	\$0	18,716,244	D <sup>(2)</sup>	
Class B common stock	(1)	06/14/2019		C		1,349,914		(1)	(1)	Class A common stock	1,349,914	\$0	1,355,803	I	Accel Growth Fund II Strategic Partners L.P. <sup>(3)</sup>
Class B common stock	(1)	06/14/2019		C		2,000,686		(1)	(1)	Class A common stock	2,000,686	\$0	2,009,414	I	Accel Growth Fund Investors 2013 L.L.C. <sup>(4)</sup>
Class B common stock	(1)	06/14/2019		C		8,188,199		(1)	(1)	Class A common stock	8,188,199	\$0	8,554,336	I	Accel Leaders Fund L.P. <sup>(5)</sup>
Class B common stock	(1)	06/14/2019		C		391,222		(1)	(1)	Class A common stock	391,222	\$0	408,716	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	(1)	06/14/2019		C		5,547,991		(1)	(1)	Class A common stock	5,547,991	\$0	5,547,991	I	Accel London III L.P. <sup>(7)</sup>
Class B common stock	(1)	06/14/2019		C		125,962		(1)	(1)	Class A common stock	125,962	\$0	125,962	I	Accel London Investors 2012 L.P. <sup>(8)</sup>
Series B Redeemable Convertible Preferred Stock	(9)	06/14/2019		C			12,065,478	(9)	(9)	Class B common stock	12,065,478	\$0	0	D <sup>(2)</sup>	
Series B Redeemable Convertible Preferred Stock	(9)	06/14/2019		C			874,022	(9)	(9)	Class B common stock	874,022	\$0	0	I	Accel Growth Fund II Strategic Partners L.P. <sup>(3)</sup>
Series B Redeemable Convertible Preferred Stock	(9)	06/14/2019		C			1,295,374	(9)	(9)	Class B common stock	1,295,374	\$0	0	I	Accel Growth Fund Investors 2013 L.L.C. <sup>(4)</sup>
Series B Redeemable Convertible Preferred Stock	(9)	06/14/2019		C			3,479,714	(9)	(9)	Class B common stock	3,479,714	\$0	0	I	Accel London III L.P. <sup>(7)</sup>
Series B Redeemable Convertible Preferred Stock	(9)	06/14/2019		C			79,004	(9)	(9)	Class B common stock	79,004	\$0	0	I	Accel London Investors 2012 L.P. <sup>(8)</sup>
Series C Redeemable Convertible Preferred Stock	(10)	06/14/2019		C			4,490,880	(10)	(10)	Class B common stock	4,490,880	\$0	0	D <sup>(2)</sup>	
Series C Redeemable Convertible Preferred Stock	(10)	06/14/2019		C			325,318	(10)	(10)	Class B common stock	325,318	\$0	0	I	Accel Growth Fund II Strategic Partners L.P. <sup>(3)</sup>
Series C Redeemable Convertible Preferred Stock	(10)	06/14/2019		C			482,150	(10)	(10)	Class B common stock	482,150	\$0	0	I	Accel Growth Fund Investors 2013 L.L.C. <sup>(4)</sup>
Series C Redeemable Convertible Preferred Stock	(10)	06/14/2019		C			1,295,180	(10)	(10)	Class B common stock	1,295,180	\$0	0	I	Accel London III L.P. <sup>(7)</sup>
Series C Redeemable Convertible Preferred Stock	(10)	06/14/2019		C			29,406	(10)	(10)	Class B common stock	29,406	\$0	0	I	Accel London Investors 2012 L.P. <sup>(8)</sup>
Series D Redeemable Convertible Preferred Stock	(11)	06/14/2019		C			1,563,692	(11)	(11)	Class B common stock	1,563,692	\$0	0	D <sup>(2)</sup>	
Series D Redeemable Convertible Preferred Stock	(11)	06/14/2019		C			113,274	(11)	(11)	Class B common stock	113,274	\$0	0	I	Accel Growth Fund II Strategic Partners L.P. <sup>(3)</sup>
Series D Redeemable Convertible Preferred Stock	(11)	06/14/2019		C			167,881	(11)	(11)	Class B common stock	167,881	\$0	0	I	Accel Growth Fund Investors 2013 L.L.C. <sup>(4)</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				
Series D Redeemable Convertible Preferred Stock	(11)	06/14/2019		C			5,869,072	(11)	(11)	Class B common stock	5,869,072	\$0	0	I	Accel Leaders Fund L.P. <sup>(5)</sup>
Series D Redeemable Convertible Preferred Stock	(11)	06/14/2019		C			280,417	(11)	(11)	Class B common stock	280,417	\$0	0	I	Accel Leaders Fund Investors 2016 L.L.C. <sup>(6)</sup>
Series D Redeemable Convertible Preferred Stock	(11)	06/14/2019		C			773,097	(11)	(11)	Class B common stock	773,097	\$0	0	I	Accel London III L.P. <sup>(7)</sup>
Series D Redeemable Convertible Preferred Stock	(11)	06/14/2019		C			17,552	(11)	(11)	Class B common stock	17,552	\$0	0	I	Accel London Investors 2012 L.P. <sup>(8)</sup>
Series E Redeemable Convertible Preferred Stock	(12)	06/14/2019		C			514,903	(12)	(12)	Class B common stock	514,903	\$0	0	D <sup>(2)</sup>	
Series E Redeemable Convertible Preferred Stock	(12)	06/14/2019		C			37,300	(12)	(12)	Class B common stock	37,300	\$0	0	I	Accel Growth Fund II Strategic Partners L.P. <sup>(3)</sup>
Series E Redeemable Convertible Preferred Stock	(12)	06/14/2019		C			55,281	(12)	(12)	Class B common stock	55,281	\$0	0	I	Accel Growth Fund Investors 2013 L.L.C. <sup>(4)</sup>
Series E Redeemable Convertible Preferred Stock	(12)	06/14/2019		C			2,319,127	(12)	(12)	Class B common stock	2,319,127	\$0	0	I	Accel Leaders Fund L.P. <sup>(5)</sup>
Series E Redeemable Convertible Preferred Stock	(12)	06/14/2019		C			110,805	(12)	(12)	Class B common stock	110,805	\$0	0	I	Accel Leaders Fund Investors 2016 L.L.C. <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 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. 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.
2. Accel Growth Fund II Associates L.L.C. is the general partner of Accel Growth Fund II L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi (a director of the Issuer), Ping Li, Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund II Associates L.L.C. and share voting and investment powers over such shares. Such Managing Members and the Reporting Persons hereunder disclaim beneficial ownership except to the extent of their pecuniary interest therein.
3. Accel Growth Fund II Associates L.L.C. is the general partner of Accel Growth Fund II Strategic Partners L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi (a director of the Issuer), Ping Li, Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund II Associates L.L.C. and share voting and investment powers over such shares. Such Managing Members and the Reporting Persons hereunder disclaim beneficial ownership except to the extent of their pecuniary interest therein.
4. Andrew G. Braccia, Sameer K. Gandhi (a director of the Issuer), Ping Li, Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund Investors 2013 L.L.C. and share voting and investment powers over such shares. Such Managing Members and the Reporting Persons hereunder disclaim beneficial ownership except to the extent of their pecuniary interest therein.
5. Accel Leaders Fund Associates L.L.C. is the general partner of Accel Leaders Fund L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi (a director of the Issuer), Ping Li, Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Leaders Fund Associates L.L.C. and share voting and investment powers over such shares. Such Managing Members and the Reporting Persons hereunder disclaim beneficial ownership except to the extent of their pecuniary interest therein.
6. Andrew G. Braccia, Sameer K. Gandhi (a director of the Issuer), Ping Li, Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Leaders Fund Investors 2016 L.L.C. and share voting and investment powers over such shares. Such Managing Members and the Reporting Persons hereunder disclaim beneficial ownership except to the extent of their pecuniary interest therein.
7. Accel London III Associates L.L.C. is the general partner of Accel London III Associates L.P. which is the general partner of Accel London III L.P. and has the sole voting and investment power. Jonathan Biggs, Kevin Comolli, Sonali De Rycker, Bruce Golden and Hendrick Nelis are the Managers of Accel London III Associates L.L.C. and share voting and investment powers over such shares. Such Managers and the Reporting Persons hereunder disclaim beneficial ownership except to the extent of their pecuniary interest therein.
8. Accel London III Associates L.L.C. is the general partner of Accel London Investors 2012 L.P. and has the sole voting and investment power. Jonathan Biggs, Kevin Comolli, Sonali De Rycker, Bruce Golden and Hendrick Nelis are the Managers of Accel London III Associates L.L.C. and share voting and investment powers over such shares. Such Managers and the Reporting Persons hereunder disclaim beneficial ownership except to the extent of their pecuniary interest therein.
9. The Series B Redeemable Convertible Preferred Stock converted into Class B common stock, without the payment of additional consideration by the holder, immediately prior to the completion of the issuer's initial public offering on a one for one basis. This stock had no expiration date.
10. The Series C Redeemable Convertible Preferred Stock converted into Class B common stock, without the payment of additional consideration by the holder, immediately prior to the completion of the issuer's initial public offering on a one for one basis. This stock had no expiration date.
11. The Series D Redeemable Convertible Preferred Stock converted into Class B common stock, without the payment of additional consideration by the holder, immediately prior to the completion of the issuer's initial public offering on a one for one basis. This stock had no expiration date.
12. The Series E Redeemable Convertible Preferred Stock converted into Class B common stock, without the payment of additional consideration by the holder, immediately prior to the completion of the issuer's initial public offering on a one for one basis. This stock had no expiration date.

**Remarks:**

This Form 4 is the second of two Form 4s filed relating to the same event. Combined, the two reports report the holdings for the following reporting persons: Accel Growth Fund II L.P., Accel Growth Fund II Strategic Partners L.P., Accel Growth Fund II Associates L.L.C., Accel Growth Fund Investors 2013 L.L.C., Accel Leaders Fund L.P., Accel Leaders Fund Associates L.L.C., Accel Leaders Fund Investors 2016 L.L.C., Accel London III L.P., Accel London III Associates L.P., Accel London Investors 2012 L.P. and Accel London III Associates L.L.C. This Form 4 has been split into two filings because there are more than 10 reporting persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 reporting persons. Each Form 4 is filed by designated filer Accel Growth Fund II L.P.

<u>/s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel Growth Fund II L.P.</u>	<u>06/18/2019</u>
<u>/s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel London III L.P.</u>	<u>06/18/2019</u>
<u>/s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel London III Associates L.P.</u>	<u>06/18/2019</u>
<u>/s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel London Investors 2012 L.P.</u>	<u>06/18/2019</u>
<u>/s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel London III Associates L.L.C.</u>	<u>06/18/2019</u>

\*\* 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.**