

Tableau Software Inc
 Form 4
 May 23, 2013

FORM 4

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

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 NEW ENTERPRISE ASSOCIATES
 11 LP

(Last) (First) (Middle)

1954 GREENSPRING DRIVE,
 SUITE 600,

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Tableau Software Inc [DATA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/22/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 | 05/22/2013 | | C | | 2,000,000 | A | <u>(1)</u> 2,000,000 |
| Class A Common Stock | 05/22/2013 | | S | | 2,000,000 | D | \$ 28.83 0 <u>(3)</u> |

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

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 (9-02)

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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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|------------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series A Preferred Stock | (4) | 05/22/2013 | | C | | 10,602,127 | (4) | (4) | Class B Common Stock |
| Class B Common Stock | (1) | 05/22/2013 | | C | 10,602,127 | | (1) | (2) | Class A Common Stock |
| Series B Preferred Stock | (4) | 05/22/2013 | | C | | 6,541,485 | (4) | (4) | Class B Common Stock |
| Class B Common Stock | (1) | 05/22/2013 | | C | 6,541,485 | | (1) | (2) | Class A Common Stock |
| Class B Common Stock | (1) | 05/22/2013 | | C | | 2,000,000 | (1) | (2) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NEW ENTERPRISE ASSOCIATES 11 LP 1954 GREENSPRING DRIVE, SUITE 600 TIMONIUM, MD 21093 | | X | | |
| NEA PARTNERS 11 LP 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | | X | | |
| NEA 11 GP, LLC 1954 GREENSPRING DRIVE, SUITE 600 TIMONIUM, MD 21093 | | X | | |

Signatures

/s/ Louis Citron,
attorney-in-fact

05/23/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value and whether voluntary or involuntary or by operation of law, except for certain transfers described in the issuer's amended and restated certificate of incorporation, including, without limitation, certain transfers for tax and estate planning purposes.
- (1) Not applicable.
- (2) Not applicable.

- The shares are directly held by New Enterprise Associates 11, Limited Partnership ("NEA 11") and indirectly held by NEA Partners 11, Limited Partnership ("NEA Partners 11"), the sole general partner of NEA 11, NEA 11 GP, LLC ("NEA 11 GP"), the sole general partner of NEA Partners 11, and the individual managers of NEA 11 GP (NEA Partners 11, NEA 11 GP and the individual managers of NEA 11 GP together, the "NEA 11 Indirect Reporting Persons"). The individual managers of NEA 11 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Krishna "Kittu" Kolluri and Scott D. Sandell. The NEA 11 Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 11 shares in which the NEA 11 Indirect Reporting Persons have no pecuniary interest.
- (3) Each share of Series A and Series B Preferred Stock automatically converted into shares of Class B Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering and has no expiration date.
- (4) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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