

BARRETT M JAMES

Form 4

May 23, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BARRETT M JAMES**

(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)  
\_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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Class A<br>Common<br>Stock            | 05/22/2013                              |                                                             | C                                    |                                                                         | 2,000,000                                                                                                          | A                                                                       | <u>(1)</u><br>2,000,000                                           |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | I                                                                 |
| Class A<br>Common<br>Stock            | 05/22/2013                              |                                                             | S                                    |                                                                         | 2,000,000                                                                                                          | D                                                                       | \$<br>28.83 0                                                     |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | I                                                                 |

See Note  
3 (3)

See Note  
3 (3)

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date | Title                                             |
| 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 Common 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 |
| BARRETT M JAMES<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>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).
- (1) 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

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amended and restated certificate of incorporation, including, without limitation, certain transfers for tax and estate planning purposes.

(2) Not applicable.

The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, Limited Partnership ("NEA Partners 11"). NEA Partners 11 is the sole general partner of New Enterprise Associates 11, Limited Partnership ("NEA 11"), the

(3) direct beneficial owner of the Shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the Shares held by NEA 11, except to the extent of his pecuniary interest therein.

(4) 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.

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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