

Tableau Software Inc  
Form 8-K  
May 23, 2013

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 22, 2013

**Tableau Software, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35925**  
(Commission File Number)

**47-0945740**  
(IRS Employer Identification No.)

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837 North 34th Street, Suite 200

Seattle, Washington  
(Address of principal executive offices)

Registrant's telephone number, including area code: (206) 633-3400

98103  
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws**

*Amendment and Restatement of Certificate of Incorporation*

On May 22, 2013, Tableau Software, Inc. (the *Company*) filed an amended and restated certificate of incorporation (the *Restated Certificate*) with the Secretary of State of the State of Delaware in connection with the closing of the Company's initial public offering of shares of its Class A common stock. As described in the Registration Statement on Form S-1 (File No. 333-187683), the Company's board of directors and stockholders previously approved the Restated Certificate to be effective upon the closing of the initial public offering.

A copy of the Restated Certificate is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

*Amendment and Restatement of Bylaws*

Effective as of May 22, 2013, the Company adopted amended and restated bylaws (the *Restated Bylaws*) in connection with the closing of the Company's initial public offering of shares of its common stock. The Company's board of directors and stockholders previously approved the Restated Bylaws to be adopted in connection with, and to be effective upon, the closing of the Company's initial public offering.

A copy of the Restated Bylaws is filed herewith as Exhibit 3.2 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation of Tableau Software, Inc.
3.2 (1)	Amended and Restated Bylaws of Tableau Software, Inc.

(1) Previously filed as Exhibit 3.4 to the Company's Registration Statement on Form S-1, as amended (File No. 333-187683), filed with the Commission on April 2, 2013, and incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 23, 2013

**Tableau Software, Inc.**

By: /s/ Thomas E. Walker, Jr.  
Thomas E. Walker, Jr.  
Chief Financial Officer

**INDEX TO EXHIBITS**

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