

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104
 Estimated average burden
 hours per response: 0.5

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) <u>500 UNIVERSITY AVENUE</u> (Street) <u>PALO ALTO CA 94301</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/11/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>CrowdStrike Holdings, Inc. [CRWD]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B common stock	(1)	(1)	Class A common stock	81,291	0	D ⁽²⁾	
Class B common stock	(1)	(1)	Class A common stock	5,889	0	I	By Accel Growth Fund II Strategic Partners L.P. ⁽³⁾
Class B common stock	(1)	(1)	Class A common stock	8,728	0	I	By Accel Growth Fund Investors 2013 L.L.C. ⁽⁴⁾
Class B common stock	(1)	(1)	Class A common stock	366,137	0	I	By Accel Leaders Fund L.P. ⁽⁵⁾
Class B common stock	(1)	(1)	Class A common stock	17,494	0	I	By Accel Leaders Fund Investors 2016 L.L.C. ⁽⁶⁾
Series B Redeemable Convertible Preferred Stock	(9)	(9)	Class B common stock	12,065,478	0	D ⁽²⁾	
Series B Redeemable Convertible Preferred Stock	(9)	(9)	Class B common stock	874,022	0	I	By Accel Growth Fund II Strategic Partners L.P. ⁽³⁾
Series B Redeemable Convertible Preferred Stock	(9)	(9)	Class B common stock	1,295,374	0	I	By Accel Growth Fund Investors 2013 L.L.C. ⁽⁴⁾
Series B Redeemable Convertible Preferred Stock	(9)	(9)	Class B common stock	3,479,714	0	I	By Accel London III L.P. ⁽⁷⁾
Series B Redeemable Convertible Preferred Stock	(9)	(9)	Class B common stock	79,004	0	I	By Accel London Investors 2012 L.P. ⁽⁸⁾
Series C Redeemable Convertible Preferred Stock	(10)	(10)	Class B common stock	4,490,880	0	D ⁽²⁾	
Series C Redeemable Convertible Preferred Stock	(10)	(10)	Class B common stock	325,318	0	I	By Accel Growth Fund II Strategic Partners L.P. ⁽³⁾
Series C Redeemable Convertible Preferred Stock	(10)	(10)	Class B common stock	482,150	0	I	By Accel Growth Fund Investors 2013 L.L.C. ⁽⁴⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Redeemable Convertible Preferred Stock	(10)	(10)	Class B common stock	1,295,180	0	I	By Accel London III L.P. ⁽⁷⁾
Series C Redeemable Convertible Preferred Stock	(10)	(10)	Class B common stock	29,406	0	I	By Accel London Investors 2012 L.P. ⁽⁸⁾
Series D Redeemable Convertible Preferred Stock	(11)	(11)	Class B common stock	1,563,692	0	D ⁽²⁾	
Series D Redeemable Convertible Preferred Stock	(11)	(11)	Class B common stock	113,274	0	I	By Accel Growth Fund II Strategic Partners L.P. ⁽³⁾
Series D Redeemable Convertible Preferred Stock	(11)	(11)	Class B common stock	167,881	0	I	By Accel Growth Fund Investors 2013 L.L.C. ⁽⁴⁾
Series D Redeemable Convertible Preferred Stock	(11)	(11)	Class B common stock	5,869,072	0	I	By Accel Leaders Fund L.P. ⁽⁵⁾
Series D Redeemable Convertible Preferred Stock	(11)	(11)	Class B common stock	280,417	0	I	By Accel Leaders Fund Investors 2016 L.L.C. ⁽⁶⁾
Series D Redeemable Convertible Preferred Stock	(11)	(11)	Class B common stock	773,097	0	I	By Accel London III L.P. ⁽⁷⁾
Series D Redeemable Convertible Preferred Stock	(11)	(11)	Class B common stock	17,552	0	I	By Accel London Investors 2012 L.P. ⁽⁸⁾
Series E Redeemable Convertible Preferred Stock	(12)	(12)	Class B common stock	514,903	0	D ⁽²⁾	
Series E Redeemable Convertible Preferred Stock	(12)	(12)	Class B common stock	37,300	0	I	By Accel Growth Fund II Strategic Partners L.P. ⁽³⁾
Series E Redeemable Convertible Preferred Stock	(12)	(12)	Class B common stock	55,281	0	I	By Accel Growth Fund Investors 2013 L.L.C. ⁽⁴⁾
Series E Redeemable Convertible Preferred Stock	(12)	(12)	Class B common stock	2,319,127	0	I	By Accel Leaders Fund L.P. ⁽⁵⁾
Series E Redeemable Convertible Preferred Stock	(12)	(12)	Class B common stock	110,805	0	I	By Accel Leaders Fund Investors 2016 L.L.C. ⁽⁶⁾

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 is convertible 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 has no expiration date.
10. The Series C Redeemable Convertible Preferred Stock is convertible 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 has no expiration date.
11. The Series D Redeemable Convertible Preferred Stock is convertible 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 has no expiration date.
12. The Series E Redeemable Convertible Preferred Stock is convertible 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 has no expiration date.

Remarks:

Exhibit List - Exhibit 24.1 - Power of Attorney. This Form 3 is the second of two Form 3s 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 3 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 3 to a maximum of 10 reporting persons. Each Form 3 is filed by designated filer Accel Growth Fund II L.P.

[/s/ Tracy L. Sedlock, as
Attorney-in-Fact, for Accel
Growth Fund II L.P.](#) [06/11/2019](#)

[/s/ Tracy L. Sedlock, as
Attorney-in-Fact, for Accel
London III L.P.](#) [06/11/2019](#)

[/s/ Tracy L. Sedlock, as
Attorney-in-Fact, for Accel
London III Associates L.P.](#) [06/11/2019](#)

[/s/ Tracy L. Sedlock, as](#) [06/11/2019](#)

Attorney-in-Fact, for Accel
London Investors 2012 L.P.

/s/ Tracy L. Sedlock, as
Attorney-in-Fact, for Accel
London III Associates L.L.C.

06/11/2019

** 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 5 (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.

GRANT OF POWER OF ATTORNEY

A. Power of Attorney. Effective as of June 11, 2019, each entity listed on Schedule A attached hereto, and such additional affiliated entities that shall come into existence from time to time (each, a "Granting Entity"), hereby constitutes and appoints Tracy L. Sedlock and Richard H. Zamboldi as its true and lawful attorneys-in-fact and agent with full power of substitution, in its name, place and stead to make, execute, sign and file such instruments, documents or certificates as may be necessary or proper in the normal course of such Granting Entity's business.

Each Granting Entity hereby further grants to such attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such Granting Entity might or could do if present, hereby ratifying and confirming all that such attorneys-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted, including, without limitation, the authority to execute documents on behalf of such Granting Entity in connection with investments made by such Granting Entity or any entity controlled by such Granting Entity. Each Granting Entity acknowledges that no such attorneys-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming any of the undersigned entities responsibilities under the tax laws of the United States, any state or other jurisdiction. This Power of Attorney shall remain in full force and effect with respect to each such Granting Entity from the date hereof until revoked by each respective Granting Entity in a signed writing delivered to the foregoing attorneys-in- fact.

B. Consent to Grant of Power of Attorney. As of the date set forth above, each of the undersigned persons, individually and in his capacity as a member, partner or equity holder (each, a "Constituent Member") of a Granting Entity and as a member, partner, trustee or equity holder of any Constituent Member, hereby consents to, and causes each such Granting Entity and Constituent Member, to consent to and cause, the grant of Power of Attorney set forth in Paragraph A above.

Schedule A

GRANTING ENTITIES

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 London III L.P.
Accel London Investors 2012 L.P.
Accel London III Associates L.P.
Accel London III Associates L.L.C.
Accel Leaders Fund L.P.
Accel Leaders Fund Associates L.L.C.
Accel Leaders Fund Investors 2016 L.L.C.

IN WITNESS WHEREOF, each of the undersigned have executed this Grant of Power of Attorney or a counterpart hereto as of the date first set forth above.

/s/ Andrew G.
Braccia

Andrew G. Braccia in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Kevin L. Efrusy

Kevin L. Efrusy in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Sameer K. Gandhi

Sameer K. Gandhi in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Ping Li

Ping Li in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Tracy L. Sedlock

Tracy L. Sedlock in her individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Ryan J. Sweeney

Ryan J. Sweeney in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Richard P. Wong

Richard P. Wong in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity
