

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>GANDHI SAMEER K</u>  (Last) (First) (Middle) C/O CROWDSTRIKE HOLDINGS, INC. 150 MATHILDA PLACE, SUITE 300  (Street) SUNNYVALE, CA 94086  (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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2021	
	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	01/08/2021		S		400	D	\$220.72 <sup>(1)</sup>	714,561 <sup>(2)</sup>	I	Potomac Investments L.P. - Fund 1 <sup>(3)</sup>
Class A common stock	01/08/2021		S		2,528	D	\$222.15 <sup>(4)</sup>	712,033 <sup>(2)</sup>	I	Potomac Investments L.P. - Fund 1 <sup>(3)</sup>
Class A common stock	01/08/2021		S		6,555	D	\$223.23 <sup>(5)</sup>	705,478 <sup>(2)</sup>	I	Potomac Investments L.P. - Fund 1 <sup>(3)</sup>
Class A common stock	01/08/2021		S		6,113	D	\$224.02 <sup>(6)</sup>	699,365 <sup>(2)</sup>	I	Potomac Investments L.P. - Fund 1 <sup>(3)</sup>
Class A common stock	01/08/2021		S		5,974	D	\$225.08 <sup>(7)</sup>	693,391 <sup>(2)</sup>	I	Potomac Investments L.P. - Fund 1 <sup>(3)</sup>
Class A common stock	01/08/2021		S		895	D	\$226.14 <sup>(8)</sup>	692,496 <sup>(2)</sup>	I	Potomac Investments L.P. - Fund 1 <sup>(3)</sup>
Class A common stock	01/08/2021		S		1,300	D	\$227.28 <sup>(9)</sup>	691,196 <sup>(2)</sup>	I	Potomac Investments L.P. - Fund 1 <sup>(3)</sup>
Class A common stock	01/08/2021		S		435	D	\$228.07 <sup>(10)</sup>	690,761 <sup>(2)</sup>	I	Potomac Investments L.P. - Fund 1 <sup>(3)</sup>
Class A common stock								58,398 <sup>(11)</sup>	I	The Potomac Trust, dated 9/21/2001 <sup>(12)</sup>
Class A common stock								620,360	I	Accel Leaders Fund L.P. <sup>(13)</sup>

**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								29,640	I	Accel Leaders Fund Investors 2016 L.L.C. (14)
Class A common stock								1,785 <sup>(15)</sup>	D	

**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)					

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$220.56 to \$220.92. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- These holdings have been updated to reflect 51,640 shares that were distributed from Accel Growth Fund II L.P., Accel Growth Fund Investors 2013 L.L.C., Accel Leaders Fund L.P. and Accel Leaders Fund Investors 2016 L.L.C., in each case to the limited partners or members of the distributing entity for no consideration, representing each limited partner's or member's pro-rata interest in such shares in accordance with the exemptions afforded by Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- These shares are held by Potomac Investments L.P. - Fund 1. The Reporting Person disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- This transaction was executed in multiple trades at prices ranging from \$221.65 to \$222.63. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$222.66 to \$223.65. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$223.66 to \$224.65. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$224.66 to \$225.65. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$225.70 to \$226.49. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$226.70 to \$227.60. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$228.01 to \$228.305. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- These holdings have been updated to reflect 7,085 shares that were distributed from Accel London III L.P. and Accel London Investors 2012 L.P., in each case to the limited partners or members of the distributing entity for no consideration, representing each limited partner's or member's pro-rata interest in such shares in accordance with the exemptions afforded by Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- These shares are held by The Potomac Trust, dated 9/21/2001. The Reporting Person disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- These shares are held by Accel Leaders Fund L.P. Accel Leaders Fund Associates L.L.C. ("Accel Leaders Fund GP") is the general partner of Accel Leaders Fund L.P. (the "Accel Leader Fund Entity"). Accel Leaders Fund GP has sole voting and dispositive power with regard to the shares held by the Accel Leaders Fund Entity. The Reporting Person is one of six Managing Members of Accel Leaders Fund GP, who share voting and dispositive powers over the shares held by the Accel Leaders Fund Entity. Each of such Managing Members, the Reporting Person and Accel Growth Fund II GP disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that any such Managing Member, the Reporting Person or Accel Leaders Fund GP is the beneficial owner of such securities for Section 16 or any other purpose.
- These shares are held by Accel Leaders Fund Investors 2016 L.L.C. The Reporting Person is one of six Managing Members of Accel Leaders Fund Investors 2016 L.L.C. who share voting and dispositive powers over such shares. Each of such Managing Members and the Reporting Person disclaims beneficial ownership over the securities herein except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such Managing Member or the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- Includes shares to be issued in connection with the vesting of one or more restricted stock units ("RSUs").

**Remarks:**

All transactions were executed pursuant to a Rule 10b5-1 plan entered into by the Reporting Person

/s/ Remie Solano, as Attorney-  
in-Fact, for Sameer K. Gandhi 01/12/2021

\*\* 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.**