

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Andreessen Horowitz Fund IV, L.P.</u> (Last) (First) (Middle) 2865 SAND HILL ROAD SUITE 101 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Accolade, Inc. [ACCD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/07/2020	
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			
Common Stock	07/07/2020		C		1,450,413	A	(1)	1,450,413	I	By Andreessen Horowitz Fund IV, L.P.(2)(3)
Common Stock	07/07/2020		X		153,346	A	\$0.0005	1,603,759	I	By Andreessen Horowitz Fund IV, L.P.(2)(3)
Common Stock	07/07/2020		S(4)		4	D	\$22	1,603,755	I	By Andreessen Horowitz Fund IV, L.P.(2)(3)
Common Stock	07/07/2020		X		15,334	A	\$0.0005	1,619,089	I	By Andreessen Horowitz Fund IV, L.P.(2)(3)
Common Stock	07/07/2020		S(5)		1	D	\$22	1,619,088	I	By Andreessen Horowitz Fund IV, L.P.(2)(3)

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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series E Preferred Stock	(1)	07/07/2020		C			695,764	(1)	(1)	Common Stock	1,450,413	\$0.00	0	I	By Andreessen Horowitz Fund IV, L.P.(2)(3)
Warrant (Right to Buy)	\$0.0005	07/07/2020		X			153,346	(6)	07/26/2026	Common Stock	153,346	\$0.00	0	I	By Andreessen Horowitz Fund IV, L.P.(2)(3)
Warrant (Right to Buy)	\$0.0005	07/07/2020		X			15,334	(6)	03/16/2028	Common Stock	15,334	\$0.00	0	I	By Andreessen Horowitz Fund IV, L.P.(2)(3)

1. Name and Address of Reporting Person*
Andreessen Horowitz Fund IV, L.P.

(Last) (First) (Middle)
2865 SAND HILL ROAD
SUITE 101

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Andreessen Horowitz Fund IV-A, L.P.](#)

(Last) (First) (Middle)
2865 SAND HILL ROAD
SUITE 101

(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Andreessen Horowitz Fund IV-B, L.P.](#)

(Last) (First) (Middle)
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(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Andreessen Horowitz Fund IV-Q, L.P.](#)

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SUITE 101

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Andreessen Marc L](#)

(Last) (First) (Middle)
2865 SAND HILL ROAD
SUITE 101

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[HOROWITZ BENJAMIN A](#)

(Last) (First) (Middle)
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(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

1. The Series E Preferred Stock automatically converted into shares of Common Stock of the Issuer on a 1:2.084634091 basis immediately upon closing of the Issuer's initial public offering and had no expiration date.
2. These securities are held of record by Andreessen Horowitz Fund IV, L.P., for itself and as nominee for Andreessen Horowitz Fund IV-A, L.P., Andreessen Horowitz Fund IV-B, L.P. and Andreessen Horowitz Fund IV-Q, L.P. (collectively the "AH Fund IV Entities"). AH Equity Partners IV, L.L.C. ("AH EP IV") is the general partner of the AH Fund IV Entities and has sole voting and dispositive power with regard to the securities held by the AH Fund IV Entities. The managing members of AH EP IV are Marc Andreessen and Benjamin Horowitz. Marc Andreessen and Benjamin Horowitz share voting and dispositive power with respect to the securities held by the AH Fund IV Entities.
3. (Continued from Footnote 3) Such persons and entities disclaim the existence of a "group" and disclaim beneficial ownership of the securities held by the AH Fund IV Entities and this report shall not be deemed an

admission that any such person is the beneficial owner of such securities, except to the extent of his or its pecuniary interest, if any, in such securities by virtue of his or its interest in the AH Fund IV Entities and/or AH EP IV, as applicable.

4. Upon closing of the Issuer's initial public offering, Andreessen Horowitz Fund IV, L.P. exercised a warrant to purchase 153,346 shares of the Issuer's Common Stock at an exercise price per share of \$0.0005. Andreessen Horowitz Fund IV, L.P. paid the exercise price on a cashless basis, resulting in the Issuer withholding 4 shares subject to the warrant in order to pay the exercise price and issuing to Andreessen Horowitz Fund IV, L.P. the remaining 153,342 shares of Common Stock.

5. Upon closing of the Issuer's initial public offering, Andreessen Horowitz Fund IV, L.P. exercised a warrant to purchase 15,334 shares of the Issuer's Common Stock at an exercise price per share of \$0.0005. Andreessen Horowitz Fund IV, L.P. paid the exercise price on a cashless basis, resulting in the Issuer withholding 1 share subject to the warrant in order to pay the exercise price and issuing to Andreessen Horowitz Fund IV, L.P. the remaining 15,333 shares of Common Stock.

6. The shares subject to this warrant were fully vested prior to exercise.

Remarks:

This Form 4 is the second of two Form 4s filed relating to the same event. Combined, the two reports report the holdings for the following reporting persons: AH Parallel Fund IV, L.P., AH Parallel Fund IV-A, L.P., AH Parallel Fund IV-B, L.P., AH Parallel Fund IV-Q, L.P., AH Equity Partners IV (Parallel), L.L.C., Andreessen Horowitz Fund IV, L.P., Andreessen Horowitz Fund IV-A, L.P., Andreessen Horowitz Fund IV-B, L.P., Andreessen Horowitz Fund IV-Q, L.P., AH Equity Partners IV, L.L.C., Marc Andreessen and Benjamin Horowitz. 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 4 to a maximum of 10 reporting persons.

Andreessen Horowitz Fund IV, L.P., By: AH Equity Partners IV, L.L.C. Its: General Partner, By: 07/08/2020
/s/ Scott Kupor Scott Kupor, Chief Operating Officer

Andreessen Horowitz Fund IV-A, L.P., By: AH Equity Partners IV, L.L.C. Its: General Partner, 07/08/2020
By: /s/ Scott Kupor Scott Kupor, Chief Operating Officer

Andreessen Horowitz Fund IV-B, L.P., By: AH Equity Partners IV, L.L.C. Its: General Partner, 07/08/2020
By: /s/ Scott Kupor Scott Kupor, Chief Operating Officer

Andreessen Horowitz Fund IV-Q, L.P., By: AH Equity Partners IV, L.L.C. Its: General Partner, 07/08/2020
By: /s/ Scott Kupor Scott Kupor, Chief Operating Officer

/s/ Scott Kupor Scott Kupor, attorney-in-fact of Marc Andreessen 07/08/2020

/s/ Scott Kupor Scott Kupor, attorney-in-fact of Ben Horowitz 07/08/2020

** 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.