

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>Carrick Capital Partners II Co-Investment Fund II, L.P.</u> (Last) (First) (Middle) ONE CALIFORNIA STREET SUITE 1900 (Street) SAN FRANCISCO CA 94111 (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 _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ Former 10% Owner
	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		3,508,278 ⁽¹⁾	A	(4)(5)(6)	3,508,278 ⁽¹⁾	I	See Footnotes ⁽¹⁾⁽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
Series D Preferred Stock	(4)	07/07/2020		C			1,424,360	(4)	(4)	Common Stock	(4)	(4)	0	I	See Footnote ⁽⁴⁾
Series E Preferred Stock	(5)	07/07/2020		C			419,076	(5)	(5)	Common Stock	(5)	(5)	0	I	See Footnote ⁽⁵⁾
Warrants	(6)	07/07/2020		C			101,600	(6)	(6)	Common Stock	(6)	(6)	0	I	See Footnote ⁽⁶⁾

1. Name and Address of Reporting Person*
Carrick Capital Partners II Co-Investment Fund II, L.P.
 (Last) (First) (Middle)
 ONE CALIFORNIA STREET
 SUITE 1900
 (Street)
 SAN FRANCISCO CA 94111
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MCMORRIS MARC F
 (Last) (First) (Middle)
 ONE CALIFORNIA STREET
 SUITE 1900
 (Street)
 SAN FRANCISCO CA 94111
 (City) (State) (Zip)

Explanation of Responses:

1. The shares of the Issuer's Common Stock ("Common Stock") are held of record as follows: (i) 341,153 shares held of record by Carrick Capital Associates Fund, L.P. ("CCAF"), (ii) 116,560 shares held of record by Carrick Capital Founders Fund, L.P. ("CCFF"), (iii) 2,075,349 shares held of record by Carrick Capital Partners, L.P. ("CCP"), (iv) 487,608 shares held of record by Carrick Capital Partners II Co-Investment Fund, L.P. ("CIF") and (v) 487,608 shares held of record by Carrick Capital Partners II Co-Investment Fund II, L.P. ("CIFII").

2. Carrick Management Partners, LLC ("CMP" and, together with CCAF, CCFF and CCP, the "CMP Group") is the general partner of each of CCAF, CCFF and CCP. Carrick Management Partners II, LLC ("CMPII" and, together with CIF and CIFII, the "CMPII Group") is the general partner of each of CIF and CIFII. CMP and CMPII may be deemed to have voting, investment and dispositive power with respect to the securities held by the CMP Group and the CMPII Group, respectively.

3. Each of James C. Madden, V. ("Madden") and Marc F. McMorris ("McMorris") and, together with Madden, the "Managing Members") is a managing member of CMP and CMPII. The Managing Members may be deemed to share voting, investment and dispositive power with respect to the shares of Common Stock held by the CMP Group and the CMPII Group. Each of the Managing Members, CMP and CMPII disclaim beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

4. Effective upon the closing of the Issuer's initial public offering (the "IPO"), each share of the Issuer's Series D Preferred Stock (the "Series D Preferred") held by the CMP Group automatically converted into approximately 1.7784 shares of Common Stock. No fractional shares were issued as a result of this conversion. Prior to the IPO, the Series D Preferred was convertible at any time into shares of Common Stock at the then-effective conversion rate for no additional consideration in accordance with the Issuer's Seventh Amended and Restated Certificate of Incorporation, as amended to date (the "Charter") and had no expiration date.

5. Effective upon the closing of the IPO, each share of the Issuer's Series E Preferred Stock (the "Series E Preferred") held by the CMPII Group automatically converted into approximately 2.0846 shares of Common Stock. No fractional shares were issued as a result of this conversion. Prior to the IPO, the Series E Preferred was convertible at any time into shares of Common Stock at the then-effective conversion rate for no additional consideration in accordance with the Charter and had no expiration date.

6. Prior to the IPO, CIF and CIFII each held fully-vested warrants, which would have expired on March 16, 2028, for the purchase of up to 50,800 shares of Common Stock. Upon the closing of the IPO, the warrants were automatically net exercised and surrendered such that the holder of each warrant received 50,798 shares of Common Stock based on the IPO Price and after deduction of the exercise price, which was \$0.0005 per share. No fractional shares were issued as a result of this warrant exercise.

Remarks:

Additional reporting owners are: Carrick Management Partners, LLC; Carrick Management Partners II, LLC; Carrick Capital Associates Fund, L.P.; Carrick Capital Founders Fund, L.P.; Carrick Capital Partners, L.P.; and Carrick Capital Partners II Co-Investment Fund, L.P.

/s/ James C. Madden, V,
Managing Member of Carrick
Management Partners II, LLC, 07/08/2020
General Partner of Carrick
Capital Partners II Co-
Investment Fund II, L.P.
/s/ Marc F. McMorris 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.

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