

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Andreessen Marc L</u> <hr/> (Last) (First) (Middle) 2865 SAND HILL ROAD SUITE 101 <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2020	3. Issuer Name and Ticker or Trading Symbol <u>Accolade, Inc.</u> [ACCD]	
		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

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)
---------------------------------	---	--	---

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 E Preferred Stock	(1)	(1)	Common Stock	(1)	(1)	I	By Andreessen Horowitz Fund IV, L.P. ⁽²⁾⁽³⁾
Warrant (Right to Buy)	(4)	07/26/2026 ⁽⁵⁾	Common Stock	153,346	0.0005	I	By Andreessen Horowitz Fund IV, L.P. ⁽²⁾⁽³⁾
Warrant (Right to Buy)	(4)	03/16/2028 ⁽⁵⁾	Common Stock	15,334	0.0005	I	By Andreessen Horowitz Fund IV, L.P. ⁽²⁾⁽³⁾

1. Name and Address of Reporting Person* <u>Andreessen Marc L</u> <hr/> (Last) (First) (Middle) 2865 SAND HILL ROAD SUITE 101 <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)		
--	--	--

1. Name and Address of Reporting Person* <u>HOROWITZ BENJAMIN A</u> <hr/> (Last) (First) (Middle)		
---	--	--

2865 SAND HILL ROAD

SUITE 101

(Street)

MENLO PARK CA

94025

(City)

(State)

(Zip)

Explanation of Responses:

1. Andreessen Horowitz Fund IV, L.P. currently holds 695,764 shares of the Issuer's Series E Preferred Stock. Each share of the Issuer's Series E Preferred Stock has no expiration date and will automatically convert, on a certificate by certificate basis, upon the closing of the Issuer's initial public offering (the "IPO") into the number shares of the Issuer's Common Stock equal to (i) 695,764 plus (ii) a number equal to 695,764 multiplied by a fraction of \$23.86195 divided by the Issuer's initial public offering price per share of the Issuer's Common Stock offered to the public in the IPO. No fractional shares shall be issued as a result of this conversion.
2. These shares 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 shares 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 shares held by the AH Fund IV Entities.
3. (Continued from Footnote 2) 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 shares, except to the extent of his or its pecuniary interest, if any, in such shares by virtue of his or its interest in the AH Fund IV Entities and/or AH EP IV, as applicable.
4. The shares subject to this warrant are fully vested.
5. This warrant will automatically be net exercised upon closing of the IPO if it is not exercised on or before such date.

Remarks:

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: 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 3 to a maximum of 10 reporting persons.

Marc Andreessen /s/ Scott
Kupor, Attorney-in-Fact 07/01/2020
for Marc Andreessen

Benjamin Horowitz /s/
Scott Kupor Scott Kupor, 07/01/2020
attorney-in-fact of
Benjamin Horowitz

** 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.