

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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### STATEMENT OF CHANGES IN 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

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

(Print or Type Responses)

|  |  |   |  |   |  |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person*<br>Pace Stephen J.                  |  | 2. Issuer Name and Ticker or Trading Symbol<br>Dynatrace, Inc. [DT]                     |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director<br>____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br>SVP, Worldwide Sales |  |
| (Last) (First) (Middle)<br>C/O DYNATRACE, INC., 1601 TRAPELO ROAD, SUITE 116 |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/31/2019                          |  |   |  |
| (Street)<br>WALTHAM, MA 02451  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person   |  |
| (City) (State) (Zip)   |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |   |  |

| 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                    | 07/31/2019                           |  | A                              |   | 38,000<br><u>(1)</u>  | A          | \$ 0  | 1,005,765   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 15,415  | I  | See Footnote <u>(2)</u>                               |
| Common Stock                    |                                      |  |                                |   |   |            |       | 15,415  | I  | See Footnote <u>(3)</u>                               |
| Common Stock                    |                                      |  |                                |   |   |            |       | 15,415  | I  | See Footnote <u>(4)</u>                               |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|--|--|--|--|-------|
|  |  |                                      |  | Code                           | V |   | Date Exercisable   | Expiration Date |   |  |  |  |  | Title |
| Stock Option (Right to Buy)                | \$ 16  | 07/31/2019                           |  | A                              |   | 253,000   | <u>(5)</u>   | 07/31/2029      | Common Stock  | 253,000                                    | \$ 0   | 253,000  | D  |       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| Pace Stephen J.<br>C/O DYNATRACE, INC.<br>1601 TRAPELO ROAD, SUITE 116<br>WALTHAM, MA 02451 |               |           | SVP, Worldwide Sales |       |

## Signatures

|                               |            |
|-------------------------------|------------|
| /s/ Stephen J. Pace           | 08/02/2019 |
| Signature of Reporting Person | Date       |

## Explanation of Responses:

\* 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).

(1) Consists of Restricted Stock Units ("RSUs") issued under the Dynatrace, Inc. 2019 Equity Incentive Plan. Each RSU represents the right to receive one share of Common Stock.

Shares held by the Pace family 2018 Irrevocable Trust FBO Michael S. Pace. Rita A. Pace is the trustee of the Pace family 2018 Irrevocable Trust FBO Michael S. Pace. As such, the

(2) Reporting Person may be deemed to have shared voting and investment power with respect to the shares held by such trusts. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Shares held by the Pace family 2018 Irrevocable Trust FBO Natalie E. Pace. Rita A. Pace is the trustee of the Pace family 2018 Irrevocable Trust FBO Natalie E. Pace. As such, the

(3) Reporting Person may be deemed to have shared voting and investment power with respect to the shares held by such trusts. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Shares held by the Pace family 2018 Irrevocable Trust FBO Marc E. Pace. Rita A. Pace is the trustee of the Pace family 2018 Irrevocable Trust FBO Marc E. Pace. As such, the Reporting

(4) Person may be deemed to have shared voting and investment power with respect to the shares held by such trusts. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(5) Stock options granted on July 31, 2019, 25% of which shall vest and become exercisable on August 15, 2020, with the remainder vesting in 12 equal quarterly installments thereafter.

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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