

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

**Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Dynatrace, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7372
(Primary Standard Industrial
Classification Code Number)

47-2386428
(I.R.S. Employer
Identification No.)

**1601 Trapelo Road, Suite 116
Waltham, MA 02451
(781) 530-1000**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Craig Newfield
General Counsel
Dynatrace, Inc.
1601 Trapelo Road, Suite 116
Waltham, MA 02451
(781) 530-1000**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Kenneth J. Gordon
Joseph C. Theis, Jr.
Seo Salimi
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
(617) 570-1000**

**Bradley C. Reed, P.C.
Michael P. Keeley
Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654
(312) 862-2000**

**Mark G. Borden
David A. Westenberg
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, MA 02019
(617) 526-6000**

**Approximate date of commencement of proposed sale of the securities to the public:
As soon as practicable after the effective date of this Registration Statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:
If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333- 238828

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of Registration fee(2)
Common Stock, par value \$0.001 per share	5,750,000	\$35.00	\$201,250,000	\$26,122.25

(1) The Registrant is registering an additional 5,750,000 shares of its common stock, including 750,000 shares of common stock that may be purchased by the underwriters pursuant to an option to purchase additional shares. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1 (File No. 333-238828).

(2) Calculated in accordance with Rule 457(a) of the Securities Act of 1933 based on \$35.00 per share, the public offering price of the common stock sold pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-238828). The registrant previously registered securities at an aggregate offering price not to exceed \$1,077,550,000 on a registration statement on Form S-1 (File No. 333-238828), which was declared effective by the Securities and Exchange Commission on June 2, 2020. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$201,250,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

Explanatory note and incorporation by reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the Registration Statement on Form S-1, as amended (File No. 333-238828), filed by Dynatrace, Inc. with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on June 2, 2020 (the "Prior Registration Statement"), including the exhibits thereto, are incorporated by reference into this Registration Statement.

We are filing this registration statement for the sole purpose of increasing by 5,750,000 shares of common stock to be registered for issuance and sale. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Goodwin Procter LLP regarding the validity of the shares of common stock registered.
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
23.2	Consent of BDO USA, LLP.
24.1*	Power of Attorney.

* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1 (File No. 333-238828), originally filed with the Securities and Exchange Commission on June 1, 2020 and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Waltham, Massachusetts, on June 2, 2020.

Dynatrace, Inc.

By: /s/ John Van Siclen
John Van Siclen
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

Signature	Title	Date
<u> /s/ John Van Siclen </u> John Van Siclen	Chief Executive Officer and Director (Principal Executive Officer)	June 2, 2020
<u> /s/ Kevin Burns </u> Kevin Burns	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	June 2, 2020
<u> * </u> Seth Boro	Director	June 2, 2020
<u> * </u> Chip Virnig	Director	June 2, 2020
<u> * </u> James K. Lines	Director	June 2, 2020
<u> * </u> Paul Zuber	Director	June 2, 2020
<u> * </u> Michael Capone	Director	June 2, 2020
<u> * </u> Stephen Lifshatz	Director	June 2, 2020
<u> * </u> Jill Ward	Director	June 2, 2020

*By: /s/ Craig Newfield
Craig Newfield
Attorney-in-fact

June 2, 2020

Dynatrace, Inc.
1601 Trapelo Road, Suite 116
Waltham, MA 02451

Re: Securities Registered under Registration Statement on Form S-1

We have acted as counsel to you (the "Company") in connection with your filing of (i) a Registration Statement on Form S-1 (File No. 333-238828) (as amended or supplemented, the "Initial Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is furnished to you in connection with your filing of the 462(b) Registration Statement, relating to the offer and sale of up to 5,750,000 shares of Common Stock (the "Shares") to be sold by the selling stockholders listed in the Initial Registration Statement under "Principal and Selling Stockholders" (the "Selling Stockholders"), including 750,000 shares purchasable by the underwriters upon their exercise of an option to purchase additional shares granted to the underwriters by the Selling Stockholders. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company, the Selling Stockholders and such underwriters (the "Underwriting Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the references to our firm under the caption "Legal Matters" in the Initial Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated May 27, 2020, relating to the consolidated financial statements of Dynatrace, Inc. (the “Company”), which is included in the Company’s Registration Statement on Form S-1 (no. 333- 238828).

We also consent to the reference to us under the heading “Experts” in the Registration Statement on Form S-1 (no. 333- 238828) incorporated by reference in this Registration Statement.

/s/ BDO USA, LLP

Troy, Michigan
June 2, 2020

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

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