

# FORM 4

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

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

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Pace Stephen J.</b>		2. Issuer Name and Ticker or Trading Symbol <b>Dynatrace, Inc. [DT]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP, Global Sales</b>	
(Last) (First) (Middle) <b>C/O DYNATRACE, INC., 1601 TRAPELO ROAD, SUITE 116</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/11/2020</b>			
(Street) <b>WALTHAM, MA 02451</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/11/2020		S <sup>(1)</sup>		25,832	D	\$ 24.0926 (2)	542,059	D	
Common Stock	03/11/2020		S <sup>(1)</sup>		23,158	D	\$ 24.9476 (3)	518,901	D	
Common Stock	03/11/2020		S <sup>(1)</sup>		11,010	D	\$ 26.2031 (4)	507,891	D	
Common Stock	03/11/2020		S <sup>(5)</sup>		4,220	D	\$ 25.2326 (6)	11,195	I	See Footnote (7)
Common Stock	03/11/2020		S <sup>(5)</sup>		2,396	D	\$ 26.2467 (8)	8,799	I	See Footnote (7)
Common Stock	03/11/2020		S <sup>(5)</sup>		4,957	D	\$ 25.1891 (9)	10,458	I	See Footnote (10)
Common Stock	03/11/2020		S <sup>(5)</sup>		2,417	D	\$ 26.2549 (11)	8,041	I	See Footnote (10)
Common Stock	03/11/2020		S <sup>(5)</sup>		4,004	D	\$ 25.1767 (12)	11,411	I	See Footnote (13)
Common Stock	03/11/2020		S <sup>(5)</sup>		2,583	D	\$ 26.2175 (14)	8,828	I	See Footnote (13)

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)				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	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

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

## Signatures

/s/ Craig Newfield, by power of attorney		03/12/2020
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2019.  
The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$23.575 to \$24.57, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (2) The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$24.575 to \$25.53, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (3) The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.65 to \$26.60, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (4) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the selling stockholder on February 05, 2020.  
The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.96, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (5) 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 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.
- (6) The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.045 to \$26.47, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (7) The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.93, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (8) 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 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.
- (9) The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.08 to \$26.47, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (10) The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.08 to \$26.47, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- (11) The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.08 to \$26.47, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(12) The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.64, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(13) 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 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.

(14) The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.03 to \$26.47, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

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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