SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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*						2. Issuer Name and Ticker or Trading Symbol									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Pace Stephen J.					Dynatrace, Inc. [ DT ]									Director			10% O	wner		
(Last)	(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 08/05/2020								X	Officer (g below)	jive title		Other ( below)	specify	
															SVP, G	lobal	Sales			
C/O DYNATRACE, INC.															6. Individual or Joint/Group Filing (Check Applicable Line)					
1601 TRAPE		SUILE 116			4. If Amendment, Date of Original Filed (Month/Day/Year)									X Form filed by One Reporting Person						
(Street)															Form filed by More than One Reporting Person					
WALTHAM	МА	02	2451																5	
(City)	(State)	(Zi	p)																	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3) 2. Trans Date (Month/							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			or I and 5)	Beneficially Owned Following Reported				7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A (D	A) or D)	Price	Transaction (Instr. 3 and				(Instr. 4)	
Common Stock 08/05					5/2020	/2020					115,73	6	D	\$40.9	137,340		D			
Common Stock															415	5			See Footnote <sup>(2)</sup>	
Common Stock														415				See Footnote <sup>(3)</sup>		
Common Stock															415				See Footnote <sup>(4)</sup>	
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)	Execution I if any			ransaction ode (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		e Exer tion D n/Day/	ate	7. Title and Amou Securities Underl Derivative Securi (Instr. 3 and 4)		derlying curity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	ve es ially ng ed	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
European of De				c		v	(A) (D)		Date Exerci	sable	Expiration Date	or Nun		Amount or Number of Shares	(Instr. 4					

Explanation of Responses:

1. Shares sold by the Reporting Person in an underwritten public offering pursuant to the Company's registration statement on Form S-3 (File No. 333-240287).

2. 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.

3. 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.

4. 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.

Remarks:

/s/ Craig Newfield, by power of	00/07/2020			
attorney	00/01/2020			

\*\* 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.

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.