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

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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* Burns Kevin C						2. Issuer Name and Ticker or Trading Symbol Dynatrace, Inc. [DT]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
														-	Director			10% O	wner	
(Last)	(First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 02/16/2021								X	Officer (g below)		Other (spec below)		specify	
C/O DYNATRACE, INC.															CFO and Treasurer					
1601 TRAPELO ROAD, SUITE 116						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line)					
														I	X Form filed by One Reporting Person					
(Street)															Form filed by More than One Reporting Person					
WALTHAM	MA	02	2451																	
(City)	(State)	(Zi	ip)																	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Date				Date	Transaction ate onth/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disp Of (D) (Instr. 3, 4 and 5)			sposed	Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
								Code	e \	v	Amount	(A) or (D)	Price		Transaction (Instr. 3 and			ľ	(Instr. 4)	
Common Stock 02					/2021			S ⁽¹	I)		901	D \$53.53		84,832		D				
Common Stock 02				02/17/2	02/17/2021				2)		1,220	D	\$ <mark>5</mark> 1.	8658 ⁽³⁾	83,612		D			
Common Stock 02				02/17/2	02/17/2021		;		2)		629	D	\$52.4945 ⁽⁴⁾		82,983			D		
Common Stock															50,000		I		See Footnote ⁽⁵⁾	
Common Stock															37,812				See Footnote ⁽⁶⁾	
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. Dee Execution if any (Month/M		4. Transac Code (Ir 8) Code		str. Securities Acquired (A or Disposed (D) (Instr. 3, and 5)		(Month/Da		/Year) Expiration	C N		rlying rity mount umber	ount		er of ve sially ng d tion(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

1. Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of RSUs.

2. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 9, 2020.

3. The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.35 to \$52.305, 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. The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$52.37 to \$52.575, 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 Kevin C. Burns Irrevocable GST Trust of 2018. Judith Burns is the trustee of the Kevin C. Burns Irrevocable GST Trust of 2018. The Reporting Person may be deemed to have shared voting and investment power with respect to the shares held by such trust. 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. Shares held by the Kevin C. Burns Irrevocable Non-Grantor Trust of 2018. Sandra Escher is the trustee of the Kevin C. Burns Irrevocable Non-Grantor Trust of 2018. The Reporting Person may be deemed to have shared voting and investment power with respect to the shares held by such trust. 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 0<u>2/18/2021</u> attorney

** 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.