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

**FORM S-8
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)

47-2386428
(I.R.S. Employer
Identification Number)

1601 Trapelo Road, Suite 116
Waltham, MA 02451
(781) 531-1000
(Address of Principal Executive Offices)

**Dynatrace, Inc. 2019 Equity Incentive Plan
Dynatrace, Inc. 2019 Employee Stock Purchase Plan**
(Full Title of the Plans)

Craig Newfield
General Counsel
Dynatrace, Inc.
1601 Trapelo Road, Suite 116
Waltham, MA 02451
(781) 531-1000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Kenneth J. Gordon
Joseph C. Theis, Jr.

Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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 Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share, reserved for issuance under the Equity Plan	11,325,209 shares ⁽³⁾	\$51.50 ⁽²⁾	\$583,248,263.50 ⁽²⁾	\$63,632.39
Common Stock, \$0.001 par value per share, reserved for issuance under the ESPP	2,831,302 shares ⁽⁴⁾	\$43.78 ⁽⁵⁾	\$123,954,402 ⁽⁵⁾	\$13,523.43
Total	14,156,511 shares		\$707,202,665.06	\$77,155.82

Pursuant to Rule 416 under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement shall also cover any additional shares of common stock, par value \$0.001 per share, or Common Stock, of Dynatrace, Inc., or the Registrant, which become issuable under the 2019 Equity Incentive Plan, as amended on January 21, 2021, or the Equity Plan and the 2019 Employee Stock Purchase Plan, or the ESPP, and together with the Equity Plan, the Plans, by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of Common Stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$51.50, the average of the high and low price of the Registrant's Common Stock as reported on the New York Stock Exchange on May 26, 2021.

Represents an automatic increase on April 1, 2021 to the number of shares available for issuance under the Equity Plan, in accordance with the automatic annual increase provision of the Equity Plan.

Represents an automatic increase on April 1, 2021 to the number of shares available for issuance under the ESPP, in accordance with the automatic annual increase provision of the ESPP.

The price of \$43.78 per share, which is 85% of the average of the high and low sale prices of the Common Stock of the registrant as quoted on the New York Stock Exchange on May 26, 2021, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and has been used as these shares are without a fixed price. Pursuant to the ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the fair market value of a share of Common Stock on the first trading day of the offering period or on the exercise date, whichever is less.

Proposed sales to take place as soon after the effective date of the Registration Statement as awards are granted, exercised or distributed under the above-named plans.

EXPLANATORY NOTE

This Registration Statement on Form S-8 relating to the Amended and Restated 2019 Equity Incentive Plan (the "Equity Plan") and 2019 Employee Stock Purchase Plan (the "ESPP") of Dynatrace, Inc. (the "Registrant") registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 (File No. 333-232950) of the Registrant is effective. The number of shares reserved under the Equity Plan is subject to an automatic increase or evergreen provision on the first day of each fiscal year, beginning on April 1, 2020 and continuing on each April 1 thereafter, by an amount equal to the lesser of: (a) 4% of the number of shares of Common Stock issued and outstanding on the immediately preceding March 31; and (b) an amount determined by the Registrant's board of directors. The number of shares reserved and available for issuance under the ESPP is subject to an automatic increase or evergreen provision on the first day of each fiscal year, beginning on April 1, 2020 and continuing on each April 1 thereafter, by an amount equal to the lesser of: (a) 1% of the issued and outstanding shares of Common Stock on the immediately preceding March 31; (b) 3,500,000 shares of Common Stock; and (c) such other amount as may be determined by the Registrant's board of directors. Accordingly, this Registration Statement registers an additional 11,325,209 shares of Common Stock that became available for grant and issuance under the Equity Plan pursuant to its evergreen provision, and an additional 2,831,302 shares of Common Stock that became available for grant and issuance under the ESPP pursuant to its evergreen provision, in both cases as of April 1, 2021.

The information contained in the Registrant's Registration Statement on Form S-8 (File No. 333-232950) relating to the Equity Plan and ESPP filed with the Securities and Exchange Commission on August 1, 2019 is hereby incorporated by reference pursuant to General Instruction E, except for "Item 8. Exhibits."

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index below for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.3 of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-232558), filed on July 22, 2019).</u>
4.2	<u>Amended and Restated By-laws (incorporated by reference to Exhibit 3.5 of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-232558), filed on July 22, 2019).</u>
4.3	<u>First Amendment to the Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.4 to the Registrant's Annual Report on Form 10-K, filed with the SEC on May 27, 2020).</u>
4.4	<u>Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1/A, filed with the SEC on July 22, 2019).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of BDO USA LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>
99.1	<u>2019 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 of the Registrant's Annual Report on Form 10-K, filed on May 28, 2021)</u>
99.2	<u>Forms of award agreements under the 2019 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1/A, filed with the SEC on July 30, 2019).</u>
99.3	<u>2019 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2 of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-232558), filed on July 22, 2019).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, Massachusetts, on May 28, 2021.

DYNATRACE, INC.

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

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of John Van Siclen, Kevin Burns and Craig Newfield as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

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.

<u>Name</u>	<u>Title</u>	<u>Date</u>
/s/ John Van Sclen _____ John Van Sclen	Chief Executive Officer and Director (Principal Executive Officer)	May 28, 2021
/s/ Kevin Burns _____ Kevin Burns	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	May 28, 2021
/s/ Jill Ward _____ Jill Ward	Director, Board Chair	May 28, 2021
/s/ Seth Boro _____ Seth Boro	Director	May 28, 2021
/s/ Michael Capone _____ Michael Capone	Director	May 28, 2021
/s/ Stephen Lifshatz _____ Stephen Lifshatz	Director	May 28, 2021
/s/ James K. Lines _____ James K. Lines	Director	May 28, 2021
/s/ Kenneth Virnig _____ Kenneth Virnig	Director	May 28, 2021
/s/ Kirsten Wolberg _____ Kirsten Wolberg	Director	May 28, 2021
/s/ Paul Zuber _____ Paul Zuber	Director	May 28, 2021



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
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+1 617 570 1000

May 28, 2021

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

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 14,156,511 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Dynatrace, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2019 Equity Incentive Plan and the Company's 2019 Employee Stock Purchase Plan (collectively, the "Plans").

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 opinion set forth below, on certificates of officers of the Company.

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

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

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 Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 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

Dynatrace, Inc.
Waltham, Massachusetts

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 of our reports dated May 28, 2021, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of Dynatrace, Inc. (the "Company") and subsidiaries appearing in the Company's Annual Report on the Form 10-K for the year ended March 31, 2021.

/s/BDO USA, LLP

Troy, Michigan
May 28, 2021