

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 * <u>MCCONNELL RICK M</u> (Last) (First) (Middle) <u>C/O DYNATRACE, INC.</u> <u>1601 TRAPELO ROAD, SUITE 116</u> (Street) <u>WALTHAM MA 02451</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Dynatrace, Inc. [DT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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	05/17/2023		A ⁽¹⁾		80,137	A	\$0	395,685 ⁽²⁾	D	
Common Stock	05/17/2023		A ⁽³⁾		171,868	A	\$0	567,553	D	
Common Stock								500	I	See Footnote ⁽⁴⁾

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

- Represents shares earned upon the vesting of 50% of PSUs granted on December 13, 2021, following the Compensation Committee's certification of applicable financial performance results for the fiscal year ended March 31, 2023. The remaining 50% of these PSUs will vest on May 15, 2024, or if later, on the applicable certification date, subject to the achievement of applicable financial performance results for the fiscal year ending on March 31, 2024. The PSUs were awarded under the Company's 2019 Equity Incentive Plan.
- The previously reported indirect ownership of shares held by the Rick McConnell Trust dated July 30, 2013, of which the Reporting Person is the sole settlor, trustee and lifetime beneficiary, are included for this Form 4 and going forward, in the Reporting Person's direct holdings.
- Represents shares earned under the PSUs granted on June 5, 2022, following the Compensation Committee's certification of financial performance results for the fiscal year ended March 31, 2023. These PSUs were awarded under the Company's 2019 Equity Incentive Plan; 33% of these PSUs will vest on June 5, 2023 and the remaining 67% will vest in equal quarterly installments over the subsequent two years, subject to continued employment.
- Shares held by the Anne Marie McConnell Trust dated July 16, 2021, for which the Reporting Person's spouse is the sole trustee. The Reporting Person disclaims Section 16 beneficial ownership of the shares except to the extent of his pecuniary interest, if any, therein, and nothing contained in this report shall be deemed an admission that the Reporting Person is the beneficial owner of any of the shares for Section 16 purposes or otherwise.

Remarks:

/s/ Anne-Celine Woelk by power of attorney 05/19/2023

** 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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Nicole Fitzpatrick, Marc Gold, Sandra Escher and Anne-Céline Woelk, signing singly, and with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or five percent (5%) shareholder of Dynatrace, Inc., a Delaware corporation (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms, schedules and documents:

(i) Form ID, including any attached or related documents (such as Update Passphrase Authentication), to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System;

(ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents;

(iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents;

(iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(v) Form 144 in accordance with Rule 144 of the Securities Act of 1933, as amended, and the rules thereunder, including any attached documents;

(vi) Schedules 13D and 13G; and

(vii) amendments of each thereof, in accordance with the Securities Act of 1933, as amended, and Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Form 144, Schedule 13D or 13G or any amendment(s) thereto, and timely file such form(s) with the SEC and any securities exchange, national association or similar authority;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including, but not limited to, any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to any above attorney-in-fact; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.



The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended, or Rule 144 of the Securities Act of 1933, as amended. The undersigned hereby agrees to indemnify the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer, director and/or 5% shareholder of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an employee of the Company or any of its subsidiaries.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of April 3, 2023.

Rick McConnell

Rick McConnell



