
**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, Massachusetts 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)

**Nicole Fitzpatrick
Senior Vice President, General Counsel & Secretary
Dynatrace, Inc.
1601 Trapelo Road, Suite 116
Waltham, Massachusetts 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.
Aaron J. Berman
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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 relating to the 2019 Equity Incentive Plan, as amended (the “Equity Plan”) and the 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.

As of March 31, 2023, the Registrant had 290,411,108 shares of Common Stock issued and outstanding.

Accordingly, this Registration Statement registers an additional 11,616,444 shares of Common Stock that became available for grant and issuance under the Equity Plan pursuant to its evergreen provision, and an additional 2,904,111 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, 2023.

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” and except to the extent supplemented or amended or superseded by the information set forth herein.

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/A, as amended (File No. 333-232558), filed with the SEC on July 22, 2019).</u>
4.2	<u>Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on April 21, 2023).</u>
4.3	<u>Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A, as amended (File No. 333-232558), filed with the SEC on July 22, 2019).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of Ernst & Young LLP.</u>
23.2*	<u>Consent of BDO USA, LLP.</u>
23.3*	<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 (File No. 333-232558), 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/A, as amended (File No. 333-232558), filed with the SEC on July 22, 2019).</u>
107*	<u>Calculation of Filing Fee Table</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 25, 2023.

DYNATRACE, INC.

By: /s/ Rick McConnell
Rick McConnell
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 Rick McConnell, James Benson and Nicole Fitzpatrick 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

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rick McConnell</u> Rick McConnell	Chief Executive Officer and Director (Principal Executive Officer)	May 25, 2023
<u>/s/ James Benson</u> James Benson	Chief Financial Officer and Treasurer (Principal Financial Officer)	May 25, 2023
<u>/s/ Alicia Allen</u> Alicia Allen	Chief Accounting Officer (Principal Accounting Officer)	May 25, 2023
<u>/s/ Jill Ward</u> Jill Ward	Director, Board Chair	May 25, 2023
<u>/s/ Seth Boro</u> Seth Boro	Director	May 25, 2023
<u>/s/ Michael Capone</u> Michael Capone	Director	May 25, 2023
<u>/s/ Ambika Kapur</u> Ambika Kapur	Director	May 25, 2023
<u>/s/ Stephen Lifshatz</u> Stephen Lifshatz	Director	May 25, 2023
<u>/s/ Steve Rowland</u> Steve Rowland	Director	May 25, 2023
<u>/s/ Kenneth Virnig</u> Kenneth Virnig	Director	May 25, 2023
<u>/s/ Kirsten Wolberg</u> Kirsten Wolberg	Director	May 25, 2023

indicated.

Calculation of Filing Fee Table

Form S-8
(Form Type)

Dynatrace, Inc.
(Exact Name of Registrant as Specified in its Charter)
Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	11,616,444 ⁽²⁾	\$49.6300 ⁽³⁾	\$576,524,115.72	\$0.00011020	\$63,532.96
Equity	Common Stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	2,904,111 ⁽⁴⁾	\$42.1855 ⁽⁵⁾	\$122,511,374.59	\$0.00011020	\$13,500.75
Total Offering Amounts					\$699,035,490.31		\$77,033.71
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$77,033.71

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock, par value \$0.001 per share ("Common Stock"), of Dynatrace, Inc. (the "Registrant") which become issuable under the 2019 Equity Incentive Plan, as amended (the "Equity Plan"), and the 2019 Employee Stock Purchase Plan (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 the Registrant's 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.
- (2) Represents an automatic increase on April 1, 2023 to the number of shares of Common Stock available for issuance under the Equity Plan, in accordance with the automatic annual increase provision of the Equity Plan.
- (3) 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 \$49.6300, the average of the high and low prices of the Registrant's Common Stock as reported on the New York Stock Exchange on May 23, 2023.
- (4) Represents an automatic increase on April 1, 2023 to the number of shares Common Stock available for issuance under the ESPP, in accordance with the automatic annual increase provision of the ESPP.
- (5) The price of \$42.1855 per share, which is 85% of the average of the high and low prices of the Common Stock of the Registrant as reported on the New York Stock Exchange on May 23, 2023, 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.



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

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May 25, 2023

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 14,520,555 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, as amended, 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 opinion 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 non-assessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

Dynatrace, Inc.

May 25, 2023

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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

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2019 Equity Incentive Plan (as amended) and the 2019 Employee Stock Purchase Plan of Dynatrace, Inc. of our reports dated May 25, 2023, with respect to the consolidated financial statements of Dynatrace, Inc., and the effectiveness of internal control over financial reporting of Dynatrace, Inc. included in its Annual Report (Form 10-K), for the year ended March 31, 2023.

/s/ Ernst & Young LLP

Detroit, Michigan

May 25, 2023

Consent of Independent Registered Public Accounting Firm

Dynatrace, Inc.
Waltham, Massachusetts

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated May 26, 2022, relating to the consolidated financial statements of Dynatrace, Inc. (the "Company") appearing in the Company's Annual Report on Form 10-K for the year ended March 31, 2023.

/s/ BDO USA, LLP
Troy, Michigan
May 25, 2023