

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): August 23, 2023

**DYNATRACE, INC.**

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-39010 (Commission File Number)	47-2386428 (I.R.S. Employer Identification No.)
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1601 Trapelo Road, Suite 116 Waltham, Massachusetts (Address of principal executive offices)	02451 (Zip Code)
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(781) 530-1000  
Registrant's telephone number, including area code

Not Applicable  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	DT	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On August 23, 2023, Dynatrace, Inc. (the "Company") held its annual meeting of stockholders (the "Annual Meeting") to consider and vote on the three proposals set forth below, each of which is described in greater detail in the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on July 12, 2023 (the "Proxy Statement"). The final voting results are set forth below.

**Proposal 1 – Election of Directors**

The stockholders elected each of the three persons named below to serve as a Class I director of the Company's Board of Directors for a three-year term that expires at the Company's annual meeting of stockholders in 2026 and until their successor has been duly elected and qualified, subject to their earlier resignation or removal. The results of such vote were as follows:

<u>Director Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Rick McConnell	214,674,179	47,706,927	11,524,244
Michael Capone	202,658,497	59,722,609	11,524,244
Stephen Lifshatz	202,401,003	59,980,103	11,524,244

**Proposal 2 – Ratification of Appointment of Independent Registered Public Accounting Firm**

The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2024. The results of such vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
267,045,393	6,032,037	827,920	0

**Proposal 3 – Non-Binding Advisory Vote To Approve the Compensation of Named Executive Officers**

The stockholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers, as disclosed in the Proxy Statement. The results of such vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
248,109,432	13,376,462	895,212	11,524,244

No other matters were brought before the Annual Meeting and no other votes were held.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 25, 2023

**DYNATRACE, INC.**

By: /s/ Nicole Fitzpatrick  
Name: Nicole Fitzpatrick  
Title: Senior Vice President, General Counsel & Secretary