

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, 2024

DYNATRACE, INC.

(Exact name of Registrant as specified in its charter)

Delaware	001-39010	47-2386428
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1601 Trapelo Road, Suite 116	
Waltham, Massachusetts	02451
(Address of principal executive offices)	(Zip Code)

(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As further described in Item 5.07 below, at the annual meeting of stockholders (the "Annual Meeting") of Dynatrace, Inc. (the "Company") held on August 23, 2024, upon the recommendation of the Board of Directors of the Company (the "Board"), the Company's stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Amendment") to limit the liability of certain officers of the Company in certain circumstances as permitted pursuant to amendments to Delaware law.

On August 23, 2024, the Company filed the Certificate of Amendment with the Secretary of State of the State of Delaware and the Certificate of Amendment became effective upon filing.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed hereto as Exhibit 3.1 and incorporated herein by reference.

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

On August 23, 2024, the Company held the Annual Meeting to consider and vote on the four 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 9, 2024 (the "Proxy Statement"). The final voting results are set forth below.

**Proposal 1 – Election of Directors**

The stockholders elected each of the two persons named below to serve as a Class II director of the Board for a three-year term that expires at the Company's annual meeting of stockholders in 2027 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:

<b><u>Director Name</u></b>	<b><u>Votes For</u></b>	<b><u>Votes Withheld</u></b>	<b><u>Broker Non-Votes</u></b>
Jill Ward	172,403,500	79,398,863	16,355,912
Kirsten O. Wolberg	182,664,743	69,137,620	16,355,912

**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, 2025. The results of such vote were as follows:

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
258,723,413	9,061,447	373,415	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:

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
235,341,627	15,554,593	906,143	16,355,912

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**Proposal 4 - Approval of the Certificate of Amendment to limit the liability of certain officers of the Company in certain circumstances as permitted pursuant to amendments to the Delaware General Corporation Law**

The stockholders approved the Certificate of Amendment to limit the liability of certain officers of the Company in certain circumstances as permitted pursuant to amendments to Delaware law. The results of such vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
226,896,391	24,644,497	261,475	16,355,912

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

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation dated August 23, 2024</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

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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 26, 2024

**DYNATRACE, INC.**

By: /s/ Nicole Fitzpatrick  
Name: Nicole Fitzpatrick  
Title: Executive Vice President, Chief Legal Officer & Secretary

**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
DYNATRACE, INC.**

(Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware)

Dynatrace, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Corporation was originally incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The date of the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was July 31, 2019. The Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware was executed as of August 5, 2019 (the "Charter"). Pursuant to Section 242 of the DGCL, this Certificate of Amendment (this "Amendment") amends certain provisions of the Charter.

2. This Amendment has been approved and duly adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL.

3. The Charter is hereby amended by adding a new Article XIII to read in its entirety as follows:

"ARTICLE XIII

LIMITATION OF OFFICER LIABILITY

To the fullest extent permitted by the DGCL, an Officer (as defined below) of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as an officer of the Corporation, except for liability (a) for any breach of the Officer's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for any transaction from which the Officer derived an improper personal benefit; or (d) arising from any claim brought by or in the right of the Corporation. If the DGCL is amended after the effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of Officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. For purposes of this ARTICLE XIII, "Officer" shall mean an individual who has been duly appointed as an officer of the Corporation and who, at the time of an act or omission as to which liability is asserted, is deemed to have consented to service of process to the registered agent of the Corporation as contemplated by 10 Del. C. § 3114(b).

Any amendment, repeal or modification of this ARTICLE XIII by either (i) the stockholders of the Corporation; or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as an Officer at the time of such amendment, repeal or modification."

4. All other provisions of the Charter shall remain in full force and effect.

IN WITNESS WHEREOF, this Certificate of Amendment to the Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this Corporation on this 23<sup>rd</sup> day of August, 2024.

DYNATRACE, INC.

By: /s/ Nicole Fitzpatrick

Name: Nicole Fitzpatrick

Title: Executive Vice President, Chief Legal Officer & Secretary