

**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): September 3, 2024

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.

Item 5.02. Departure of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 3, 2024, upon the recommendation of the Nominating and Corporate Governance Committee of Dynatrace, Inc. (the "Company"), the Board of Directors (the "Board") unanimously appointed Lisa Campbell as a Class III director, effective on September 4, 2024. Simultaneously with Ms. Campbell's appointment, the Board increased its size from seven to eight directors. The term of the Company's Class III directors, including Ms. Campbell, expires at the Company's annual meeting of stockholders to be held in 2025 or upon the election and qualification of successor directors or until their earlier resignation, death, or removal. Ms. Campbell has also been appointed to the Cybersecurity Committee of the Board, effective on September 4, 2024.

There are no family relationships between Ms. Campbell and any of the directors or executive officers of the Company, and there are no transactions in which Ms. Campbell has a direct or indirect material interest requiring disclosure under Item 404(a) of Regulation S-K. There is no arrangement or understanding between Ms. Campbell and any other person pursuant to which Ms. Campbell was selected as a director of the Company.

Ms. Campbell's compensation will be consistent with that provided to all of the Company's non-employee directors pursuant to the Company's Non-Employee Director Compensation Policy, a copy of which is included as Exhibit 10.8 to the Company's Annual Report on Form 10-K for the year ended March 31, 2024. In addition, the Company will enter into an indemnification agreement with Ms. Campbell in connection with her appointment to the Board, in substantially the same form as that entered into with the Company's other directors.

Item 7.01. Regulation FD Disclosure.

On September 4, 2024, the Company issued a press release announcing the appointment of Ms. Campbell to the Board, effective on September 4, 2024. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated herein by reference.

The information set forth in this Item 7.01 and in the press release attached hereto as Exhibit 99.1 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued by Dynatrace, Inc. dated September 4, 2024
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

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: September 4, 2024

DYNATRACE, INC.

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



Marketing Executive Lisa Campbell Appointed to the Dynatrace Board of Directors

WALTHAM, Mass., September 4, 2024 – Dynatrace (NYSE: DT), the leader in end-to-end observability and security, today announced the appointment of Lisa Campbell to its Board of Directors effective September 4, 2024. Campbell brings to the Board over 25 years of experience in leading business and marketing strategy, digital transformation, and revenue growth for global software companies.

"We are thrilled to have Lisa join the Dynatrace Board," said Rick McConnell, Dynatrace CEO and a member of the Board of Directors. "Lisa's extensive SaaS experience will be a great addition to our distinguished Board as we deliver end-to-end observability analytics, AI, and automation to enable business transformation of the world's most successful companies."

Campbell most recently served as Chief Marketing Officer of OneTrust. Prior to OneTrust, she spent 18 years at Autodesk in various executive roles, including most recently as Chief Marketing Officer and Executive Vice President of Business Strategy and Marketing. Campbell serves as an independent director of Dropbox and Quickbase and holds an M.B.A. from Babson College and a B.A. in Mathematics and Computer Science from Boston College.

"I am thrilled to be joining the Dynatrace Board at such an exciting time in the company's history," said Campbell. "As Dynatrace continues to innovate to deliver a world where software works perfectly, my experience in marketing, strategy, and digital transformation gives me a unique perspective to help contribute to Dynatrace's future growth and success."

About Dynatrace

Dynatrace exists to make the world's software work perfectly. Our end-to-end platform combines broad and deep observability and continuous runtime application security with the most advanced AIOps to provide answers and intelligent automation from data at an enormous scale. This enables innovators to modernize and automate cloud operations, deliver software faster and more securely, and ensure flawless digital experiences. That's why the world's largest organizations trust the Dynatrace® platform to accelerate digital transformation.

Cautionary Language Concerning Forward-Looking Statements

This press release includes certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including Rick McConnell's and Lisa Campbell's respective remarks. These forward-looking statements include all statements that are not historical facts and statements identified by words such as "will," "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and words of similar meaning. These forward-looking statements reflect our current views about our plans, intentions, expectations, strategies, and prospects, which are based on the information currently available to us and on assumptions we have made. Actual results may differ materially from those described in the forward-looking statements and will be affected by a variety of risks and factors that are beyond our control, including risks set forth under the caption "Risk Factors" in our Quarterly Report on Form 10-Q filed on August 7, 2024 and our other SEC filings. We assume no obligation to update any forward-looking statements contained in this document as a result of new information, future events or otherwise.

Contacts

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