

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <u>Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	06/05/2025		M ⁽¹⁾		13,523	A	(1)	86,456	D	
Common Stock	06/05/2025		F ⁽²⁾		6,867	D	\$54.94	79,589	D	
Common Stock	06/05/2025		M ⁽¹⁾		12,607	A	(1)	92,196	D	
Common Stock	06/05/2025		F ⁽²⁾		6,402	D	\$54.94	85,794	D	
Common Stock	06/05/2025		M ⁽¹⁾		58,373	A	(1)	144,167	D	
Common Stock	06/05/2025		F ⁽²⁾		29,642	D	\$54.94	114,525	D	
Common Stock	06/05/2025		M ⁽¹⁾		14,393	A	(1)	128,918	D	
Common Stock	06/05/2025		F ⁽²⁾		7,309	D	\$54.94	121,609	D	
Common Stock	06/05/2025		M ⁽¹⁾		17,146	A	(1)	138,755	D	
Common Stock	06/05/2025		F ⁽²⁾		8,707	D	\$54.94	130,048	D	
Common Stock	06/05/2025		M ⁽¹⁾		45,532	A	(1)	175,580	D	
Common Stock	06/05/2025		F ⁽²⁾		23,122	D	\$54.94	152,458	D	
Common Stock	06/05/2025		M ⁽¹⁾		32,405	A	(1)	184,863	D	
Common Stock	06/05/2025		F ⁽²⁾		16,456	D	\$54.94	168,407	D	
Common Stock								500	I	See Footnote ⁽³⁾

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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	06/05/2025		A		161,765		(4)	(1)	Common Stock	161,765	\$0	161,765	D	
Restricted Stock Units	(1)	06/05/2025		M			13,523	(5)	(1)	Common Stock	13,523	\$0	0	D	
Restricted Stock Units	(1)	06/05/2025		M			12,607	(6)	(1)	Common Stock	12,607	\$0	50,430	D	
Restricted Stock Units	(1)	06/05/2025		M			58,373	(7)	(1)	Common Stock	58,373	\$0	118,514	D	

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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Restricted Stock Units (Financial)	(I)	06/05/2025		M			14,393	(8)	(I)	Common Stock	14,393	\$0	0	D	
Performance Restricted Stock Units (Financial)	(I)	06/05/2025		M			17,146	(9)	(I)	Common Stock	17,146	\$0	68,583	D	
Performance Restricted Stock Units (Financial)	(I)	06/05/2025		M			45,532	(10)	(I)	Common Stock	45,532	\$0	92,439	D	
Performance Restricted Stock Units (rTSR)	(I)	06/05/2025		M			32,405	(11)	(I)	Common Stock	32,405	\$0	0	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock. The restricted stock units do not expire. They either vest or are cancelled prior to the vesting date.
- Shares withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations upon the vesting of restricted stock units.
- 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.
- Represents the grant of time-based restricted stock units ("RSUs"): 33% of these RSUs will vest on June 5, 2026 and the balance of the RSUs will vest in equal quarterly installments thereafter until fully vested on June 5, 2028, subject to the Reporting Person's continued employment on the applicable vesting dates.
- Represents the vesting of RSUs granted on June 5, 2022. 33% of the RSUs granted vested on June 5, 2023 and the balance of the RSUs vested in equal quarterly installments thereafter until fully vested on June 5, 2025.
- Represents the vesting of RSUs granted on June 5, 2023. 33% of the RSUs granted vested on June 5, 2024 and the balance of the RSUs vest in equal quarterly installments thereafter until fully vested on June 5, 2026, subject to the Reporting Person's continued employment on the applicable vesting dates.
- Represents the vesting of RSUs granted on June 5, 2024. 33% of the RSUs granted vested on June 5, 2025 and the balance of the RSUs vest in equal quarterly installments thereafter until fully vested on June 5, 2027, subject to the Reporting Person's continued employment on the applicable vesting dates.
- Represents the vesting of restricted stock units based on financial performance ("Financial PSUs") granted on June 5, 2022 and earned following certification by the Compensation Committee of the Board of Directors of the Issuer (the "Compensation Committee") of certain financial performance results for the Issuer's fiscal year 2023 that started on April 1, 2022 and ended on March 31, 2023. 33% of the Financial RSUs granted vested on June 5, 2023 and the balance of the RSUs vested in equal quarterly installments thereafter until fully vested on June 5, 2025.
- Represents the vesting of Financial PSUs granted on June 5, 2023 and earned following certification by the Compensation Committee of certain financial performance results for the Issuer's fiscal year 2024 that started on April 1, 2023 and ended on March 31, 2024. 33% of the Financial RSUs granted vested on June 5, 2024 and the balance of the RSUs vest in equal quarterly installments thereafter until fully vested on June 5, 2026, subject to the Reporting Person's continued employment on the applicable vesting dates.
- Represents the vesting of 33% of the Financial PSUs granted on June 5, 2024 and earned following certification by the Compensation Committee of certain financial performance results for the Issuer's fiscal year 2025 that started on April 1, 2024 and ended on March 31, 2025. The balance of Financial RSUs granted on June 5, 2024 vest in equal quarterly installments thereafter until fully vested on June 5, 2027, subject to the Reporting Person's continued employment on the applicable vesting dates.
- Represents the vesting of restricted stock units based on relative total stockholder return granted on June 5, 2024 and earned following certification by the Compensation Committee of certain performance conditions related to relative total stockholder return for the one year performance period that started on April 1, 2024 and ended on March 31, 2025.

Remarks:

/s/ Marc Gold, by power of attorney

** Signature of Reporting Person

06/09/2025

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.

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