

FORM 4

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

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

(Print or Type Responses)

| | | | | | |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person Burns Kevin C | | 2. Issuer Name and Ticker or Trading Symbol Dynatrace, Inc. [DT] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO and Treasurer | |
| (Last) (First) (Middle) C/O DYNATRACE, INC., 1601 TRAPELO ROAD, SUITE 116 | | 3. Date of Earliest Transaction (Month/Day/Year) 06/28/2021 | | | |
| (Street) WALTHAM, MA 02451 | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | 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 | 06/28/2021 | | M ⁽¹⁾ | | 129,500 | A | \$ 16 | 232,108 | D | |
| Common Stock | 06/28/2021 | | S ⁽¹⁾ | | 129,500 | D | \$ 60.0821 ⁽²⁾ | 102,608 | D | |
| Common Stock | 06/28/2021 | | M ⁽¹⁾ | | 29,551 | A | \$ 33.03 | 132,159 | D | |
| Common Stock | 06/28/2021 | | S ⁽¹⁾ | | 29,551 | D | \$ 60.0821 ⁽²⁾ | 102,608 | D | |
| Common Stock | | | | | | | | 10,000 | I | See Footnote ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: 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 | | | | | | |
| Stock Option (Right to Buy) | \$ 16.00 | 06/28/2021 | | M ⁽¹⁾ | | | | 129,500 | ⁽⁴⁾ | 07/31/2029 | Common Stock | 129,500.00 | \$ 0 | 166,500 | D | | |
| Stock Option (Right to Buy) | \$ 33.03 | 06/28/2021 | | M ⁽¹⁾ | | | | 29,551 | ⁽⁵⁾ | 05/15/2030 | Common Stock | 29,551.00 | \$ 0 | 88,649 | D | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burns Kevin C C/O DYNATRACE, INC. 1601 TRAPELO ROAD, SUITE 116 WALTHAM, MA 02451 | | | CFO and Treasurer | |

Signatures

| | | |
|--|--|------------|
| /s/ Craig Newfield, by power of attorney | | 06/28/2021 |
| **Signature of Reporting Person | | Date |

Explanation of Responses:

* 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).

(1) This exercise and sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 11, 2021.

The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.65, inclusive. The reporting person

(2) undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

Shares held by the Kevin C. Burns Irrevocable GST Trust of 2018. Judith Burns is the trustee of the Kevin C. Burns Irrevocable GST Trust of 2018. The Reporting Person may be deemed to

(3) have shared voting and investment power with respect to the shares held by such trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(4) Stock options granted on July 31, 2019, 25% of which vested on August 15, 2020, with the remainder vesting in 12 equal quarterly installments thereafter.

(5) Stock options granted on May 15, 2020, 25% of which vested on May 15, 2021, with the remainder vesting in 12 equal quarterly installments thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.