SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

1. Name and Address of Reporting Person *

Burns Kevin C

(Last) (First) (Middle)

C/O DYNATRACE, INC.

1601 TRAPELO ROAD, SUITE 116

(Street)

WALTHAM MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Dynatrace, Inc. [DT]

3. Date of Earliest Transaction (Month/Day/Year)

05/16/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director — 10% Owner

X Officer (give title below) — Other (specify below)

CFO and Treasurer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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	05/16/2022		S(1)		4,233	D	$34.2635(2)	76,863	D	
Common Stock	05/16/2022		A(3)		40,652	A	$0	117,515	D	
Common Stock	05/16/2022		A(4)		31,639	A	$0	149,154	D	
Common Stock	05/17/2022		S(5)		17,464	D	$34.01	131,690	D	
Common Stock								10,000	I	See Footnote(6)

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				

Explanation of Responses:

1. Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of RSUs.

2. The price reported in Column 4 represents a weighted average price. The shares were sold in multiple transactions at prices ranging from $34.2585 to $34.2712, inclusive. The reporting person 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.

3. Represents shares earned under the Performance Stock Units ("PSUs") granted on May 15, 2021, upon certification of performance results by the Compensation Committee based on the achievements of certain operational metrics for the year ended March 31, 2022. The PSUs were awarded under the Company's 2019 Equity Incentive Plan, 25% of the earned PSUs vested on May 16, 2022 and the remaining 75% will vest in equal quarterly installments over the subsequent three years, subject to continued employment.

4. Represents shares earned upon the vesting and settlement of one third of PSUs granted on May 15, 2021, upon certification of performance results by the Compensation Committee based on the achievements of certain operational metrics for the year ended March 31, 2022. These PSUs were awarded under the Company's 2019 Equity Incentive Plan and the remaining PSUs will vest in two equal yearly installments, subject to the achievements of pre-established metrics for each fiscal year ending March 31, 2023 and March 31, 2024.

5. Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of PSUs.

6. 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 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.

Remarks:

/s/ Craig Newfield, by power of attorney — 05/18/2022

** Signature of Reporting Person — 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.

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 Number.