SEC Form 4

FORM 4

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person[*] PADGETT BARRY L. (Last) (First) (Middle) C/O FRESHWORKS INC. 2950 S DELAWARE STREET, SUITE 201 (Street) SAN MATEO CA 94403 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol Freshworks Inc. [FRSH] 3. Date of Earliest Transaction (Month/Day/Year) 12/28/2022 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title below) Other (specify below) 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			
Class A Common Stock	12/30/2022		C		6,566	A	$0.00	22,994	D	
Class A Common Stock	12/30/2022		S[(1)]		6,566	D	$14.47[(2)]	16,428	D	

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	[(3)]	12/28/2022		M			7,820	[(4)]	03/02/2030	Class B Common Stock	7,820	$0.00	109,370	D	
Restricted Stock Units	[(3)]	12/28/2022		M			1,560	[(5)]	08/04/2031	Class B Common Stock	1,560	$0.00	50,000	D	
Class B Common Stock	[(6)]	12/28/2022		M		9,380		[(6)]	[(6)]	Class A Common Stock	9,380	$0.00	26,255	D	
Class B Common Stock	[(6)]	12/30/2022		C			6,566	[(6)]	[(6)]	Class A Common Stock	6,566	$0.00	19,689	D	

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $14.27 to $14.71 per share, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separated price within the range set forth in this footnote.

3. Each Restricted Stock Unit represents a contingent right to receive one share of Class B Common Stock.

4. The shares of Class B Common Stock are to be acquired upon the vesting of a Restricted Stock Unit (RSU) award granted to the Reporting Person. The RSU shall vest as follows: 1/48th of the shares subject to the RSU will vest in equal monthly installments over 48 months following February 28, 2020, subject to the Reporting Person continuing to be a Service Provider (as defined in the Issuer's 2011 Stock Plan) and the occurrence of either (1) an IPO or (2) a Sale Event (each as defined in the Issuer's 2011 Stock Plan), in each case, within 10 years following the grant date.

5. The shares of Class B Common Stock are to be acquired upon the vesting of a RSU award granted to the Reporting Person. The RSU shall vest as follows: 1/48th of the shares subject to the RSU will vest in equal monthly installments over 48 months following August 28, 2021, subject to the Reporting Person continuing to be a Service Provider (as defined in the Issuer's 2011 Stock Plan) and the occurrence of either (1) an IPO or (2) a Sale Event (each as defined in the Issuer's 2011 Stock Plan), in each case, within 10 years following the grant date.

6. Each share of Class B Common Stock held by the Reporting Person will automatically convert into one share of Class A Common Stock upon the sale or transfer of such share of Class B Common Stock, subject to certain exceptions, and in certain other circumstances described in the Issuer's amended and restated certificate of incorporation. Each share of Class B Common Stock will also be convertible at any time at the option of the Reporting Person into one share of Class A Common Stock, and has no expiration date.

Remarks:

/s/ Pamela Sergeeff, Attorney-in-fact   12/30/2022

** Signature of Reporting Person   Date