SEC F	Form 4
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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB I

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

Section obligat	this box if no lo n 16. Form 4 or ions may contir tion 1(b).		STAT		pursuar	nt to Secti	ion 16(a)	of the Se	ecuriti	NEFICIA ies Exchange mpany Act of	e Act of 19		ΗP	Estim	Number ated aver per res	erage burden	0.5
1. Name and Address of Reporting Person <sup>*</sup> Gottfried Randy					2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Freshworks Inc.</u> [FRSH ]							elationship of ck all applica Director	able)	g Perso	on(s) to Issu 10% Ow		
(Last) (First) (Middle) C/O FRESHWORKS INC.					3. Date of Earliest Transaction (Month/Day/Year) 04/09/2022							Officer ( below)	give title		Other (s below)	pecify	
2950 S DELAWARE STREET, SUITE 201					4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) SAN MA	ATEO C	A	94403							) )	X Form filed by One Reporting Person Form filed by More than One Reporting Person				ing		
(City)	(S	itate)	(Zip)														
		Та	ble I - Non	-Deriva	tive S	ecuriti	es Aco	juired,	Dis	posed of	, or Ben	eficially	Owned				
Date				2. Transad Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		l (A) or . 3, 4 and 5	5. Amount Securities Beneficial Owned Fo Reported	s Form Ily (D) or ollowing (I) (In:		Direct Indirect Estr. 4)	. Nature of ndirect Beneficial Ownership Instr. 4)
								Code	v	Amount	(A) or (D)	Price	Transactio (Instr. 3 ar	on(s)			insu. 4)
			Table II - I (							osed of, o convertib			Dwned				
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)	Cod	saction e (Instr.	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 Amour 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)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Cod	e V	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)			
Restricted Stock Units	(1)	04/09/2022		М			56,250	(2)		11/01/2028	Class B Common Stock	56,250	\$0.00	56,2	50	D	

Explanation of Responses:

(3)

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

2. 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: 1/4th of the shares subject to the RSU vest on the first anniversary of October 9, 2018, and the remaining shares will vest in equal installments every six months thereafter over 36 months, 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.

(3)

3. 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:** 

Class B

Commo

Stock

/s/ Pamela Sergeeff, Attorney-04/12/2022 in-fact

\*\* Signature of Reporting Person Date

56,250

\$0.00

191,250

D

Class A

Commo Stock

(3)

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).

04/09/2022

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Μ

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.

56.250

FORM 4