

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).

<b>1. Name and Address of Reporting Person*</b> <u>Mathrubootham Rathnagirish</u>  (Last) (First) (Middle) <u>C/O FRESHWORKS INC.</u> <u>2950 S DELAWARE STREET, SUITE 201</u>  (Street) <u>SAN MATEO CA 94403</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Freshworks Inc. [ FRSH ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (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>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/01/2024</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**Rule 10b5-1(c) Transaction Indication**

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

**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	02/01/2024		C		73,782	A	\$0.00	73,782	D	
Class A Common Stock	02/01/2024		F		73,782 <sup>(1)</sup>	D	\$22.76	0	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
Restricted Stock Units	(2)	02/01/2024		M			187,500	(3)	09/11/2031	Class B Common Stock	187,500	\$0.00	1,312,500	D	
Class B Common Stock	(4)	02/01/2024		M		187,500		(4)	(4)	Class A Common Stock	187,500	\$0.00	13,299,856	D	
Class B Common Stock	(4)	02/01/2024		C		73,782		(4)	(4)	Class A Common Stock	73,782	\$0.00	13,226,074	D	

**Explanation of Responses:**

- Represents the number of shares withheld by the Issuer to satisfy the tax withholding obligation in connection with the settlement of Restricted Stock Units.
- Each Restricted Stock Unit represents a contingent right to receive one share of Class B Common Stock.
- The shares of Class B Common Stock are to be acquired upon the vesting of a Restricted Stock Unit award granted to the Reporting Person. The Restricted Stock Units shall vest as follows: 1/16th of the shares subject to the restricted stock unit vest in equal three month installments over 48 months, commencing November 1, 2021, subject to the Reporting Person continuing to be a Service Provider (as defined in the Issuer's 2011 Stock Plan).
- 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 02/02/2024

\*\* 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.