

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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* <u>CapitalG 2014 LP</u> <hr/> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u> <hr/> (Street) <u>MOUNTAIN VIEW CA 94043</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/21/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Freshworks Inc. [FRSH]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	58,780	(1)	I	See footnotes ⁽³⁾⁽⁴⁾
Series D Preferred Stock	(5)	(5)	Class B Common Stock ⁽²⁾	6,388,060	(5)	I	See footnotes ⁽³⁾⁽⁶⁾
Series E Preferred Stock	(7)	(7)	Class B Common Stock ⁽²⁾	6,210,150	(7)	I	See footnotes ⁽³⁾⁽⁴⁾
Series G Preferred Stock	(8)	(8)	Class B Common Stock ⁽²⁾	1,098,180	(8)	I	See footnotes ⁽³⁾⁽⁹⁾
Series H Preferred Stock	(10)	(10)	Class B Common Stock ⁽²⁾	3,758,740	(10)	I	See footnotes ⁽³⁾⁽¹¹⁾
Class B Common Stock	(2)	(2)	Class A Common Stock	1,029,870	(2)	I	See footnotes ⁽³⁾⁽⁶⁾
Class B Common Stock	(2)	(2)	Class A Common Stock	1,310,340	(2)	I	See footnotes ⁽³⁾⁽⁴⁾
Class B Common Stock	(2)	(2)	Class A Common Stock	898,500	(2)	I	See footnotes ⁽³⁾⁽⁹⁾

1. Name and Address of Reporting Person* <u>CapitalG 2014 LP</u> <hr/> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u> <hr/> (Street) <u>MOUNTAIN VIEW CA 94043</u> <hr/> (City) (State) (Zip)		
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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CapitalG 2013 LP](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN
VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CapitalG II LP](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN
VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CapitalG LP](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN
VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CapitalG 2014 GP LLC](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN
VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CapitalG GP LLC](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN
VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

CapitalG II GP LLC

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Alphabet Holdings LLC

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Alphabet Inc.

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

CapitalG 2013 GP LLC

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(City) (State) (Zip)

Explanation of Responses:

1. All shares of Series A Preferred Stock, par value \$0.00001 per share, have no expiration date and will automatically convert into the Issuer's Class B Common Stock on a 1-for-1 basis immediately upon the closing of the Issuer's initial public offering.
2. 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.
3. Each of CapitalG 2014 LP, CapitalG 2013 LP, CapitalG II LP, CapitalG LP, CapitalG 2014 GP LLC, CapitalG 2013 GP LLC, CapitalG GP LLC, CapitalG II GP LLC, Alphabet Holdings LLC, XXVI Holdings Inc. and Alphabet Inc. disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
4. Shares held by CapitalG 2014 LP, CapitalG 2014 GP LLC, the general partner of CapitalG 2014 LP, Alphabet Holdings LLC, the managing member of CapitalG 2014 GP LLC, XXVI Holdings Inc., the managing member of Alphabet Holdings LLC, and Alphabet Inc., the controlling stockholder of XXVI Holdings Inc., may each be deemed to have sole voting and dispositive power with respect to the shares held directly by CapitalG 2014 LP.
5. All shares of Series D Preferred Stock, par value \$0.00001 per share, have no expiration date and will automatically convert into the Issuer's Class B Common Stock on a 1-for-1 basis immediately upon the closing of the Issuer's initial public offering.
6. Shares held by CapitalG 2013 LP, CapitalG 2013 GP LLC, the general partner of CapitalG 2013 LP, Alphabet Holdings LLC, the managing member of CapitalG 2013 GP LLC, XXVI Holdings Inc., the managing member of Alphabet Holdings LLC, and Alphabet Inc., the controlling stockholder of XXVI Holdings Inc., may each be deemed to have sole voting and dispositive power with respect to the shares held directly by CapitalG 2013 LP.
7. All shares of Series E Preferred Stock, par value \$0.00001 per share, have no expiration date and will automatically convert into the Issuer's Class B Common Stock on a 1-for-1 basis immediately upon the closing of the Issuer's initial public offering.
8. All shares of Series G Preferred Stock, par value \$0.00001 per share, have no expiration date and will automatically convert into the Issuer's Class B Common Stock on a 1-for-1 basis immediately upon the closing of the Issuer's initial public offering.

POWER OF ATTORNEY

Know all by these presents, that each of the undersigned hereby constitutes and appoints each of Sarah Solum, Pamela Marcogliese and Daniel Fox, acting individually or jointly, with full power of substitution and resubstitution, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities beneficially owned, directly or indirectly, of Freshworks Inc., a Delaware corporation (the "Company"), forms and documents related specially to Section 13 and Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and documents related specifically to Section 13 and Section 16 of the Exchange Act, complete and execute any amendment or amendments thereto, and timely file such form and documents with the U.S. Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and

(3) take any other lawful action or any type whatsoever in connection with the foregoing which, in the opinion of any such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in any such attorney-in-fact's discretion.

The undersigned here by grants to each such attorney-in-fact with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. All lawful acts done by the attorney-in-fact in this regard shall be deemed to have been done by the undersigned. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Agreement.

This Power of Attorney shall continue in full force and effect until (1) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, (ii) revoked by such attorneys-in-fact in a signed writing delivered to the undersigned or (iii) such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of Freshfields Bruckhaus Deringer US LLP or any of its affiliates. This Power of Attorney hereby revokes any previous Power of Attorney granted by the undersigned with respect to the matters contained herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Power of Attorney to be executed as of this 20th day of September, 2021.

CAPITALG LP

By: CAPITALG GP LLC,
its General Partner

By: /s/ Jeremiah Gordon
Name: Jeremiah Gordon
Title: General Counsel and Secretary

CAPITALG II LP

By: CAPITALG II GP LLC,
its General Partner

By: /s/ Jeremiah Gordon
Name: Jeremiah Gordon
Title: General Counsel and Secretary

CAPITALG 2013 LP

By: CAPITALG 2013 GP LLC,
its General Partner

By: /s/ Jeremiah Gordon

Name: Jeremiah Gordon
Title: General Counsel and Secretary

CAPITAL 2014 LP
By: CAPITALG 2014 GP LLC,
its General Partner

By: /s/ Jeremiah Gordon
Name: Jeremiah Gordon
Title: General Counsel and Secretary

ALPHABET HOLDINGS LLC

By: /s/ Kathryn W. Hall
Name: Kathryn W. Hall
Title: Secretary

CAPITAL GP LLC

By: /s/ Jeremiah Gordon
Name: Jeremiah Gordon
Title: General Counsel and Secretary

CAPITAL II GP LLC

By: /s/ Jeremiah Gordon
Name: Jeremiah Gordon
Title: General Counsel and Secretary

CAPITALG 2013 GP LLC

By: /s/ Jeremiah Gordon
Name: Jeremiah Gordon
Title: General Counsel and Secretary

CAPITALG 2014 GP LLC

By: /s/ Jeremiah Gordon
Name: Jeremiah Gordon
Title: General Counsel and Secretary

ALPHABET INC.

By: /s/ Kathryn W. Hall
Name: Kathryn W. Hall
Title: Assistant Secretary