FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Vashington,	D.C. 20549
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number: 3235-028								
Estimated average burden								
houre per reenonce:								

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

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*  NELSON ZACHARY  (Last) (First) (Middle)  C/O FRESHWORKS INC.  2950 S DELAWARE STREET, SUITE 201  (Street)						2. Issuer Name and Ticker or Trading Symbol Freshworks Inc. [FRSH]  3. Date of Earliest Transaction (Month/Day/Year) 03/01/2023  4. If Amendment, Date of Original Filed (Month/Day/Year)								S. Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner Officer (give title Delow)      6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person				
City)			94403 (Zip)		_	Form filed by More than One Reporting Person												ting
		Tal	ole I - No	on-Der	ivativ	re Se	curitie	es Ac	quired	l, Dis	sposed o	f, or Ber	eficiall	y Owned				
1. Title of Security (Instr. 3)  2. Transa Date (Month/D					tion 2A. Deemed Execution Date,		3. Transaction Code (Instr. 8)  4. Securities Acquired Disposed Of (D) (Instr.			or 5. Amount of		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
										v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Class A Common Stock 03/02/					2/2023	2023		С		8,433	A	\$0.00	23.	23,939		D		
				2/2023	2023		S <sup>(1)</sup>		8,433	D	\$14.64	2) 15.	15,506		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)	tive Conversion Date Executive or Exercise (Month/Day/Year) if any		3A. Deem Execution if any (Month/Da	Date,		ansaction De Se Ac or of		Derivative		Exerc ion Da /Day/Y	ear) Securitie Underlyi		f g Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership tt (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares		Transactio (Instr. 4)	лі(ъ)		
Restricted Stock Units	(3)	03/01/2023			M			9,380	(4)		08/08/2031	Class B Common Stock	9,380	\$0.00	281,25	0	D	
Class B Common Stock	(5)	03/01/2023			M		9,380		(5)		(5)	Class A Common Stock	9,380	\$0.00	46,409	)	D	
Class B Common Stock	(5)	03/02/2023			С			8,433	(5)		(5)	Class A Common Stock	8,433	\$0.00	37,976	5	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 \$14.36 to \$14.90 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 September 1, 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.
- 5. 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, Attorneyin-fact

03/03/2023

\*\* Signature of Reporting Person

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.