

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* GANDHI SAMEER K			2. Issuer Name and Ticker or Trading Symbol Freshworks Inc. [FRSH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/07/2024			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O FRESHWORKS INC. 2950 S DELAWARE STREET, SUITE 201			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN MATEO CA 94403								
(City) (State) (Zip)								

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	11/07/2024		C		2,000,000	A	\$0	2,000,000	I	See footnotes ⁽¹⁾
Class A Common Stock	11/07/2024		J ⁽²⁾		2,000,000	D	\$0	0	I	See footnotes ⁽¹⁾
Class A Common Stock	11/07/2024		C		2,000,000	A	\$0	2,000,000	I	See footnotes ⁽³⁾
Class A Common Stock	11/07/2024		J ⁽⁴⁾		2,000,000	D	\$0	0	I	See footnotes ⁽³⁾
Class A Common Stock	11/07/2024		J ⁽⁵⁾		26,016	A	\$0	375,130	I	See footnotes ⁽⁶⁾
Class A Common Stock	11/07/2024		J ⁽⁵⁾		61,165	A	\$0	405,384	I	See footnotes ⁽⁷⁾
Class A Common Stock								3,112,212	I	See footnotes ⁽⁸⁾
Class A Common Stock								128,846	I	See footnotes ⁽⁹⁾
Class A Common Stock								185,733	I	See footnotes ⁽¹⁰⁾
Class A Common Stock								46,450	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				
Class B Common Stock	(11)	11/07/2024		C		2,000,000		(11)	(11)	Class A Common Stock	2,000,000	\$0	5,050,000	I	See footnotes ⁽¹⁾
Class B Common Stock	(11)	11/07/2024		C		2,000,000		(11)	(11)	Class A Common Stock	2,000,000	\$0	10,250,000	I	See footnotes ⁽³⁾
Class B Common Stock	(11)							(11)	(11)	Class A Common Stock	3,660,560		3,660,560	I	See footnotes ⁽¹²⁾
Class B Common Stock	(11)							(11)	(11)	Class A Common Stock	3,758,740		3,758,740	I	See footnotes ⁽¹³⁾
Class B Common Stock	(11)							(11)	(11)	Class A Common Stock	665,040		665,040	I	See footnotes ⁽¹⁴⁾

Explanation of Responses:

1. Shares held by Accel India III (Mauritius) Ltd. (AIN3M). AIN3M is a wholly owned subsidiary of Accel India III Holdings (Mauritius) Ltd., which is owned by Accel India III L.P. (AIN3) and Accel India III Investors L.L.C. Accel India III GP Associates Ltd. is the general partner of Accel India III Associates L.P., which is the general partner of AIN3. Sameer Gandhi, Joe Milner, Suzanne Gujadhur and Aslam Koomar are the directors of AIN3M and collectively make investment and voting decisions with respect to the shares held by AIN3M.
2. On November 7, 2024, AIN3M distributed, for no consideration, 2,000,000 shares of Class A common stock of the Issuer (the "AIN3M Shares") to its partners and representing each such partner's pro rata interest in such AIN3M Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
3. Shares held by Accel Growth FII (Mauritius) Ltd. (AGF2M). AGF2M is a wholly owned subsidiary of Accel Growth Holdings (Mauritius) Ltd., which is owned by Accel Growth Fund II L.P. (AGF2), Accel Growth Fund II Strategic Partners L.P. (AGF2SP) and Accel Growth Fund Investors 2013 L.L.C. Accel Growth Fund II Associates L.L.C. is the general partner of AGF2 and AGF2SP. Sameer Gandhi, Joe Milner, Suzanne Gujadhur and Aslam Koomar are the directors of AGF2M and collectively make investment and voting decisions with respect to the shares held by AGF2M.
4. On November 7, 2024, AGF2M distributed, for no consideration, 2,000,000 shares of Class A common stock of the Issuer (the "AGF2M Shares") to its partners and representing each such partner's pro rata interest in such AGF2M Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
5. Reflects shares distributed in the distributions reported herein in each case to the limited partners or members of the applicable entity for no consideration, representing each limited partner's or member's pro-rata interest in such shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
6. These shares are held by The Potomac Trust, dated 9/21/2001, of which the Reporting Person is a co-trustee. The Reporting Person disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
7. These shares are held by Potomac Investments L.P. - Fund 1. The Reporting Person disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
8. The shares are held by Accel Leaders 3 L.P. Accel Leaders 3 GP Associates L.L.C. ("AL3A") is the general partner of the general partner of Accel Leaders 3 L.P. The Reporting Person is a director of AL3A. The Reporting Person and AL3A disclaims ownership of all such shares except to the extent that they have a pecuniary interest therein.
9. The shares are held by Accel Leaders 3 Entrepreneurs L.P. AL3A is the general partner of the general partner of Accel Leaders 3 Entrepreneurs L.P. The Reporting Person is a director of AL3A. The Reporting Person and AL3A disclaims ownership of all such shares except to the extent that they have a pecuniary interest therein.
10. The shares are held by Accel Leaders 3 Investors (2020) L.P. AL3A is the general partner of Accel Leaders 3 Investors (2020) L.P. The Reporting Person is a director of AL3A. The Reporting Person and AL3A disclaims ownership of all such shares except to the extent that they have a pecuniary interest therein.
11. 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.
12. Shares held by Accel Leaders Holdings (Mauritius) Ltd. (ALM). ALM is owned by Accel Leaders Fund L.P. (ALF), and Accel Leaders Fund Investors 2016 L.L.C. Accel Leaders Fund Associates L.L.C. is the general partner of ALF. Sameer Gandhi, Joe Milner, Suzanne Gujadhur and Aslam Koomar are the directors of ALM and collectively make investment and voting decisions with respect to the shares held by ALM.
13. Shares held by Accel Leaders II Holdings (Mauritius) Ltd. (AL2M). AL2M is owned by Accel Leaders Fund II L.P. (ALF2), Accel Leaders Fund II Strategic Partners L.P. (ALF2SP) and Accel Leaders Fund II Investors (2019) L.L.C. Accel Leaders Fund II Associates L.L.C. is the general partner of ALF2 and ALF2SP. Sameer Gandhi, Joe Milner, Suzanne Gujadhur and Aslam Koomar are the directors of AL2M and collectively make investment and voting decisions with respect to the shares held by AL2M.
14. Shares held by Accel India IV (Mauritius) Ltd. (AIN4M). AIN4M is a wholly owned subsidiary of Accel India Holdings IV (Mauritius) Ltd., which is owned by Accel India IV L.P. (AIN4) and Accel India IV Investors L.L.C. Accel India IV GP Associates Ltd. is the general partner of Accel India IV Associates L.P., which is the general partner of AIN4. Sameer Gandhi, Joe Milner, Suzanne Gujadhur and Aslam Koomar are the directors of AIN4M and collectively make investment and voting decisions with respect to the shares held by AIN4M.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Pamela Sergeeff, Attorney-in-Fact 11/12/2024

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Tyler Sloat, Pamela Sergeeff, Desiree Ang, Robert Ellis, Ruta Shah, Daniel Haynes, Brian Youn, Albert Gelin, Sepideh Mousakhani, and Calise Cheng, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of Freshworks Inc. (the "**Company**"), Forms 3, 4 and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and the rules thereunder and a Form ID, Uniform Application for Access Codes to File on EDGAR;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to execute such Forms 3, 4 or 5 or Form ID (including any amendments thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by 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 such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or 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. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or Cooley LLP.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of October 23, 2024.

By: /s/ Sameer Gandhi
Name: Sameer Gandhi