

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>Accel Growth FII (Mauritius) Ltd.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Freshworks Inc. [ FRSH ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/24/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
500 UNIVERSITY AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>PALO ALTO CA 94301</u>								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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				
Series A Preferred Stock	(1)	09/24/2021		C			78,280	(1)	(1)	Class B Common Stock	78,280	\$0.00	0	D <sup>(2)(3)</sup>	
Series A Preferred Stock	(1)	09/24/2021		C			12,736,350	(1)	(1)	Class B Common Stock	12,736,350	\$0.00	0	I	See footnotes <sup>(2)(4)</sup>
Series B Preferred Stock	(1)	09/24/2021		C			9,932,610	(1)	(1)	Class B Common Stock	9,932,610	\$0.00	0	I	See footnotes <sup>(2)(4)</sup>
Series C Preferred Stock	(1)	09/24/2021		C			6,344,560	(1)	(1)	Class B Common Stock	6,344,560	\$0.00	0	I	See footnotes <sup>(2)(4)</sup>
Series D Preferred Stock	(1)	09/24/2021		C			4,258,710	(1)	(1)	Class B Common Stock	4,258,710	\$0.00	0	D <sup>(2)(3)</sup>	
Series D Preferred Stock	(1)	09/24/2021		C			2,306,400	(1)	(1)	Class B Common Stock	2,306,400	\$0.00	0	I	See footnotes <sup>(2)(4)</sup>
Series E Preferred Stock	(1)	09/24/2021		C			5,677,850	(1)	(1)	Class B Common Stock	5,677,850	\$0.00	0	D <sup>(2)(3)</sup>	
Series F Preferred Stock	(1)	09/24/2021		C			3,562,740	(1)	(1)	Class B Common Stock	3,562,740	\$0.00	0	D <sup>(2)(3)</sup>	
Series G Preferred Stock	(1)	09/24/2021		C			2,013,320	(1)	(1)	Class B Common Stock	2,013,320	\$0.00	0	D <sup>(2)(3)</sup>	
Series G Preferred Stock	(1)	09/24/2021		C			2,013,310	(1)	(1)	Class B Common Stock	2,013,310	\$0.00	0	I	See footnotes <sup>(2)(5)</sup>
Series H Preferred Stock	(1)	09/24/2021		C			3,758,740	(1)	(1)	Class B Common Stock	3,758,740	\$0.00	0	I	See footnotes <sup>(2)(6)</sup>
Class B Common Stock	(7)	09/24/2021		C			15,590,900	(7)	(7)	Class A Common Stock	15,590,900	\$0.00	23,208,940	D <sup>(2)(3)</sup>	
Class B Common Stock	(7)	09/24/2021		C			31,319,920	(7)	(7)	Class A Common Stock	31,319,920	\$0.00	33,132,670	I	See footnotes <sup>(2)(4)</sup>
Class B Common Stock	(7)	09/24/2021		C			2,013,310	(7)	(7)	Class A Common Stock	2,013,310	\$0.00	3,660,560	I	See footnotes <sup>(2)(5)</sup>
Class B Common Stock	(7)	09/24/2021		C			3,758,740	(7)	(7)	Class A Common Stock	3,758,740	\$0.00	3,758,740	I	See footnotes <sup>(2)(6)</sup>
Class B Common Stock	(7)							(7)	(7)	Class A Common Stock	665,040		665,040	I	See footnotes <sup>(2)(8)</sup>

1. Name and Address of Reporting Person* <u>Accel Growth FII (Mauritius) Ltd.</u>		
(Last)	(First)	(Middle)
500 UNIVERSITY AVENUE		

(Street)	PALO ALTO	CA	94301
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<a href="#">Accel India III (Mauritius) Ltd.</a>			
(Last)	(First)	(Middle)	
500 UNIVERSITY AVENUE			
(Street)	PALO ALTO	CA	94301
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<a href="#">Accel India IV (Mauritius) Ltd.</a>			
(Last)	(First)	(Middle)	
500 UNIVERSITY AVENUE			
(Street)	PALO ALTO	CA	94301
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<a href="#">Accel Leaders II Holdings (Mauritius) Ltd.</a>			
(Last)	(First)	(Middle)	
500 UNIVERSITY AVENUE			
(Street)	PALO ALTO	CA	94301
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<a href="#">Accel Leaders Holdings (Mauritius) Ltd.</a>			
(Last)	(First)	(Middle)	
500 UNIVERSITY AVENUE			
(Street)	PALO ALTO	CA	94301
(City)	(State)	(Zip)	

**Explanation of Responses:**

- Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, and Series H Preferred Stock automatically converted into one share of Class B Common Stock immediately prior to the closing of the Issuer's initial public offering (IPO).
- Each of Accel Growth FII (Mauritius) Ltd, Accel India III (Mauritius) Ltd, Accel India IV (Mauritius) Limited, Accel Leaders Holdings (Mauritius) Ltd, Accel Leaders II Holdings (Mauritius) Ltd, disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- 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 2012 L.L.C. Accel Growth Fund II Associates L.L.C. is the general partner of AGF2 and AGF2SP. Sameer Gandhi, Clarence Don Clay Jr., 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.
- 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, Clarence Don Clay Jr., 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.
- 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, Clarence Don Clay Jr., 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.
- 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, Clarence Don Clay Jr., 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.
- 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.
- 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, Clarence Don Clay Jr., 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:**

[/s/ Tracy L. Sedlock, as a Director of Accel Growth FII \(Mauritius\) Ltd](#) 09/24/2021

[/s/ Tracy L. Sedlock, as a Director of Accel India III \(Mauritius\) Ltd](#) 09/24/2021

[/s/ Tracy L. Sedlock, as a Director of Accel India IV \(Mauritius\) Limited](#) 09/24/2021

[/s/ Tracy L. Sedlock, as a Director of Accel Leaders Holdings \(Mauritius\) Ltd](#) 09/24/2021

[/s/ Tracy L. Sedlock, as a Director of Accel Leaders II Holdings \(Mauritius\) Ltd](#) 09/24/2021

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.**