

| 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).

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person <u>NELSON ZACHARY</u> (Last) (First) (Middle) C/O FRESHWORKS INC. 2950 S DELAWARE STREET, SUITE 201 (Street) SAN MATEO CA 94403 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Freshworks Inc. [FRSH]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2024 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> 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 | 07/01/2024 | | A | | 15,978 ⁽¹⁾⁽²⁾ | A | \$0 | 32,513 | D | |
| Class A Common Stock | 07/02/2024 | | C | | 8,433 | A | \$0 | 40,946 | D | |
| Class A Common Stock | 07/02/2024 | | S ⁽³⁾ | | 18,416 | D | \$12.97 ⁽⁴⁾ | 22,530 | 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 | (5) | 07/01/2024 | | M | | | 9,370 | (6) | 08/08/2031 | Class B Common Stock | 9,370 | \$0 | 131,250 | D | |
| Class B Common Stock | (7) | 07/01/2024 | | M | | | 9,370 | (7) | (7) | Class A Common Stock | 9,370 | \$0 | 103,637 | D | |
| Class B Common Stock | (7) | 07/02/2024 | | C | | | 8,433 | (7) | (7) | Class A Common Stock | 8,433 | \$0 | 95,204 | D | |

Explanation of Responses:

- With respect to 862 shares, represents the grant of fully-vested restricted stock that the Reporting Person elected to receive in lieu of cash compensation under the Issuer's Non-Employee Director Compensation Policy. Grant reflects director compensation for the second quarter of 2024. The number of shares received in lieu of cash was calculated by dividing the applicable value of the equity by the average closing price of our common stock over the 30 consecutive trading days immediately preceding July 1, 2024, rounded down to the nearest whole share.
- With respect to 15,116 shares, represents the Reporting Person's annual grant of a Restricted Stock Unit (RSU) award under the Issuer's Non-Employee Director Compensation Policy. Each of these RSUs represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. The number of RSUs granted was calculated by dividing the applicable value of the equity by the average closing price of our common stock over the 30 consecutive trading days immediately preceding July 1, 2024, rounded down to the nearest whole share. The shares shall vest in full on July 1, 2025; provided, however, that in the event a director is up for re-election at the Issuer's next annual meeting of stockholders and is not elected to continue serving as a member of the board of directors at such annual meeting of stockholders, the shares shall be deemed fully vested on that annual meeting date.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan, adopted February 10, 2024.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.79 to \$13.13 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.
- 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 (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.
- 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.

/s/ Pamela Sergeeff, Attorney-in-Fact 07/02/2024

** 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.