

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

**OMB APPROVAL**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>GANDHI SAMEER K</u>  (Last) (First) (Middle) <u>C/O FRESHWORKS INC.</u> <u>2950 S DELAWARE STREET,</u> <u>SUITE 201</u>  (Street) <u>SAN</u> <u>CA</u> <u>94403</u> <u>MATEO</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>09/21/2021</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Freshworks Inc. [ FRSH ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 <sup>(2)</sup>	78,280	(1)	I	See footnotes <sup>(3)(4)</sup>
Series A Preferred Stock	(1)	(1)	Class B Common Stock <sup>(2)</sup>	12,736,350	(1)	I	See footnotes <sup>(3)(5)</sup>
Series B Preferred Stock	(6)	(6)	Class B Common Stock <sup>(2)</sup>	9,932,610	(6)	I	See footnotes <sup>(3)(5)</sup>
Series C Preferred Stock	(7)	(7)	Class B Common Stock <sup>(2)</sup>	6,344,560	(7)	I	See footnotes <sup>(3)(5)</sup>
Series D Preferred Stock	(8)	(8)	Class B Common Stock <sup>(2)</sup>	4,258,710	(8)	I	See footnotes <sup>(3)(4)</sup>
Series D Preferred Stock	(8)	(8)	Class B Common Stock <sup>(2)</sup>	2,306,400	(8)	I	See footnotes <sup>(3)(5)</sup>
Series E Preferred Stock	(9)	(9)	Class B Common Stock <sup>(2)</sup>	5,677,850	(9)	I	See footnotes <sup>(3)(4)</sup>
Series F Preferred Stock	(10)	(10)	Class B Common Stock <sup>(2)</sup>	3,562,740	(10)	I	See footnotes <sup>(3)(4)</sup>
Series G Preferred Stock	(11)	(11)	Class B Common Stock <sup>(2)</sup>	2,013,320	(11)	I	See footnotes <sup>(3)(4)</sup>
Series G Preferred Stock	(11)	(11)	Class B Common Stock <sup>(2)</sup>	2,013,310	(11)	I	See footnotes <sup>(3)(12)</sup>
Series H Preferred Stock	(13)	(13)	Class B Common Stock <sup>(2)</sup>	3,758,740	(13)	I	See footnotes <sup>(3)(14)</sup>

**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			
Class B Common Stock	(2)	(2)	Class A Common Stock	7,618,040	(2)	I	See footnotes <sup>(3)(4)</sup>
Class B Common Stock	(2)	(2)	Class A Common Stock	1,812,750	(2)	I	See footnotes <sup>(3)(5)</sup>
Class B Common Stock	(2)	(2)	Class A Common Stock	665,040	(2)	I	See footnotes <sup>(3)</sup> (15)
Class B Common Stock	(2)	(2)	Class A Common Stock	1,647,250	(2)	I	See footnotes <sup>(3)</sup> (12)

**Explanation of Responses:**

- 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.
- 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.
- 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.
- All shares of Series B 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.
- All shares of Series C 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.
- 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.
- 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.
- All shares of Series F 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.
- 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.
- 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.
- All shares of Series H 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.
- 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.
- 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/ Pamela Sergeeff,  
Attorney-in-fact

09/21/2021

\*\* 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 5 (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, Jessica Kapustiak, Jon Avina, 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 September 13, 2021.

/s/ Sameer Gandhi