

**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

1. Name and Address of Reporting Person* <u>Mathrubootham Rathnagirish</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)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/21/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Freshworks Inc. [ FRSH ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		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	

**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			
Restricted Stock Units	(1)	08/18/2027	Class B Common Stock <sup>(2)</sup>	2,022,750	0.00 <sup>(3)</sup>	D	
Performance Rights	(4)	05/16/2029	Class B Common Stock <sup>(2)</sup>	166,390	0.00 <sup>(3)</sup>	D	
Restricted Stock Units	(5)	08/25/2030	Class B Common Stock <sup>(2)</sup>	1,350,000	0.00 <sup>(3)</sup>	D	
Restricted Stock Units	(6)	09/11/2031	Class B Common Stock <sup>(2)</sup>	3,000,000	0.00 <sup>(3)</sup>	D	
Performance Rights	(7)	09/11/2031	Class B Common Stock <sup>(2)</sup>	6,000,000	0.00 <sup>(3)</sup>	D	
Class B Common Stock	(8)	(8)	Class A Common Stock	13,182,060	0.00 <sup>(8)</sup>	D	

**Explanation of Responses:**

1. The shares of Class B Common Stock are to be acquired upon the vesting of a Restricted Stock Unit award granted to the Reporting Person. The Restricted Stock Units shall vest as follows: 1/4th of the shares subject to the restricted stock unit vest on the first anniversary of June 30, 2016, and the remaining shares will vest in equal installments every six months thereafter over 36 months, 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.

2. 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.

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 award granted to the Reporting Person. The Restricted Stock Units shall vest as follows: 1/4th of the shares subject to the restricted stock unit vest on the first anniversary of December 31, 2019, and the remaining shares will vest in equal installments every six months thereafter over 36 months, 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. The shares of Class B Common Stock are to be acquired upon the vesting of a Restricted Stock Unit award granted to the Reporting Person. The Restricted Stock Units shall vest as follows: 1/4th of the shares subject to the restricted stock unit vest on the first anniversary of July 1, 2020, and the remaining shares will vest in equal installments every six months thereafter over 36 months, 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.

6. The shares of Class B Common Stock are to be acquired upon the vesting of a Restricted Stock Unit award granted to the Reporting Person. The Restricted Stock Units shall vest as follows: 1/16th of the shares subject to the restricted stock unit vest in equal three month installments over 48 months, commencing November 1, 2021, subject to the Reporting Person continuing to be a Service Provider (as defined in the Issuer's 2011 Stock Plan)

7. Each performance right represents a contingent right to receive one share of Class B common stock. The performance rights award is divided into five equal tranches that may be earned over a period of approximately seven years, subject to both (1) Reporting Person's continued service with the Company through the dates specified and (2) the Company's achievement of a specified price per share.

8. 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.

**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/ Rathna Girish Mathrubootham