

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

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>  (Last) (First) (Middle) <u>500 UNIVERSITY AVENUE</u>  (Street) <u>PALO ALTO CA 94301</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)	D <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)	D <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)	D <sup>(3)(4)</sup>	
Series F Preferred Stock	(10)	(10)	Class B Common Stock <sup>(2)</sup>	3,562,740	(10)	D <sup>(3)(4)</sup>	
Series G Preferred Stock	(11)	(11)	Class B Common Stock <sup>(2)</sup>	2,013,320	(11)	D <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)	D <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)(15)</sup>
Class B Common Stock	(2)	(2)	Class A Common Stock	1,647,250	(2)	I	See footnotes <sup>(3)(12)</sup>

1. Name and Address of Reporting Person\*  
[Accel Growth FII \(Mauritius\) Ltd.](#)

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(Last) (First) (Middle)  
500 UNIVERSITY AVENUE

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(Street)  
PALO ALTO CA 94301

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Accel India III \(Mauritius\) Ltd.](#)

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(Last) (First) (Middle)  
500 UNIVERSITY AVENUE

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(Street)  
PALO ALTO CA 94301

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Accel India IV \(Mauritius\) Ltd.](#)

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(Last) (First) (Middle)  
500 UNIVERSITY AVENUE

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(Street)  
PALO ALTO CA 94301

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Accel Leaders II Holdings \(Mauritius\) Ltd.](#)

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(Last) (First) (Middle)  
500 UNIVERSITY AVENUE

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(Street)  
PALO ALTO CA 94301

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*

Accel Leaders Holdings (Mauritius) Ltd.

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

**Explanation of Responses:**

1. 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.
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 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
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, 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.
13. 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.
14. 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.
15. 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 09/21/2021  
FII (Mauritius) Ltd

/s/ Tracy L. Sedlock, as a  
Director of Accel India III 09/21/2021  
(Mauritius) Ltd

/s/ Tracy L. Sedlock, as a  
Director of Accel India IV 09/21/2021  
(Mauritius) Limited

/s/ Tracy L. Sedlock, as a  
Director of Accel Leaders 09/21/2021  
Holdings (Mauritius) Ltd

/s/ Tracy L. Sedlock, as a  
Director of Accel Leaders 09/21/2021  
II Holdings (Mauritius)  
Ltd

\*\* 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.

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