FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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| | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average burden | | | | | | | | | |
| hours per response | : 0.5 | | | | | | | | |

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

| 1. Name and A Cumins N | ddress of Reporting icholas | Person* | 2. Issuer Name and Ticker or Trading Symbol <u>BENTLEY SYSTEMS INC</u> [BSY] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner |
|--|--------------------------------|----------|---|---|
| (Last) C/O BENTL | (First) LEY SYSTEMS, | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/26/2024 | Officer (give title Other (specify below) below) Chief Operating Officer |
| 685 STOCKTON DRIVE (Street) EXTON PA 19341 | | 19341 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| . Title of Security (Instr. 3) Date (Month/Day/Yea | | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|--|------------|---|---|---|---------|---------------|--------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Class B Common Stock | 06/26/2024 | | A ⁽¹⁾ | | 2,337 | A | \$0.00 | 180,129 | D | |
| Class B Common Stock | 06/26/2024 | | A ⁽²⁾ | | 200,642 | A | \$0.00 | 380,771 | 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 | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Represents a time-based restricted stock unit award granted pursuant to the Issuer's 2020 Omnibus Incentive Plan (the "2020 Plan") which vests over four years with one-quarter of such award vesting on each of March 13, 2025, 2026, 2027 and 2028.

2. Represents a time-based restricted stock unit award granted pursuant to the 2020 Plan which vests over five years with 20% of such award vesting on each of December 15, 2025, 2026, 2027, 2028 and 2029.

<u>/s/ Michael T. Fischette,</u> <u>Attorney-in-Fact</u>

06/28/2024

** 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.

to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).