**Form 4**

**United States Securities and Exchange Commission**

**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

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1. **Name and Address of Reporting Person**
   
   **Bentley Keith A.**
   
   
   **C/O Bentley Systems, Incorporated**
   
   **685 Stockton Drive**
   
   **Exton, PA 19341**

2. **Issuer Name and Ticker or Trading Symbol**
   
   **Bentley Systems Inc. [ BSY ]**

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   **01/23/2024**

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   **01/25/2024**

5. **Relationship of Reporting Person(s) to Issuer**
   
   - **X** Director
   - **X** 10% Owner

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   
   - **Form filed by One Reporting Person**
   - **Form filed by More than One Reporting Person**

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class B Common Stock</td>
<td>01/23/2024</td>
<td>A(1)</td>
<td>A</td>
<td>278</td>
<td>17,863,027</td>
<td>D</td>
<td>By Spouse</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>01/23/2024</td>
<td>A(2)</td>
<td>A</td>
<td>1,152</td>
<td>17,864,179</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>100,000</td>
<td>I</td>
<td>By 401(K) Plan</td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>92,654</td>
<td>I</td>
<td>By Spouse</td>
<td></td>
</tr>
</tbody>
</table>

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
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<td></td>
<td>1. Title (Instr. 3)</td>
<td>2. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</td>
<td>3. Price of Underlying Security (Instr. 4)</td>
<td>4. Number of Underlying Securities Beneficially Owned Following Reported Transaction(s) (Instr. 5)</td>
<td>5. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>6. Nature of Indirect Beneficial Ownership (Instr. 4)</td>
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<td>4. Number of Underlying Securities Beneficially Owned Following Reported Transaction(s) (Instr. 5)</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Represents compensation paid to the Reporting Person and deferred into the Issuer's non-qualified deferred compensation plan and invested in fully-vested phantom shares that are distributable to the Reporting Person as shares of Class B Common Stock at a future date in accordance with the terms of the plan and the Reporting Person's plan election.

2. Represents the stock portion of compensation paid to the Reporting Person pursuant to the Issuer's Bonus Pool Plan.

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**Signature of Reporting Person**

**/s/ Michael T. Fischette**

**Attorney-in-Fact**

**01/25/2024**

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