**United States Securities and Exchange Commission**

**Form 4**

**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)**

06/13/2024

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

**5. Relationship of Reporting Person(s) to Issuer**

- Director
- 10% Owner
- Other (specify below)

**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>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>Price</th>
<th>Transaction(s) Report Followed Beneficially Owned Following (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class B Common Stock</td>
<td>06/13/2024</td>
<td>A(1)</td>
<td>3,725</td>
<td>$0.00</td>
<td>16,871,498 D</td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td></td>
<td>I</td>
<td>100,000</td>
<td></td>
<td>By spouse</td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td></td>
<td>I</td>
<td>92,654</td>
<td></td>
<td>By 401(K) Plan</td>
<td></td>
</tr>
</tbody>
</table>

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

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

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**Explanation of Responses:**

1. Represents dividend equivalent rights that accrued to the Reporting Person in connection with a dividend paid by the Issuer on awards previously granted and vest on the same terms as the awards to which they relate.

**/s/ Michael T. Fischette**

Attorney-in-Fact

06/17/2024

**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).


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.