BENTLEY SYSTEMS, INCORPORATED
(Exact name of registrant as specified in its charter)

685 Stockton Drive
Exton, Pennsylvania
(Address of principal executive offices)

Registrant’s telephone number, including area code: (610) 458-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:
☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
On June 26, 2024, the Sustainability Committee of the Board of Directors of Bentley Systems, Incorporated (the “Company”) approved a grant of time-based restricted stock units covering 50,161 shares of the Company’s Class B common stock (the “RSUs”) to Werner Andre, the Company’s Chief Financial Officer, pursuant to the Company’s 2020 Omnibus Incentive Plan. The grant date of the RSUs is June 26, 2024, and they vest 20% on each of December 15, 2025, 2026, 2027, 2028, and 2029, subject to Mr. Andre’s continued employment with the Company on such dates.
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Bentley Systems, Incorporated

Date: July 1, 2024

By:  /s/ DAVID R. SHAMAN

Name: David R. Shaman

Title: Chief Legal Officer and Secretary