**Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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**
   - Shaman David R.
     - (Last) Exton
     - (First) PA
     - (Middle) 19341
     - C/O Bentley Systems, Incorporated
     - 685 Stockton Drive

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) 01/23/2024

5. **Relationship of Reporting Person(s) to Issuer**
   - (Check all applicable)
   - Director: 10% Owner
   - Other: Chie Legal Officer

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>Amount Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class B Common Stock</td>
<td>01/23/2024</td>
<td>A(1)</td>
<td>14,236</td>
<td>A</td>
<td>$50.81</td>
<td>698,435</td>
<td>D</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>01/23/2024</td>
<td>A(2)</td>
<td>4,207</td>
<td>D</td>
<td>$50.81</td>
<td>694,380(3)</td>
<td>D</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td></td>
<td></td>
<td>252,838</td>
<td>I</td>
<td>By Grantor Retained Annuity Trusts</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td></td>
<td></td>
<td>32,635</td>
<td>I</td>
<td>By 401(K) Plan</td>
<td></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>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>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 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>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents shares acquired upon the vesting of performance-based restricted stock units previously granted to the Reporting Person.
2. Represents shares withheld by the Issuer to cover taxes upon the vesting of performance-based restricted stock units previously granted to the Reporting Person.
3. Includes shares acquired by the Reporting Person through the Bentley Systems Incorporated Global Employee Stock Purchase Plan for an offering period ended on December 31, 2023, for which the Reporting Person's enrollment and contribution elections were made in June 2023.

/s/ Michael T. Fischette

Attorney-in-Fact

01/25/2024

**Signature of Reporting Person**

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 4 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.