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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 25, 2023**

BENTLEY SYSTEMS, INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-39548
(Commission File Number)

95-3936623
(IRS Employer Identification No.)

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

19341
(Zip Code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class B common stock, par value \$0.01 per share	BSY	The Nasdaq Stock Market LLC

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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Bentley Systems, Incorporated (the “Company”) held its 2023 Annual Meeting of Stockholders (“Annual Meeting”) on May 25, 2023. The matters voted upon and the final voting results were as stated below. Holders of the shares of the Company’s Class A common stock were entitled to 29 votes per share held as of the close of business on April 4, 2023 (the “Record Date”) and holders of the shares of the Company’s Class B common stock were entitled to one vote per share held as of the Record Date. Holders of the shares of Class A common stock and Class B common stock voted together as a single class on all matters (including the election of directors) submitted to a vote of stockholders at the Annual Meeting. The proposals related to each matter are described in detail in the Company’s definitive proxy statement for the Annual Meeting, which was filed with the Securities and Exchange Commission on April 14, 2023. Each director will serve for the ensuing year and until his or her successor is duly elected and qualified.

Proposal No. 1 — Election of Directors

	Votes For	Votes Withheld	Broker Non-Votes
Gregory S. Bentley	465,972,888	45,932,531	12,024,583
Keith A. Bentley	463,059,087	48,846,332	12,024,583
Barry J. Bentley, Ph.D.	462,960,547	48,944,872	12,024,583
Raymond B. Bentley	463,369,060	48,536,359	12,024,583
Kirk B. Griswold	459,513,093	52,392,326	12,024,583
Janet B. Haugen	462,131,168	49,774,251	12,024,583
Brian F. Hughes	463,741,461	48,163,958	12,024,583

Proposal No. 2 — Advisory (Non-Binding) Vote to Approve the Compensation of the Company’s Named Executive Officers

	Votes For	Votes Against	Abstentions ⁽¹⁾	Broker Non-Votes ⁽¹⁾
Proposal to approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as described in the proxy statement.	493,986,468	17,735,513	183,438	12,024,583

(1) Abstentions and broker non-votes have no effect on the outcome of the vote on this proposal.

Proposal No. 3 — Ratification of Independent Registered Public Accounting Firm

	Votes For	Votes Against	Abstentions
Proposal to ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for 2023.	520,509,340	3,355,451	65,211

Item 8.01 Other Events.

On May 26, 2023, Bentley Systems, Incorporated announced that its Board of Directors declared a \$0.05 per share dividend for the second quarter of 2023. The cash dividend will be payable on June 20, 2023 to all stockholders of record of Class A and Class B common stock as of the close of business on June 8, 2023. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated May 26, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

Date: May 26, 2023

Bentley Systems, Incorporated

By: /s/ DAVID R. SHAMAN

Name: David R. Shaman

Title: Chief Legal Officer and Secretary



Press Release

BSY Investor Contact:
Eric Boyer
Investor Relations Officer
ir@bentley.com

Bentley Systems, Incorporated Declares Second Quarter 2023 Dividend

EXTON, Pa. – May 26, 2023 – Bentley Systems, Incorporated (Nasdaq: BSY), the *infrastructure engineering software* company, today announced that its Board of Directors declared a \$0.05 per share dividend for the second quarter of 2023. The cash dividend is payable on June 20, 2023 to all stockholders of record of Class A and Class B common stock as of the close of business on June 8, 2023.

About Bentley Systems

Bentley Systems (Nasdaq: BSY) is the *infrastructure engineering software* company. We provide innovative software to advance the world's infrastructure – sustaining both the global economy and environment. Our industry-leading software solutions are used by professionals, and organizations of every size, for the design, construction, and operations of roads and bridges, rail and transit, water and wastewater, public works and utilities, buildings and campuses, mining, and industrial facilities. Our offerings, powered by the *iTwin* Platform for infrastructure digital twins, include *MicroStation* and *Bentley Open* applications for modeling and simulation, *Seequent's* software for geoprofessionals, and *Bentley Infrastructure Cloud* encompassing *ProjectWise* for project delivery, *SYNCHRO* for construction management, and *AssetWise* for asset operations. Bentley Systems' 5,000 colleagues generate annual revenues of more than \$1 billion in 194 countries.

For more information, visit www.bentley.com.

This press release contains statements that are not historical in nature and that are intended to be, and are hereby identified as, “forward looking statements” as defined in the Private Securities Litigation Reform Act of 1995, including a statement regarding expectations as to payment of a quarterly cash dividend in the foreseeable future. Any future determination as to payment of dividends will depend upon the financial condition and results of operations of the company and

such other factors as are deemed relevant by the board of directors. For example, macroeconomic conditions, pandemic consequences, a change in business needs including working capital, or a change in income tax law relating to dividends, could cause the company to decide not to pay a dividend in the future. A discussion of other risks and uncertainties is included in the company's filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2022, and subsequent filings.

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