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

#### **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

## **Bentley Systems, Incorporated**

(Name of Issuer)

#### **Class B Common Stock**

(Title of Class of Securities)

#### 08265T 208

(CUSIP Number)

#### December 31, 2021

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- ý Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<sup>\*</sup>The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

1.

Name of Reporting Person: Barry J. Bentley

2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)		ý	
	(b)		0	
3.	SEC Use Only			
4.	Citizenship or Place of Organization: United States of America			
		5.	Sole Voting Power: -0-	
Number of Shares Beneficia		6.	Shared Voting Power: 70,957,968(1)	
Owned by Each Reporting Person W	y B	7.	Sole Dispositive Power: 12,484,975 (2)	
		8.	Shared Dispositive Power: 11,263,492 (1)	
9.	Aggregate Amou 70,957,968(1)(2)(		ally Owned by Each Reporting Person:	
10.	Check if the Aggr	egate Amou	unt in Row (9) Excludes Certain Shares (See Instructions) o	
11.	Percent of Class Represented by Amount in Row (9): 64.7% (3)(4)			
12.	Type of Reporting Person (See Instructions): IN			
(1)	Shares owned include common stock held by the other Reporting Persons. Each share of Class A common stock is convertible at the option of the holder into one share of Class B common stock. Assumes conversion of all shares of Class A common stock beneficially owned by the Reporting Persons into shares of Class B common stock.			
(2)	Includes (i) 435,188 shares of Class B common stock distributable under the Issuer's nonqualified deferred compensation plan within 60 days of December 31, 2021 and (ii) 92,654 shares of Class B common stock held in the Issuer's 401(k) plan.			
(3)	Shares owned include 338,265 shares of Class A common stock pursuant to a voting agreement over which the Reporting Persons hold shared voting power but no dispositive power pursuant to the terms thereof.			
	Based on 270,924,962 shares Class B common stock outstanding as of as of November 2, 2021, plus the shares of Class B common stock that may be acquired by the Reporting Persons within 60 days, and the number of shares of Class A common stock beneficially owned by the Reporting Persons. Each share of Class B common stock is entitled to one vote, and each share of Class A common stock is entitled to 29 vote There were 11,601,757 shares of Class A common stock outstanding as of December 31, 2021, including the 3,340,793 shares of Class A common stock beneficially owned by Barry J. Bentley. The percentage reported reflects the 29 for one voting power of the Class A common stock. Without giving effect to the 29 to 1 vote power of the Class A common stock and assuming the conversion of the Class A common stock Class B common stock, Barry J. Bentley individually beneficially owns 5.6% of the outstanding shares of Class B common stock.			

1.	Name of Reporting Person: Gregory S. Bentley		
2.	Check the Appropri	ate Boy if	f a Member of a Group (See Instructions)
	(a)	ate Dox II	
	(b)		0
	(0)		
3.	SEC Use Only		
4.	Citizenship or Place United States of An		ization:
		5.	Sole Voting Power: -0-
Number of Shares Beneficia		6.	Shared Voting Power: 70,957,968(1)(2)(3)
Owned by Each Reporting Person W	5	7.	Sole Dispositive Power: 6,901,003(2)
		8.	Shared Dispositive Power: 11,263,492 (1)
9.	Aggregate Amount 70,957,968(1)(2)(3		ally Owned by Each Reporting Person:
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9): 64.7% (3)(4)		
12.	Type of Reporting Person (See Instructions): IN		
(1)	Shares owned include common stock held by the other Reporting Persons. Each share of Class A common stock is convertible at the option of the holder into one share of Class B common stock. Assumes conversion of all shares of Class A common stock beneficially owned by the Reporting Persons into shares of Class B common stock.		
(2)	Includes (i) 2,000,000 shares of Class B common stock pledged as security for a credit facility from PNC Bank, N.A. as of the date hereof, (ii) 1,540,136 shares of Class B common stock distributable under the Issuer's nonqualified deferred compensation plan within 60 days of this report assuming Gregory S. Bentley's termination of employment on such date and (iii) 92,654 shares of Class B common stock held in the Issuer's 401(k) plan, and (iv) 137,512 shares of Class B common stock held by Gregory S. Bentley's spouse.		
(3)	Shares owned include 338,265 shares of Class A common stock pursuant to a voting agreement over which the Reporting Persons hold shared voting power but no dispositive power pursuant to the terms thereof.		
(4)	Based on 270 924 962	shares of	Class B common stock outstanding as of as of November 2, 2021, plus the shares of Class B common stock that

may be acquired by the Reporting Persons within 60 days, and the number of shares of Class A common stock beneficially owned by the Reporting Persons. Each share of Class B common stock is entitled to one vote, and each share of Class A common stock is entitled to 29 votes. There were 11,601,757 shares of Class A common stock outstanding as of December 31, 2021, including the 1,926,509 shares of Class A common stock beneficially owned by Gregory S. Bentley. The percentage reported reflects the 29 for one voting power of the Class A common stock. Without giving effect to the 29 to 1 vote power of the Class A common stock and assuming the conversion of the Class A common stock to

1.	Name of Reporting Person: Keith A. Bentley				
2.	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a)		ý		
	(b)		0		
3.	SEC Use Only				
4.	Citizenship or Place of Organization: United States of America				
		5.	Sole Voting Power: -0-		
Number of Shares Beneficia	lly	6.	Shared Voting Power: 70,957,968(1)(2)(3)		
Owned by Each Reporting Person W	5	7.	Sole Dispositive Power: 15,565,741(2)		
		8.	Shared Dispositive Power: 11,263,492 (1)		
9.	Aggregate Amoun 70,957,968(1)(2)(3		ally Owned by Each Reporting Person:		
10.	Check if the Aggre	gate Amou	ant in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9): 64.7% (3)(4)				
12.	Type of Reporting Person (See Instructions): IN				
(1)	the holder into one sh	are of Clas	stock held by the other Reporting Persons. Each share of Class A common stock is convertible at the option of ss B common stock. Assumes conversion of all shares of Class A common stock beneficially owned by the f Class B common stock.		
(2)	Includes (i) 2,125,190 shares of Class B common stock distributable under the Issuer's nonqualified deferred compensation plan within 60 days of this report assuming Keith A. Bentley's termination of employment on such date and (ii) 92,654 shares of Class B common stock held in the Issuer's 401(k) plan.				
(3)	Shares owned include 338,265 shares of Class A common stock pursuant to a voting agreement over which the Reporting Persons hold shared voting power but no dispositive power pursuant to the terms thereof.				
	may be acquired by th Reporting Persons, wh Keith A. Bentley. Eac There were 11,601,75	e Reportin nich are tre h share of 7 shares of	Class B common stock outstanding as of as of November 2, 2021, plus the shares of Class B common stock that ag Persons within 60 days, and the number of shares of Class A common stock beneficially owned by the eated as converted into Class B common stock only for the purpose of computing the percentage ownership of Class B common stock is entitled to one vote, and each share of Class A common stock is entitled to 29 votes. If Class A common stock outstanding as of December 31, 2021, including the 3,340,793 shares of Class A ed by Keith A. Bentley. The percentage reported reflects the 29 for one voting power of the Class A common		

stock. Without giving effect to the 29 to 1 vote power of the Class A common stock and assuming the conversion of the Class A common stock

2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)		ý	
	(b)		0	
3.	SEC Use Only			
4.	Citizenship or Place of Organization: United States of America			
		5.	Sole Voting Power: -0-	
Number of Shares Beneficia		6.	Shared Voting Power: 70,957,968(1)	
Owned by Each Reporting Person W	B	7.	Sole Dispositive Power: 17,410,947 (2)	
r croon v		8.	Shared Dispositive Power: 11,263,492 (1)	
9.	Aggregate Am 70,957,968(1)(		ally Owned by Each Reporting Person:	
10.	O. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented by Amount in Row (9): 64.7% (3)(4)			
12.	Type of Reporting Person (See Instructions): IN			
(1)	option of the hold	ler into one sha	common stock held by the other Reporting Persons. Each share of Class A common stock is convertible at the are of Class B common stock. Assumes conversion of all shares of Class A common stock beneficially owned by as of Class B common stock.	
(2)	Includes 92,654	shares of Class	B Common stock held in the Issuer's 401(k) plan.	
(3)	Shares owned include 338,265 shares of Class A common stock pursuant to a voting agreement over which the Reporting Persons hold shared voting power but no dispositive power pursuant to the terms thereof.			
r H T s V	nay be acquired by Reporting Persons. There were 11,601, tock beneficially o Without giving effe	the Reporting Each share of 757 shares of owned by Rayn ect to the 29 to	Class B common stock outstanding as of as of November 2, 2021, plus the shares of Class B common stock that g Persons within 60 days, and the number of shares of Class A common stock beneficially owned by the Class B common stock is entitled to one vote, and each share of Class A common stock is entitled to 29 votes. Class A common stock outstanding as of December 31, 2021, including the 1,655,397 shares of Class A common nond B. Bentley. The percentage reported reflects the 29 for one voting power of the Class A common stock. 1 vote power of the Class A common stock and assuming the conversion of the Class A common stock to Class entley individually beneficially owns 6.7% of the outstanding shares of Class B common stock.	

5

Name of Reporting Person: Raymond B. Bentley

1.

Richard P. Bentley			
2.	Check the Appropri	ate Box if	f a Member of a Group (See Instructions)
	(a)	ate Box II	
	(b)		<u>y</u> o
	. ,		
3.	SEC Use Only		
4.	Citizenship or Place United States of Am		ization:
		5.	Sole Voting Power: -0-
Number of Shares Beneficia		6.	Shared Voting Power: 70,957,968(1)(2)
Owned by Each Reporting Person Wi	y B	7.	Sole Dispositive Power:
		8.	Shared Dispositive Power: 11,263,492 (1)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person: 70,957,968(1)(2)		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9): 64.7% (2)(3)		
12.	Type of Reporting Person (See Instructions): IN		
(1)	the holder into one sha	are of Cla	stock held by the other Reporting Persons. Each share of Class A common stock is convertible at the option of ss B common stock. Assumes conversion of all shares of Class A common stock beneficially owned by the ff Class B common stock.
(2)	Shares owned include 338,265 shares of Class A common stock pursuant to a voting agreement over which the Reporting Persons hold shared voting power but no dispositive power pursuant to the terms thereof.		
	Form 10-Q as filed by common stock benefic A common stock is ent	the Issuer ially own itled to 2	Class B common stock outstanding as of as of November 2, 2021, as disclosed in the Quarterly Report on with the Securities and Exchange Commission on November 9, 2021, plus the number of shares of Class A ed by the Reporting Persons. Each share of Class B common stock is entitled to one vote, and each share of Class 9 votes. There were 11,601,757 shares of Class A common stock outstanding as of December 31, 2021, including common stock beneficially owned by Richard P. Bentley. The percentage reported reflects the 29 for one voting

Class B common stock.

power of the Class A common stock. Without giving effect to the 29 to 1 vote power of the Class A common stock and assuming the conversion of the Class A common stock to Class B common stock, Richard P. Bentley individually beneficially owns 0.4% of the outstanding shares of

#### Item 1.

(a) Name of Issuer: Bentley Systems, Incorporated

Exton, PA 19341

(b) Address of Issuer's Principal Executive Offices: 685 Stockton Drive

Item 2.

(a) Name of Person Filing:

This statement is being filed by Barry J. Bentley, Gregory S. Bentley, Keith A. Bentley, Raymond B. Bentley, and Richard P. Bentley.

(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office (or, if none, the residence) of each person filing this Schedule is as follows: Richard P. Bentley is located at c/o VideoRay LLC, 212 East High Street, Pottstown, Pennsylvania, 19464; Barry J. Bentley, Gregory S. Bentley, Keith A. Bentley, and Raymond B. Bentley are located at c/o Bentley Systems, Incorporated, 685 Stockton Drive, Exton, Pennsylvania, 19341.

- (c) Citizenship:
  - United States of America
- (d) Title of Class of Securities: Class B Common Stock
- (e) CUSIP Number: 08265T 208

#### Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C 78c).
- (b) o Bank as defined in section 3(a) (6) of the Act (15 U.S.C 78c).
- (c) o Insurance company as defined in section 3(a) (19) of the Act (15 U.S.C 78c).
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) o Investment adviser in accordance with SS 240. 13d-1(b) (1) (ii) (E);
- (f) o Employee benefit plan or endowment fund in accordance with SS 240. 13d-1(b) (ii) (F);
- (g) o Parent holding company or control person in accordance with SS.SS.240. 13d-1(b) (ii) (G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) O A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C 80a-3);
- (j) o Group, in accordance with SS 240. 13d-1(b) (1) (ii) (J);

#### Item 4. Ownership

The information required by Items 4(a) - (c) is set forth in Rows (5) - (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. The percentages set forth in this Schedule 13G are calculated based upon an aggregate of 270,924,962 shares of Class B common stock outstanding as of as of November 2, 2021, as disclosed in the Quarterly Report on Form 10-Q as filed by the Issuer with the Securities and Exchange Commission on November 9, 2021.

#### Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

### Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

## Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

#### Item 8. Identification and Classification of Members of the Group

See Exhibit 99.1

#### Item 9. Notice of Dissolution of Group

Not Applicable

#### Item 10. Certifications

Not Applicable

**SIGNATURE**After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2022	/s/ Richard P. Bentley
Dutc. 1 Cordiny 14, 2022	Richard P. Bentley
Date: February 14, 2022	/s/ Keith A. Bentley
	Keith A. Bentley
Date: February 14, 2022	/s/ Barry J. Bentley
	Barry J. Bentley
Date: February 14, 2022	/s/ Gregory S. Bentley
	Gregory S. Bentley
Date: February 14, 2022	/s/ Raymond B. Bentley
	Raymond B. Bentley

#### EXHIBIT 99.1

#### **ITEM 8 INFORMATION**

The Reporting Persons and certain of their permitted transferees are parties to an amended and restated stockholders agreement (the "Stockholders Agreement"). The Stockholders Agreement provides that the parties thereto, by a majority vote, have the right to nominate a single slate of nominees for election in each election of the Issuer's board of directors. Each party to the Stockholders Agreement agrees to vote all of such party's shares to elect such slate of nominees to the Issuer's board of directors, and no party to the Stockholders Agreement will approve the removal of any director nominated by majority vote without the consent of the parties to the Stockholders Agreement voting with the majority. In addition, the Stockholders Agreement provides that the parties to the Stockholders Agreement, by a majority vote among them, shall determine the manner in which each party to the Stockholders Agreement shall vote all of the voting shares held by each party to the Stockholders Agreement on all other matters at meetings of the stockholders of the Company. No person who is not a Bentley or a permitted transferee thereof has the right to participate in any majority vote under the Stockholders Agreement.

The Stockholders Agreement also sets forth certain restrictions on the ability of the parties thereto to freely transfer shares of the Issuer's Class A common stock, except for permitted transfers to family members, entities controlled by or for the benefit of such party or such party's family members, and parties taking a security interest in shares of the Issuer's Class A common stock to secure indebtedness. In addition, the Stockholders Agreement provides the parties thereto with (i) drag-along rights in the event the parties to the Stockholders Agreement determine by a majority vote to sell all shares of the Issuer's class A common stock held by them, (ii) rights of first refusal in the event a party to the Stockholders Agreement wishes to sell shares of the Issuer's Class A common stock to a person who is not a permitted transferee, and (iii) rights to purchase shares of the Issuer's Class A common stock held by a party to the Stockholders Agreement prior to their transfer by reason of bankruptcy or insolvency proceedings, attachment or garnishment, divorce or other involuntary transfer (other than by reason of death).

The aggregate number of shares beneficially owned collectively by the Reporting Persons is 70,957,968 shares of the Issuer's common stock outstanding as of as of November 2, 2021, as disclosed in the Quarterly Report on Form 10-Q as filed by the Issuer with the Securities and Exchange Commission on November 9, 2021, which represents approximately 64.7% of the combined voting power of the Issuer's Class A and Class B common stock. Each Reporting Person disclaims beneficial ownership of any shares of common stock held by various trusts of which his respective spouse, family members, or third-party trustees serve as trustee.