
**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 22, 2025**

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, \$0.01 Par Value	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 2025 Annual Meeting of Stockholders (“Annual Meeting”) on May 22, 2025. 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 March 31, 2025 (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 11, 2025. 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
Barry J. Bentley, Ph.D.	539,781,747	24,755,749	14,844,467
Gregory S. Bentley	538,139,320	26,398,176	14,844,467
Keith A. Bentley	539,786,562	24,750,934	14,844,467
Raymond B. Bentley	539,870,011	24,667,485	14,844,467
Nicholas H. Cumins	545,284,085	19,253,411	14,844,467
Kirk B. Griswold	518,039,265	46,498,231	14,844,467
Janet B. Haugen	514,413,918	50,123,578	14,844,467
Brian F. Hughes	526,940,133	37,597,363	14,844,467

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.	546,182,777	18,262,788	91,931	14,844,467

(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 2025.	574,278,173	4,990,970	112,820

Item 8.01 Other Events.

On May 23, 2025, Bentley Systems, Incorporated announced that its Board of Directors declared a \$0.07 per share dividend for the second quarter of 2025. The cash dividend will be payable on June 12, 2025 to all stockholders of record of Class A and Class B Common Stock as of the close of business on June 3, 2025. 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 23, 2025
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.

Bentley Systems, Incorporated

Date: May 27, 2025

By: /s/ DAVID R. SHAMAN

Name: David R. Shaman

Title: Chief Legal Officer and Secretary



Bentley Systems, Incorporated Declares Second Quarter 2025 Dividend

EXTON, PA. – May 23, 2025 – Bentley Systems, Incorporated (Nasdaq: BSY), the infrastructure engineering software company, today announced that its Board of Directors declared a \$0.07 per share dividend for the second quarter of 2025. The cash dividend is payable on June 12, 2025, to all stockholders of record of Class A and Class B common stock as of the close of business on June 3, 2025.

About Bentley Systems

Around the world, infrastructure professionals rely on software from Bentley Systems to help them design, build, and operate better and more resilient infrastructure for transportation, water, energy, cities, and more. Founded in 1984 by engineers for engineers, Bentley is the partner of choice for engineering firms and owner-operators worldwide, with software that spans engineering disciplines, industry sectors, and all phases of the infrastructure lifecycle. Through our digital twin solutions, we help infrastructure professionals unlock the value of their data to transform project delivery and asset performance.

For more information, contact:

Investors: Eric Boyer, IR@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, 2024, and subsequent filings.

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