

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Tiwari Sudhir</u>			2. Issuer Name and Ticker or Trading Symbol <u>Thoughtworks Holding, Inc. [ TWKS ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>See Remarks</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/13/2024</u>						
C/O THOUGHTWORKS HOLDING, INC. 200 EAST RANDOLPH STREET, 25TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
CHICAGO	IL		60601						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.001 par value ("Common Stock")	11/13/2024		D		208,995	D <sup>(1)</sup>	\$4.4	42,277	D	
Common Stock	11/13/2024		J <sup>(2)</sup>		42,277	D	<sup>(2)</sup>	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options to purchase Common Stock <sup>(3)</sup>	\$2.11	11/13/2024		D <sup>(3)</sup>			289,615	<sup>(3)</sup>	10/12/2027	Common Stock	289,615	<sup>(3)</sup>	0	D	
Options to purchase Common Stock <sup>(3)</sup>	\$1.92	11/13/2024		D <sup>(3)</sup>			34,864	<sup>(3)</sup>	12/19/2028	Common Stock	34,864	<sup>(3)</sup>	0	D	

**Explanation of Responses:**

- On November 13, 2024 (the "Effective Time"), Thoughtworks Holding, Inc. (the "Company") completed its merger (the "Merger") with Tasmania Merger Sub, Inc. ("Merger Sub"), a wholly owned subsidiary of Tasmania Midco, LLC ("Parent"). Pursuant to the terms and subject to the conditions of the Agreement and Plan of Merger, dated as of August 5, 2024, by and among the Company, Parent and Merger Sub (the "Merger Agreement"), at the Effective Time, each of the reporting person's shares of Common Stock issued and outstanding immediately prior to the Effective Time were automatically canceled and converted into the right to receive \$4.40 per share in cash, without interest thereon, and less any applicable tax withholdings.
- Represents restricted stock units ("RSUs") that have not vested prior to the Effective Time and had been reported in Table I. Pursuant to the Merger Agreement, each award of RSUs outstanding immediately prior to the Effective Time and that did not vest upon the occurrence of the Effective Time, was assumed by Parent and converted into the contingent right to receive an amount in cash, without interest and less applicable tax withholdings (a "Converted Award"), equal to \$4.40 multiplied by the number of shares covered by such award immediately prior to the Effective Time. 50% of such Converted Award (on an individual-by-individual basis) will vest on each of the 1st and 2nd anniversaries of the closing date of the Merger. The Converted Award will otherwise continue to vest on the same schedule and conditions and remain subject to the same terms and conditions as applied to the RSU award immediately prior to the Effective Time, including any acceleration of vesting provisions.
- This stock option was fully vested immediately prior to the Effective Time. Pursuant to the Merger Agreement, at the Effective Time, each of the reporting person's options to purchase shares of Common Stock (a "Company Option") that were vested, outstanding and unexercised immediately prior to the Effective Time (a "Vested Company Option") were cancelled, with the reporting person becoming entitled to receive an amount in cash, less any applicable tax withholdings, equal to (a) the excess of \$4.40 over the per share exercise price of such Vested Company Option, multiplied by (b) the number of shares Common Stock underlying such Vested Company Option immediately prior to the Effective Time.

**Remarks:**

Global Head of Digital Engineering Center

/s/ Christine McKillip Attorney-  
in-Fact for Reporting Person 11/15/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 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.