

August 14, 2020

Gregory S. Bentley
Chief Executive Officer
Bentley Systems, Incorporated
685 Stockton Drive
Exton, PA 19341

Incorporated

Draft Registration Statement on Form S-1
2020

Re: Bentley Systems,
Amendment No. 2 to
Submitted August 7,
CIK No. 0001031308

Dear Mr. Bentley:

We have reviewed your amended draft registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to these comments and your amended draft registration statement or filed registration statement, we may have additional comments. Unless otherwise noted, where prior comments are referred to they refer to our letter dated March 20, 2020.

Amendment No. 2 to Draft Registration Statement on Form S-1

Prospectus Summary, page 1

1. We note your revised disclosures in response to prior comment 1. Please revise to also include this information for the interim periods ending June 30, 2020 and 2019.
2. We note your response to prior comment 2. Please disclose in the summary section that you authored the 2019

Bentley Infrastructure 500 Top Owners report.

Gregory S. Bentley
FirstName LastNameGregory
Bentley Systems, IncorporatedS. Bentley
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August 14, NameBentley
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Page 2 14, 2020 Page 2
FirstName LastName
Risk Factors
Risks Related to the Ownership of Our Class B Common Stock
The choice of forum provision..., page 48

3. We note that your forum selection provision identifies the federal district court for the District of Delaware as the exclusive forum for claims brought under the Securities Act or the Exchange Act. Please also state that investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder. In that regard, we note that Section 22 of the Securities Act creates concurrent jurisdiction

for federal and state
courts over all suits brought to enforce any duty or liability created
by the Securities Act
or the rules and regulations thereunder.
Capitalization, page 56

4. Please revise the introductory paragraph to disclose the amount of
additional share-based
compensation expense that will be included in as adjusted accumulated
deficit for the
994,912 shares of Class B stock that will vest upon consummation of
this offering. With
regards to the shares of Class B stock that will be sold in this
offering following the
exercise of stock options for such shares, please tell us how you
determined this
adjustment meets the factually supportable criteria of Rule
11-02(b)(6) of Regulation S-
X. In this regard, tell us whether you have enforceable commitments
from certain option
holders of their intent to exercise such options.
Consolidated Financial Statements
Note 23. Subsequent Events, page F-79

5. With regard to the restricted stock awards granted after June 30,
2020, please revise to
disclose the amount of estimated unrecognized stock-based compensation
expense that is
associated with these awards. Refer to ASC 855-10-50-2(b).
You may contact David Edgar, Staff Accountant, at (202) 551-3459 or
Kathleen Collins,
Accounting Branch Chief, at (202) 551-3499 if you have questions regarding
comments on the
financial statements and related matters. Please contact Jeff Kauten, Staff
Attorney, at (202)
551-3447 or Jan Woo, Legal Branch Chief, at (202) 551-3453 with any other
questions.

Sincerely,

Division of

Office of

Corporation Finance

Technology

cc: Richard Fenyes, Esq.