Stock Option (Right to Buy)

\$10.74

09/23/2019

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 05 hours per response

Filed pursuant to Section 16(a) of the Securities Exchange Act
or Section 30(h) of the Investment Company Act of 19/

Sectio obligat	this box if no lo n 16. Form 4 or tions may conti ction 1(b).		STA		-iled pur	suant to Se	ction 16(a)	of the S	Securit	NEFICIA	Act of 193		SHIP				age burden Inse:	3235-0287 0.5
1. Name and Address of Reporting Person*           Pomel Olivier					suer Name a adog, Ir			ng Syi	nbol			Check a	onship of Re all applicable Director Officer (giv	)	Person(s	s) to Issuer 10% Ov Other (s	vner	
(Last)(First)(Middle)C/O DATADOG, INC.620 8TH AVENUE, 45TH FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 09/23/2019 Chief Executive Officer													
(Street) NEW YORK NY 10018					4. lf A	Amendment	t, Date of C	Driginal F	iled (1	Month/Day/Yea	ar)	e	6. Individ X	dual or Joint/ Form filed I Form filed I	by One I	Reportin	g Person	,
(City)		(State)	(Zip)															
4 7711 - 14	<b>.</b>		Table I - No	2. Tran		e Securi		-	, Dis	-			ly Ow	5. Amount of		6. Own		7. Nature of
1. Title of	Security (Ins	tr. 3)		Date	/Day/Yea	Executi (r) if any	on Date, Day/Year)	3. Transa Code (I 8)	ction Instr.	4. Securities Disposed Of	(D) (Instr.	3, 4 and !	5)	Securities Beneficially Following Re Transaction(	Owned eported s)	6. Own Form: I (D) or li (I) (Inst	Direct ndirect	Indirect Beneficial Ownership (Instr. 4)
								Code	v	Amount	(A) o (D)	<sup>or</sup> Pric	ce	(Instr. 3 and	4)			
Common	Stock			09/2	09/23/2019			J		13,163,964	4 <sup>(1)</sup> D		(1)	0		]	D	
Common	Stock			09/2	3/2019			J		4,500,000	<sup>(1)</sup> D		(1)	0			I	See footnote <sup>(2)</sup>
Common	Stock			09/2	3/2019					600,000 <sup>()</sup>	<sup>1)</sup> D		(1)	0				See footnote <sup>(3)</sup>
Common Stock				09/2	3/2019					600,000 <sup>()</sup>	<sup>1)</sup> D		(1)	0				See footnote <sup>(4)</sup>
Common	Stock			09/23/2019						600,000 <sup>()</sup>	<sup>1)</sup> D		(1) 0				I	See footnote <sup>(5)</sup>
			Table II	- Deriv	ative	Socuriti		in a d	<b>D</b> :	acad of a	r Donof	licially	Own	ad				
			Tuble II	(e.g.,	puts,	calls, w	arrants,	optio	ns, o	convertible	e secur	ities)	Own	eu				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code	action (Instr.	5. Number Derivative Acquired (A Disposed o 3, 4 and 5)	of Securities	6. Dat Expira	ns, c	cisable and ate	7. Title ar Securitie Derivative (Instr. 3 a	ities) nd Amour s Underly e Securit	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Num derivat Securit Benefic Owned	ive ies cially	10. Ownersh Form: Direct (D) or Indirec	Beneficial Ownership t (Instr. 4)
Derivative Security	Conversion or Exercise Price of	Date	3A. Deemed Execution Date, if any	4. Transa Code	action (Instr.	5. Number Derivative S Acquired (A Disposed of	of Securities	6. Dat Expira (Mont	e Exer	cisable and ate	7. Title ar Securities Derivative	ities) nd Amour s Underly e Securit	nt of ying y t or er of	8. Price of Derivative Security	derivat Securit Benefic Owned Followi Report	ive ties cially ing ed ction(s)	Ownersh Form: Direct (D)	p of Indirect Beneficial Ownership tt (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if any	(e.g., 4. Transa Code 8)	action (Instr.	<b>Calls, w</b> 5. Number Derivative Acquired ( <i>I</i> Disposed o 3, 4 and 5)	arrants; of Securities A) or f (D) (Instr.	Optio	e Exer ation D h/Day/	convertible cisable and ate Year) Expiration	e secur 7. Title ar Securitie: Derivativ (Instr. 3 a	ities) and Amoun s Underly e Securit and 4) Amoun Numbe Shares	nt of ying y t or er of	8. Price of Derivative Security	derivat Securit Benefic Owned Followi Report Transa (Instr. 4	ive ties cially ing ed ction(s)	Ownershi Form: Direct (D) or Indirec	p of Indirect Beneficial Ownership tt (Instr. 4)
Class B Common	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deemed Execution Date, if any	(e.g., 4. Transa Code 8) Code	action (Instr.	Calls, W 5. Number Derivative 9 Acquired (/ Disposed o 3, 4 and 5) (A)	arrants; of Securities A) or f (D) (Instr.	Optio       6. Date       Expiration       (Mont	e Exer ation D h/Day/ isable	convertible cisable and ate Year) Expiration Date	7. Title ar Securitie Derivative (Instr. 3 a Title Class A Common	ities) ad Amours s Underly e Securit nd 4) Amour Numbe Shares 13,16	nt of ying y nt or er of s	8. Price of Derivative Security (Instr. 5)	derivat Securit Benefic Owned Followi Report Transa (Instr. 4 13,16	ive ties cially ing ed ction(s) 4)	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	p of Indirect Beneficial Ownership tt (Instr. 4)
Class B Common Stock	Conversion or Exercise Price of Derivative Security (6)	Date (Month/Day/Year)	3A. Deemed Execution Date, if any	(e.g., 4. Trans: Code 8) Code	action (Instr.	Calls, W 5. Number Derivative 5 Acquired ( <i>I</i> Disposed o 3, 4 and 5) (A) 13,163,964	arrants; of Securities A) or f (D) (Instr.	6. Dat Expira (Mont Date Exerc	e Exer ation D h/Day/ isable	convertible cisable and ate Year) Expiration Date (6)	e Securi 7. Title ar Securitie Derivativi (Instr. 3 a Title Class A Common Stock Class A Common	ities) and Amounts Underly e Securit nd 4) Amount Numbe Shares 13,16	nt of ying y nt or er of s	8. Price of Derivative Security (Instr. 5) \$0.00	derivat Securit Benefic Owned Followi Report Transa (Instr. 4 13,16	ive ties cially ed ction(s) 4) 53,964	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	p of Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock Class B Common Stock Class B Common	Conversion or Exercise Price of Derivative Security (6) (6)	Date (Month/DaylYear) 09/23/2019 09/23/2019	3A. Deemed Execution Date, if any	(e.g., 4. Trans: Code 8) Code J J	action (Instr.	<b>calls</b> , w 5. Number Derivative 15 Disposed 0 3, 4 and 5) (A) 13,163,964 4,500,000	arrants; of Securities A) or f (D) (Instr.	Optio 6. Date Expira (Mont Date Exerc () () ()	e Exer ation D h/Day/ isable	Expiration Date (6) (6)	Securitie     Securitie     Derivative     (instr. 3 a     Title     Class A     Common     Stock     Class A     Common     Stock     Class A     Common     Stock	ities) ad Amouns Underly e Securit ind 4) Amour Numbe Shares 13,16 4,500	nt of ying y nt or er of 53,964 0,000	8. Price of         Derivative         Security         (Instr. 5)         \$0.00         \$0.00	derivat Securit Benefic Owned Followi Report Transa (Instr. 4 13,16 4,500	ive ies cially ing ed ction(s) i) i3,964	Ownersh Form: Direct (D) or Indirec (I) (Instr. 4	p of Indirect Beneficial Ownership (Instr. 4) See See See
Class B Common Stock Class B Common Stock Class B Common Stock Class B Common Stock	Conversion or Exercise Price of Derivative Security (6) (6) (6)	Date (Month/Day/Year) 09/23/2019 09/23/2019	3A. Deemed Execution Date, if any	(e.g., 4. Transic Code 8) Code J J J	action (Instr.	Calls, W 5. Number Derivative 5 Acquired (/ Disposed o 3, 4 and 5) (A) 13,163,964 4,500,000	arrants; of Securities A) or f (D) (Instr.	Optio 6. Dat Expira (Mont Date Exerc () () () ()	ns, c e Exer tion D h/Day/ isable 6) 6)	Expiration Date (6) (6) (6)	Securitie: Derivative (Instr. 3 a Title Class A Common Stock Class A Common Stock Class A Common Stock Class A Common Stock     Class A Common Stock     Class A Common	ities) ad Amours S Underly e Securit Numbe Shares 13,16 4,500 600	nt of ying y nt or er of 53,964 0,000	8. Price of Derivative Security (Instr. 5)         \$0.00         \$0.00         \$0.00	derivat Securit Benefic Owned Followi Report Transa (Instr. 4 13,16 4,500 600	ive iies cially ed ction(s) i3,964 0,000	Ownersh Form: Direct (D) or Indirec (I) (Instr. d D I I	p of Indirect Beneficial Ownership (Instr. 4) See footnote <sup>(2)</sup> See See See
Class B Common Stock Class B Common Stock Class B Common Stock Class B Common Stock Class B Common Stock	Conversion or Exercise Price of Derivative Security (6) (6) (6) (6)	Date (Month/Day/Year)           09/23/2019           09/23/2019           09/23/2019           09/23/2019           09/23/2019	3A. Deemed Execution Date, if any	(e.g., 4. Trans: Code 8) Code J J J J J	action (Instr.	<b>calls</b> , w 5. Number - Derivative 5 Acquired ( <i>i</i> 03, 4 and 5) (A) 13,163,964 4,500,000 600,000	arrants; of Securities A) or f (D) (Instr.	Optio	ns, c e Exerr tation D h/Day/ isable 6) 6) 6)	Expiration Date (6) (6) (6) (6)	Securitie     Securitie     Derivative     (instr. 3 a     Class A     Common     Stock     Class     Clas     Class     Class     Clas     Class     Clas     Clas     Clas	ities) ad Amours S Underly e Securit Numbe Shares 13,16 4,500 600	nt of ying y ant or er of 53,964 0,000 ,000 ,000	8. Price of Derivative Security (Instr. 5)           \$0.00           \$0.00           \$0.00           \$0.00	derivat Securit Benefic Owned Followi Report Transa (Instr. 4 13,16 4,500 600 600	ive ites citally ed ction(s) i) i3,964 0,000 ,000	Ownersh Form: Direct (D) or Indirec (I) (Instr. 4 D I I I	p     of Indirect Beneficial Ownership (Instr. 4)       2     See footnote <sup>(2)</sup> 3     See footnote <sup>(3)</sup> 5     See footnote <sup>(4)</sup> 5     See
Class B Common Stock Class B Common Stock Class B Common Stock Class B Common Stock Class B Common Stock Class B Common Stock Class B Common Stock Class B Common Stock Class B Common Stock	Conversion or Exercise Price of Derivative Security (6) (6) (6) (6) (6)	Date (Month/Day/Year)           09/23/2019           09/23/2019           09/23/2019           09/23/2019           09/23/2019           09/23/2019           09/23/2019	3A. Deemed Execution Date, if any	(e.g., 4. Transi Code 8) J J J J J J	action (Instr.	<b>calls</b> , w 5. Number - Derivative 5 Acquired ( <i>i</i> 03, 4 and 5) (A) 13,163,964 4,500,000 600,000	arrants, of Securities A) or (D) (Instr.	Optio       6. Date       Expiration       Date       Exercit       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (0)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)       (1)	ns, c           e Exer           et Exer           isable           isable           5)           5)           5)           5)           5)           5)           5)	Expiration Date (6) (6) (6) (6) (6)	Securities     Securities     Derivative     (Instr. 3 a     Class A     Common     Stock     Class     Class	ities) ad Amours S Underly e Securit Numbe Shares 13,16 4,500 600 600 4,500	nt of ying y ant or er of 53,964 0,000 ,000 ,000	8. Price of Derivative Security (Instr. 5)           \$0.00           \$0.00           \$0.00           \$0.00           \$0.00           \$0.00	derivat Securit Benefic Owned Followi Report Transa (Instr. 4 13,16 4,500 600 600	ive ites citally ed ction(s) i) i3,964 0,000 ,000	Ownersh Form: Direct (D) or Indirec (I) (Instr. 4 D I I I I I	<ul> <li>p of Indirect Beneficial Ownership (Instr. 4)</li> <li>See footnote<sup>(2)</sup></li> <li>See footnote<sup>(4)</sup></li> <li>See</li> </ul>
Class B         Common         Stock         Stock         Stock         Option         (Right to         Buy)	Conversion           or Exercise           price of           Derivative           security             (6)           (6)           (6)           (6)           (6)           (6)           (6)           (6)           (6)           (6)           (6)           (6)           (6)	Date (Month/Day/Year)           09/23/2019           09/23/2019           09/23/2019           09/23/2019           09/23/2019           09/23/2019           09/23/2019           09/23/2019           09/23/2019           09/23/2019           09/23/2019	3A. Deemed Execution Date, if any	(e.g., 4. Trans: Code 8) J J J J J J J J	action (Instr.	Calls, w 5. Number Derivative 1 Acquired (/ 0, 3, 4 and 5) (A) 13,163,964 4,500,000 600,000 600,000	arrants, of Securities A) or (D) (Instr.	Optio       6. Date       Expiration       Date       Exercit       (Mont)       Date       (Mont)       (Mont) <t< td=""><td>ns, c           e Exer           e Exer           isable           isable           isin           isin           isin           isin           isin           isin           isin           isin           isin</td><td>Convertible cisable and ate year) Expiration Date (6) (6) (6) (6) (6) (6) (6) (6) (10/27/2025</td><td>Securitie Derivative (instr. 3 a Title Class A Common Stock Class A Common Stock Class A Common Stock Class A Common Stock Class A Common Stock Common Stock(1) Class B Common</td><td>ities)           ad Amouns S Underly s Underly e Securit (Market Shares)           13,16           4,500           600           600           600           600           4,500           600           600           600           600           600           600</td><td>nt of ying y ant or er of 53,964 0,000 ,000 ,000 7,200</td><td>8. Price of Derivative Security (Instr. 5)           \$0.00           \$0.00           \$0.00           \$0.00           \$0.00           \$0.00           \$0.00           \$0.00</td><td>derivat Securit Benefic Owned Followi Report Transa (Instr. 2 13,16 4,500 600 600 600</td><td>ive iies cially ed ction(s) i) i3,964 0,000 ,000 ,000</td><td>Ownersh Form: Direct (D) or Indirec (I) (Instr. 4 D I I I I I D</td><td>p     of Indirect Beneficial Ownership (Instr. 4)       2     See footnote<sup>(2)</sup>       3     See footnote<sup>(3)</sup>       5     See footnote<sup>(4)</sup>       5     See</td></t<>	ns, c           e Exer           e Exer           isable           isable           isin           isin           isin           isin           isin           isin           isin           isin           isin	Convertible cisable and ate year) Expiration Date (6) (6) (6) (6) (6) (6) (6) (6) (10/27/2025	Securitie Derivative (instr. 3 a Title Class A Common Stock Class A Common Stock Class A Common Stock Class A Common Stock Class A Common Stock Common Stock(1) Class B Common	ities)           ad Amouns S Underly s Underly e Securit (Market Shares)           13,16           4,500           600           600           600           600           4,500           600           600           600           600           600           600	nt of ying y ant or er of 53,964 0,000 ,000 ,000 7,200	8. Price of Derivative Security (Instr. 5)           \$0.00           \$0.00           \$0.00           \$0.00           \$0.00           \$0.00           \$0.00           \$0.00	derivat Securit Benefic Owned Followi Report Transa (Instr. 2 13,16 4,500 600 600 600	ive iies cially ed ction(s) i) i3,964 0,000 ,000 ,000	Ownersh Form: Direct (D) or Indirec (I) (Instr. 4 D I I I I I D	p     of Indirect Beneficial Ownership (Instr. 4)       2     See footnote <sup>(2)</sup> 3     See footnote <sup>(3)</sup> 5     See footnote <sup>(4)</sup> 5     See

1,500,000

J

(9)

Common Stock<sup>(1)</sup>

1,500,000

\$0.00

0

D

07/19/2029

	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)		Derivative Security	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	(i) (iiisti: 4)	
Stock Option (Right to Buy)	\$10.74	09/23/2019		J		1,500,000		(9)	07/19/2029	Class B Common Stock <sup>(6)</sup>	1,500,000	\$0.00	1,500,000	D	

Explanation of Responses:

1. Immediately prior to the closing of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.

2. Shares are held directly by the Olivier Pomel 2018 GRAT.

3. Shares are held directly by the Pomel Descendents' 2018 Trust.

4. Shares are held directly by the Agathe Le-Quoc 2018 Trust, of which Reporting Person is Trustee.

5. Shares are held directly by the Artemis Le-Quoc 2018 Trust, of which Reporting Person is Trustee.

6. Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon the earliest of: (i) any transfer, whether or not for value, except for certain "Permitted Transfers" as defined in the Issuer's amended and restated certificate of incorporation, (ii) the nine-month anniversary of the death of the Reporting Person in the case of shares held directly or in a trustee capacity, and (iii) the tenth anniversary of the Issuer's initial public offering of its Class A Common Stock.

7. Fully vested and exercisable.

8. Option vests as to 25% on March 1, 2018 and in equal monthly installments thereafter over three years.

9. 1/36th of Reporting Person's options vest on the earlier of January 1, 2021 and the one-year anniversary of the Issuer's initial public offering (such date, the "Initial Vesting Date"). Thereafter, 1/36th of the options vest monthly on the same day in each month as the Initial Vesting Date. In addition, the grant agreement provides for an "early exercise" feature subject to the Issuer's right to repurchase unvested shares upon the Reporting Person's termination from the Issuer's board of directors.

Remarks:

Olivier Pomel, by /s/ Ron A. Metzger, Attorney-in-Fact \*\* Signature of Reporting Person

<u>09/23/2019</u>

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.