Class B

Common Stock (1)

06/16/2021

C⁽¹⁾

1,000

(1)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	OVAL
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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

					01	Section	n 30(n) of the	e inves	tment	Company Act	01 1940									
1. Name and Address of Reporting Person* <u>Agarwal Amit</u>						2. Issuer Name and Ticker or Trading Symbol Datadog, Inc. [DDOG]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(5.0)					-	Data of	Corli	oot Tron	oootio	o (Mon	th/Dou/Moor)	-	X Officer (give title Other (specify below)								
(Last) (First) (Middle)						/16/20		esi ITai	ISaction	ii (ivioii	th/Day/Year)				Chief Product Officer						
C/O DATADOG, INC. 620 8TH AVENUE, 45TH FLOOR																					
					_ 4.	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check App												licable			
(Street)												- 1	Line)								
NEW YORK NY 10018															X Form filed by One Reporting Person Form filed by More than One Reporting						
(City) (State) (Zip)							Person														
(City)	(S																				
		Та	ble I -	Non-Der	ivativ	e Sec	urit	ies A	cquir	ed, D	isposed o	of, or E	Bene	ficial	ly Owned	l					
1. Title of	Security (Ins	tr. 3)		2. Transac Date	tion	2A. Dee Execution			3. Transaction Code (Instr. 8)						5. Amou Securiti		6. Ownership Form: Direct		7. Nature of Indirect Beneficial Ownership		
				(Month/Day/Yea		if any		/Year)								Following					
								Ì	Code	v	Amount	(A) or Price			Transac	Reported Transaction(s)			Instr. 4)		
	•	C: 1		00/40/5								(D)			- ((Instr. 3 and 4)	_	_			
	A Commo			06/16/2		_			C ⁽¹⁾ 7,500		A	\$0.00(1)		_	0,797		D				
Common	A Commo	n Stock		06/16/2	2021	1		S ⁽²⁾		1,003	D	\$97	7.0657	(3) 179	9,794		D				
	A Commo			06/16/2	06/16/2021				S ⁽²⁾		2,397	D	\$98	3.2641	(4) 17	7,397		D			
Common	A Commo	n Stock		06/16/2				S ⁽²⁾	Ш	4,000	D	\$9	9.063	5) 173	3,397		D				
Common	A Commo	n Stock		06/16/2021					S ⁽²⁾	Ш	100	D	\$	99.73	173	3,297		D			
Common A Common Stock		06/16/2	2021				C ⁽¹⁾		1,000	A	\$	0.00(1)	1,	,000			By Spouse ⁽⁶⁾				
Common A Common Stock		06/16/2	2021				S ⁽²⁾		100	D	\$96.65		9	900			By Spouse ⁽⁶⁾				
Common A Common Stock		06/16/2	16/2021			S ⁽²⁾			500	D	\$98.108(7)		7)	400			By Spouse ⁽⁶⁾				
Common A Common Stock		06/16/2	06/16/2021				S ⁽²⁾		400	D	\$99.1475(8)		(8)	0			By Spouse ⁽⁶⁾				
Common A Common Stock		06/16/2021		1			C ⁽¹⁾		12,500	A \$0.00 ⁽¹⁾		12	12,500			By GRAT ⁽⁹⁾					
Common	A Commo	n Stock		06/16/2021		1			S ⁽²⁾		1,800	D	\$97.1333(10)		10)	10,700			By GRAT ⁽⁹⁾		
Common A Common Stock		06/16/2021		1			S ⁽²⁾		3,808	D	\$98.2631(11)		6,892				By GRAT ⁽⁹⁾				
Common A Common Stock 06		06/16/2	06/16/2021				S ⁽²⁾		6,692	D	D \$99.0579 ⁽¹²⁾		2) 200				By GRAT ⁽⁹⁾				
Common	A Commo	n Stock		06/16/2	2021				S ⁽²⁾		200	D	\$99	9.755 ⁽¹	13)	0			By GRAT ⁽⁹⁾		
			Table								sposed of				Owned						
4 700		la =::: ::	le: -		_	calls	1		_		, converti					la :		40	Taa :		
1. Title of Derivative	2. Conversion	3. Transaction Date		eemed ition Date,	4. Transa		of	umber 	Expi	ration E		7. Title of Secu	ırities	mount	8. Price of Derivative	9. Number	.	10. Ownership	11. Nature		
Security (Instr. 3)	or Exercise Price of	(Month/Day/Year)	th/Day/Year) if any (Month/Da		Code (8)	instr.	Seci	vative urities	(MOII	ith/Day	reary	Underly Derivat	ive Se		Security (Instr. 5)	Securities Beneficial		Form: Direct (D)	Beneficial Ownership		
	Derivative Security					Acquired (A) or		or				(Instr. 3 and 4		1)		Owned Following		or Indirect (I) (Instr. 4)	(Instr. 4)		
			Disposed of (D) (In) (Instr.	str.							Reported Transaction								
				<u> </u>	3, 4 and 5)		and 5)					-			(Instr. 4)						
													0								
								(D)	Date		Expiration	T:41 -	Number of								
Class P		Code	V	(A)	(D)	Exer	cisable	Date	Title	_	hares	-									
Class B Common Stock	(1)	06/16/2021			C ⁽¹⁾			7,500		(1)	(1)	Class A Commo Stock	on 7	7,500	\$0.00	509,00)7	D			

Class A

Common Stock 1,000

\$0.00

300,166

(1)

By

Spouse⁽⁶⁾

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)		Transaction of Code (Instr. Derivative			6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and of Security Underlying Derivative (Instr. 3 and	ies g Security	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				
Class B Common Stock	(1)	06/16/2021		C ⁽¹⁾			12,500	(1)	(1)	Class A Common Stock	12,500	\$0.00	917,500	I	By GRAT ⁽⁹⁾
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	(1)		1,148,365	I	By GRAT ⁽¹⁴⁾

Explanation of Responses:

- 1. 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 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.
- 2. Shares sold pursuant to a 10b5-1 plan entered into on September 2, 2020.
- 3. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$96.65 to \$97.31. The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 4. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$97.66 to \$98.59. The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 5. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$98.66 to \$99.51. The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 6. Shares are held by Reporting Person's spouse.
- 7. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$97.67 to \$98.56. The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 8. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$99.01 to \$99.41. The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 9. Shares are held directly by Amit Agarwal 2019 GRAT, of which the Reporting Person is Trustee
- 10. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$96.65 to \$97.60. The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 11. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$97.65 to \$98.64. The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 12. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$98.65 to \$99.52. The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 13. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$99.72 to \$99.79. The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 14. Shares are held directly by Amit Agarwal 2018 GRAT, of which the Reporting Person is Trustee.

Remarks:

Amit Agarwal, by /s/ Ron A.

Metzger, Attorney-in-Fact

** Signature of Reporting Person

06/21/2021

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.