

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>OpenView Management, LLC</u> (Last) (First) (Middle) 303 CONGRESS STREET, 7TH FLOOR (Street) BOSTON MA 02210 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Datadog, Inc. [DDOG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/23/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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
Series B Preferred Stock	(I)	09/23/2019		C ⁽¹⁾			25,115,388	(I)	(I)	See footnote ⁽¹⁾	25,115,388	\$0	0	D ⁽²⁾	
Series C Preferred Stock	(I)	09/23/2019		C ⁽¹⁾			10,070,100	(I)	(I)	See footnote ⁽¹⁾	10,070,100	\$0	0	D ⁽²⁾	
Series D Preferred Stock	(I)	09/23/2019		C ⁽¹⁾			5,622,792	(I)	(I)	See footnote ⁽¹⁾	5,622,792	\$0	0	D ⁽²⁾	
Class B Common Stock	(S)	09/23/2019		J ⁽⁴⁾		40,808,280		(S)	(S)	Class A Common Stock	40,808,280	\$0	40,808,280	D ⁽²⁾	
Series B Preferred Stock	(I)	09/23/2019		C ⁽¹⁾			981,396	(I)	(I)	See footnote ⁽¹⁾	981,396	\$0	0	D ⁽⁵⁾	
Series C Preferred Stock	(I)	09/23/2019		C ⁽¹⁾			393,492	(I)	(I)	See footnote ⁽¹⁾	393,492	\$0	0	D ⁽⁵⁾	
Series D Preferred Stock	(I)	09/23/2019		C ⁽¹⁾			219,708	(I)	(I)	See footnote ⁽¹⁾	219,708	\$0	0	D ⁽⁵⁾	
Class B Common Stock	(S)	09/23/2019		J ⁽⁴⁾		1,594,596		(S)	(S)	Class A Common Stock	1,594,596	\$0	1,594,596	D ⁽⁵⁾	

1. Name and Address of Reporting Person* <u>OpenView Management, LLC</u> (Last) (First) (Middle) 303 CONGRESS STREET, 7TH FLOOR (Street) BOSTON MA 02210 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
OpenView General Partner III, L.P.		
(Last)	(First)	(Middle)
303 CONGRESS STREET, 7TH FLOOR		
(Street)		
BOSTON	MA	02210
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
OpenView Affiliates Fund III, L.P.		
(Last)	(First)	(Middle)
303 CONGRESS STREET, 7TH FLOOR		
(Street)		
BOSTON	MA	02210
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
OpenView Venture Partners III, L.P.		
(Last)	(First)	(Middle)
303 CONGRESS STREET, 7TH FLOOR		
(Street)		
BOSTON	MA	02210
(City)	(State)	(Zip)

Explanation of Responses:

- All shares of Preferred Stock automatically converted into Common Stock on a 1:1 basis and were reclassified into shares of Class B Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering.
- The shares are held by securities are held by OpenView Venture Partners III, L.P. ("OVP III LP"). OpenView Management, LLC ("OVM LLC") is the general partner of OpenView General Partner III, L.P. ("OGP III LP"), which is the general partner of OVP III LP. Each of OVM LLC and OGP III LP disclaims beneficial ownership of all the shares held by OVP III LP except to the extent, if any, of its pecuniary interest therein and this report shall not be deemed an admission that it is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- 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 earlier 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, and (ii) the tenth anniversary of the Issuer's initial public offering of its Class A Common Stock.
- 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.
- The securities are held by OpenView Affiliates Fund III, L.P. ("OAF III LP"). OGP III LP is the general partner of OAF III LP. Each of OVM LLC and OGP III LP disclaims beneficial ownership of all the shares held by OAF III LP except to the extent, if any, of its pecuniary interest therein and this report shall not be deemed an admission that it is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

[/s/ Rufus King, Chief Legal Officer of OpenView Management, LLC](#) 09/25/2019

[/s/ Rufus King, Chief Legal Officer of OpenView Management, LLC, the general partner of OpenView General Partner III, L.P.](#) 09/25/2019

[/s/ Rufus King, Chief Legal Officer of OpenView Management, LLC, the general partner of OpenView General Partner III, L.P., the general partner of OpenView Affiliates Fund III, L.P.](#) 09/25/2019

/s/ Rufus King, Chief Legal
Officer of OpenView
Management, LLC, the
general partner of OpenView
General Partner III, L.P., the
general partner of OpenView
Venture Partners III, L.P.

09/25/2019

** 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.