SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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Instruction 1(b).			Filed pursuant to Section 16(a) of the Securities Exchange Act					
			or Section 30(h) of the Investment Company Act of 194	40				
1. Name and Add Callahan M		5	2. Issuer Name and Ticker or Trading Symbol <u>Datadog, Inc.</u> [DDOG]		ionship of Reporting P all applicable)	Reporting Person(s) to Issuer ble)		
	ICHAEL Jaille	<u>'5</u>		X	Director	10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Officer (give title below)	Other (specify below)		
C/O DATADO	(<i>'</i>	(,	09/30/2020					
620 8TH AVENUE, 45TH FLOOR								
			4. If Amendment, Date of Original Filed (Month/Day/Yea	ar) 6. Indivi Line)	6. Individual or Joint/Group Filing (Check Applic Line)			
(Street)				X	Form filed by One Re	eporting Person		
NEW YORK	NY	10018			Form filed by More the Person	nan One Reporting		
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			ction Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(1150.4)	(Instr. 4)
Class A Common Stock	09/30/2020		S ⁽¹⁾		15,000	D	\$99.7384 ⁽²⁾	55,459	Ι	By Trust ⁽³⁾
Class A Common Stock								20,000	Ι	By GRAT ⁽⁴⁾

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				

Explanation of Responses:

1. Shares sold pursuant to a 10b5-1 plan entered into on June 14, 2020.

2. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$99.68 to \$100.14. 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.

3. The Shares are held by The Callahan-Thernstrom Family Trust, of which Reporting Person is Trustee.

4. Shares are held by The Michael Callahan Grantor Retained Annuity Trust, of which Reporting Person is Trustee.

Remarks:

<u>Michael James Callahan, by</u> /s/ Ron A. Metzger, Attorney- 10/02/2020

<u>in-Fact</u>

** 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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See