

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>ICONIQ STRATEGIC PARTNERS II, L.P.</u>			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) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/21/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN FRANCISCO CA 94111								
(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)	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			
Class A Common Stock	04/21/2020		C ⁽¹⁾		1,832,371	A	\$0.00 ⁽¹⁾	2,564,608	D ⁽²⁾⁽¹³⁾⁽¹⁴⁾	
Class A Common Stock	04/21/2020		C ⁽³⁾		1,434,374	A	\$0.00 ⁽³⁾	2,007,566	D ⁽⁴⁾⁽¹³⁾⁽¹⁴⁾	
Class A Common Stock	04/21/2020		C ⁽⁵⁾		666,158	A	\$0.00 ⁽⁵⁾	927,826	D ⁽⁶⁾⁽¹³⁾⁽¹⁴⁾	
Class A Common Stock	04/21/2020		C ⁽⁷⁾		408,849	A	\$0.00 ⁽⁷⁾	408,849	D ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾	
Class A Common Stock	04/21/2020		C ⁽⁹⁾		436,857	A	\$0.00 ⁽⁹⁾	436,857	D ⁽¹⁰⁾⁽¹³⁾⁽¹⁴⁾	
Class A Common Stock								199,500	D ⁽¹¹⁾⁽¹³⁾⁽¹⁵⁾	
Class A Common Stock								325,500	D ⁽¹²⁾⁽¹³⁾⁽¹⁵⁾	
Class A Common Stock								16,104	D ⁽¹⁷⁾	
Class A Common Stock								16,104	D ⁽¹⁸⁾	

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				
Class B Common Stock	(16)	04/21/2020		C ⁽¹⁾		1,832,371		(16)	(16)	Class A Common Stock	1,832,371	\$0.00	8,069,954	D ⁽²⁾⁽¹³⁾⁽¹⁴⁾	
Class B Common Stock	(16)	04/21/2020		C ⁽³⁾		1,434,374		(16)	(16)	Class A Common Stock	1,434,374	\$0.00	6,317,135	D ⁽⁴⁾⁽¹³⁾⁽¹⁴⁾	
Class B Common Stock	(16)	04/21/2020		C ⁽⁵⁾		666,158		(16)	(16)	Class A Common Stock	666,158	\$0.00	2,938,363	D ⁽⁶⁾⁽¹³⁾⁽¹⁴⁾	
Class B Common Stock	(16)	04/21/2020		C ⁽⁷⁾		408,849		(16)	(16)	Class A Common Stock	408,849	\$0.00	0	D ⁽⁸⁾⁽¹³⁾⁽¹⁴⁾	
Class B Common Stock	(16)	04/21/2020		C ⁽⁹⁾		436,857		(16)	(16)	Class A Common Stock	436,857	\$0.00	0	D ⁽¹⁰⁾⁽¹³⁾⁽¹⁴⁾	
Class B Common Stock	(16)							(16)	(16)	Class A Common Stock	1,890,426		1,890,426	D ⁽¹¹⁾⁽¹³⁾⁽¹⁵⁾	
Class B Common Stock	(16)							(16)	(16)	Class A Common Stock	3,084,381		3,084,381	D ⁽¹²⁾⁽¹³⁾⁽¹⁵⁾	

1. Name and Address of Reporting Person* <u>ICONIQ STRATEGIC PARTNERS II, L.P.</u>		
(Last)	(First)	(Middle)
C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		

SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Makan Divesh		
(Last)	(First)	(Middle)
C/O ICONIQ CAPITAL		
394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		
SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Griffith William J.G.		
(Last)	(First)	(Middle)
C/O ICONIQ CAPITAL		
394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		
SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)

Explanation of Responses:

- On April 21, 2020, ICONIQ Strategic Partners II, LP ("ICONIQ II") converted in the aggregate 1,832,371 shares of the Issuer's Class B Common Stock into 1,832,371 shares of the Issuer's Class A Common Stock.
- The shares are held by ICONIQ II.
- On April 21, 2020, ICONIQ Strategic Partners II-B, LP ("ICONIQ II-B") converted in the aggregate 1,434,374 shares of the Issuer's Class B Common Stock into 1,434,374 shares of the Issuer's Class A Common Stock.
- The shares are held by ICONIQ II-B.
- On April 21, 2020, ICONIQ Strategic Partners II Co-Invest, L.P., DD Series ("ICONIQ II Co-Invest") converted in the aggregate 666,158 shares of the Issuer's Class B Common Stock into 666,158 shares of the Issuer's Class A Common Stock.
- The shares are held by ICONIQ II Co-Invest.
- On April 21, 2020, ICONIQ Strategic Partners III, LP ("ICONIQ III") converted in the aggregate 408,849 shares of the Issuer's Class B Common Stock into 408,849 shares of the Issuer's Class A Common Stock.
- The shares are held by ICONIQ III.
- On April 21, 2020, ICONIQ Strategic Partners III-B, LP ("ICONIQ III-B") converted in the aggregate 436,857 shares of the Issuer's Class B Common Stock into 436,857 shares of the Issuer's Class A Common Stock.
- The shares are held by ICONIQ III-B.
- The shares are held by ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV").
- The shares are held by ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B").
- Iconiq Strategic Partners II GP, L.P. ("ICONIQ II GP") is the sole general partner of each of ICONIQ II, ICONIQ II-B and ICONIQ II Co-Invest. ICONIQ Strategic Partners II TT GP, Ltd. ("ICONIQ II Parent GP") is the sole general partner of ICONIQ II GP. Iconiq Strategic Partners III GP, L.P. ("ICONIQ III GP") is the sole general partner of each of ICONIQ III and ICONIQ III-B. ICONIQ Strategic Partners III TT GP, Ltd. ("ICONIQ III Parent GP") is the sole general partner of ICONIQ III GP. ICONIQ Strategic Partners IV GP, L.P. ("ICONIQ IV GP") is the sole general partner of ICONIQ IV and ICONIQ IV-B. ICONIQ Strategic Partners IV TT GP, Ltd. ("ICONIQ IV Parent GP") is the general partner of ICONIQ IV GP. Divesh Makan ("Makan") and William J.G. Griffith ("Griffith") are the sole equity holders and directors of ICONIQ II Parent GP, ICONIQ III Parent GP and ICONIQ IV Parent GP.
- Each of ICONIQ II GP, ICONIQ III GP, ICONIQ II Parent GP, ICONIQ III Parent GP, Makan and Griffith disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- Each of ICONIQ IV GP, ICONIQ IV Parent GP, Makan and Griffith disclaims beneficial ownership of the securities reported herein for purposes of Section 16 and the Exchange Act, except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons 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.
- These shares are directly held by Makan through family trust(s) that he controls. Makan disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Exchange Act, except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- These shares are directly held by Griffith through family trust(s) that he controls. Griffith disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Exchange Act, except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

Remarks:

This Form 4 is the second of two Form 4's being filed relating to the same event. The Form 4 has been split into two filings because there are more than 10 Reporting Persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 Reporting Persons. Each Form 4 will be filed by Designated Filer ICONIQ Strategic Partners II, L.P.

[/s/ Divesh Makan](#) [04/23/2020](#)

[/s/ William J.G. Griffith](#) [04/23/2020](#)

** 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.