SEC Form 4

FORM 4

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

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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 [*] OBSTLER DAVID M | | | 2. Issuer Name and Ticker or Trading Symbol <u>Datadog, Inc.</u> [DDOG] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | |
| (Last) C/O DATADO | (First) DG, INC. | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/27/2024 | X Officer (give title Other (specify below) below) CHIEF FINANCIAL OFFICER | | | | |
| 620 8TH AVENUE, 45TH FLOOR | | FLOOR | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| | | | | X Form filed by One Reporting Person | | | | |
| (Street) NEW YORK | NY | 10018 | | Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication | | | | | |
| Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is inter- satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |

1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature Transaction Code (Instr. Form: Direct (D) or Indirect Date Execution Date Disposed Of (D) (Instr. 3, 4 and Securities of Indirect (Month/Day/Year) if any 5) Beneficially Beneficial (Month/Day/Year) l 8) Owned Follo (I) (Instr. 4) Ownership

| | | (Month/Day/Tear) | | | | | | Reported | (1) (1130. 4) | (Instr. 4) |
|----------------------|------------|------------------|------|---|-----------------------|---------------|-------------------|------------------------------------|---------------|------------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Class A Common Stock | 02/27/2024 | | Α | | 60,189 ⁽¹⁾ | Α | \$ <mark>0</mark> | 306,198 | D | |

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 Exerc Expiration Da (Month/Day/N | 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. On April 25, 2023, the Reporting Person was granted restricted stock units, the vesting of which was subject to both performance-based and service-based criteria ("PSUs"). The number of shares reported represents the number of PSUs that were earned as a result of the achievement of such performance criteria. Such earned PSUs will vest as to service as to 1/4 of the shares on March 1, 2024 and 1/12 of the remaining shares on each June 1, September 1, December 1 and March 1 thereafter, subject in each case to the Reporting Person remaining in Continuous Service (as defined in the Issuer's 2019 Equity Incentive Plan) of the issuer as of each such date.

| /s/ Ron A. Metzger, Attorney- | 02/20/2024 |
|-------------------------------|------------|
| in-Fact | 02/29/2024 |

** 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.

OMB APPROVAL

| OMB Number: | 3235-0287 | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|
| Estimated average burden | | | | | | | |
| hours per response: | 0.5 | | | | | | |

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