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

SCHEDULE 14A
**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**
(Amendment No. ____)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Datadog, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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Datadog, Inc.
620 8th Avenue, 45th Floor
New York, New York 10018

**Supplement to Proxy Statement for
Annual Meeting of Stockholders
to be held on June 5, 2024**

This supplement, dated May 7, 2024 (this “**Supplement**”), supplements the definitive proxy statement (the “**Proxy Statement**”) of Datadog, Inc. (the “**Company**”) filed with the Securities and Exchange Commission (the “**SEC**”) on April 19, 2024, relating to the Company’s 2024 Annual Meeting of Stockholders to be held at 11:00 a.m. Eastern Time on Wednesday, June 5, 2024 (the “**Annual Meeting**”).

As disclosed by the Company on a Current Report on Form 8-K filed with the SEC on May 7, 2024, Amit Agarwal will be resigning from his position as President of the Company, effective December 31, 2024 (the “**Effective Date**”). Following the Effective Date, the Board of Directors of the Company (the “**Board**”) intends to increase the size of the Board from eight to nine and appoint Mr. Agarwal to the Board to fill the resulting vacancy.

Except as supplemented by the information contained herein, this Supplement does not revise or update any of the other information set forth in the Proxy Statement. This Supplement should be read in conjunction with the Proxy Statement. From and after the date of this Supplement, any references to the “Proxy Statement” are to the Proxy Statement as supplemented hereby.

This Supplement does not change the proposals to be voted on at the Annual Meeting or the recommendations of the Board with respect to such proposals, in each case, as described in the Proxy Statement. If you have already submitted your proxy, or voted by telephone or Internet, you do not need to take additional action unless you wish to change your vote. If you wish to change your vote, the Proxy Statement contains information on how to change your vote. The form of proxy included in the Proxy Statement remains valid, and no new proxy cards are being distributed.