FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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

Name and Address of Reporting Person*     De Madre Armelle						2. Issuer Name <b>and</b> Ticker or Trading Symbol Datadog, Inc. [ DDOG ]									elationship o eck all applic Directo	able)	g Pers	on(s) to Iss 10% O Other (s	wner	
(Last) (First) (Middle) C/O DATADOG, INC. 620 8TH AVENUE, 45TH FLOOR						3. Date of Earliest Transaction (Month/Day/Year) 08/25/2021									below)	Chief Peo	ple C	below)	эреспу	
(Street)						4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(City)	(S		(Zip)											<i>c</i>	• • • •					
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Ye				tion	n 2A. Deemed Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			r	5. Amou Securiti Benefic Owned	es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Class A Common Stock 08/25/20.					2021	21		C <sup>(1)</sup>		5,625	A	\$	0.00(1)	65	65,755		D			
Class A Common Stock 08/25/202					2021	21		<b>S</b> <sup>(2)</sup>		3,825	D	\$13	35.155 <sup>(</sup>	3) 61	61,930		D			
Class A Common Stock 08/25/202				2021	21		S <sup>(2)</sup>		1,800	D	\$13	5.7894	(4) 60	60,130		D				
			Table								sposed (				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Conversion Date (Month/Day/Year) Price of Derivative		Execution Date, if any		4. Transaction Code (Instr. B)		5. Number of Derivative Securities Acquired (A or Disposed of (D) (Instr. 3, 4 and 5)		iration	ercisable an Date y/Year)	Amo Seci Und Deri	7. Title and Amount of Securities Underlying Derivative Sec (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio	e s ally	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
					Code	ode V (A) (D)		Date Exercisable		Expiration Date	on Title	1	Amount or Number of Shares		(Instr. 4)	on(s)				
Stock Option (Right to Buy)	\$7.9567	08/25/2021			М	5,625		5 (5)		06/28/2029 Cd		s B mon ck	5,625	\$0.00 123,		50	D			
Class B Common Stock	(1)	08/25/2021			М	м 5,625			(1)		(1)	Con	Class A Common Stock 5,625		\$0.00	5,625		D		
Class B Common Stock	(1)	08/25/2021			C <sup>(1)</sup>			5,62	5	(1)	(1)	Cla Com Sto	mon	5,625	\$0.00	0		D		

## Explanation of Responses:

- 1. 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 earliest 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, (ii) the death of the Reporting Person in the case of shares held directly or in a trustee capacity, and (iii) the tenth anniversary of the Issuer's initial public offering of its Class A Common Stock upon the earliest of: (a) any transfer, whether or not for value, except for certain "Permitted Transfers" as defined in the Issuer's amended and restated certificate of incorporation, (ii) the death of the Reporting Person in the case of shares held directly or in a trustee capacity, and (iii) the tenth anniversary of the Issuer's initial public offering of its Class A Common Stock upon the earliest of: (a) any transfer, whether or not for value, except for certain "Permitted Transfers" as defined in the Issuer's amended and restated certificate of incorporation, (ii) the death of the Reporting Person in the case of shares held directly or in a trustee capacity, and (iii) the tenth anniversary of the Issuer's initial public offering of its Class A Common Stock upon the capacity and (iii) the tenth anniversary of the Issuer's initial public offering of its Class A Common Stock upon the capacity and (iii) the tenth anniversary of the Issuer's initial public offering of its Class A Common Stock upon the capacity and (iii) the tenth anniversary of the Issuer's initial public offering of its Class A Common Stock upon the capacity and (iii) the capacity and (iiii) the capacity and (iiii) the
- 2. Shares sold pursuant to a 10b5-1 plan entered into on August 18, 2020.
- 3. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$134.595 to \$135.57. 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.
- 4. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$135.61 to \$136.55. 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.
- $5.\ Option\ vested\ as\ to\ 25\%\ on\ June\ 20,\ 2020\ and\ in\ equal\ monthly\ installments\ thereafter\ over\ three\ years.$

## Remarks:

<u>Armelle De Madre, by /s/ Ron</u> <u>A. Metzger, Attorney-in-Fact</u>

08/27/2021

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.

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