

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

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

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person * ICONIQ STRATEGIC PARTNERS II, L.P. (Last) (First) (Middle) C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Datadog, Inc. [DDOG] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 09/23/2019 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 09/23/2019 | | P ⁽¹³⁾ | | 199,500 | A | \$27 | 199,500 | D ⁽⁶⁾⁽³⁾⁽⁴⁾ | |
| Class A Common Stock | 09/23/2019 | | P ⁽¹³⁾ | | 325,500 | A | \$27 | 325,500 | D ⁽⁷⁾⁽³⁾⁽⁴⁾ | |
| Common Stock | 09/23/2019 | | J ⁽¹⁾ | | 91,461 | D | \$0.00 | 0 | D ⁽²⁾⁽³⁾⁽⁴⁾ | |
| Common Stock | 09/23/2019 | | J ⁽¹⁾ | | 97,725 | D | \$0.00 | 0 | D ⁽⁵⁾⁽³⁾⁽⁴⁾ | |
| Common Stock | 09/23/2019 | | J ⁽¹⁾ | | 1,890,426 | D | \$0.00 | 0 | D ⁽⁶⁾⁽³⁾⁽⁴⁾ | |
| Common Stock | 09/23/2019 | | J ⁽¹⁾ | | 3,084,381 | D | \$0.00 | 0 | D ⁽⁷⁾⁽³⁾⁽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 | | | | |
| Series Seed Preferred Stock | (9) | 09/23/2019 | | C ⁽⁹⁾ | | | 150,852 | (9) | (9) | See Footnote ⁽⁹⁾ | 150,852 | \$0.00 | 0 | D ⁽¹⁰⁾⁽³⁾⁽⁴⁾ | |
| Series Seed Preferred Stock | (9) | 09/23/2019 | | C ⁽⁹⁾ | | | 118,092 | (9) | (9) | See Footnote ⁽⁹⁾ | 118,092 | \$0.00 | 0 | D ⁽¹¹⁾⁽³⁾⁽⁴⁾ | |
| Series Seed Preferred Stock | (9) | 09/23/2019 | | C ⁽⁹⁾ | | | 317,388 | (9) | (9) | See Footnote ⁽⁹⁾ | 317,388 | \$0.00 | 0 | D ⁽²⁾⁽³⁾⁽⁴⁾ | |
| Series Seed Preferred Stock | (9) | 09/23/2019 | | C ⁽⁹⁾ | | | 339,132 | (9) | (9) | See Footnote ⁽⁹⁾ | 339,132 | \$0.00 | 0 | D ⁽⁵⁾⁽³⁾⁽⁴⁾ | |
| Series A Preferred Stock | (9) | 09/23/2019 | | C ⁽⁹⁾ | | | 67,032 | (9) | (9) | See Footnote ⁽⁹⁾ | 67,032 | \$0.00 | 0 | D ⁽¹⁰⁾⁽³⁾⁽⁴⁾ | |
| Series A Preferred Stock | (9) | 09/23/2019 | | C ⁽⁹⁾ | | | 52,464 | (9) | (9) | See Footnote ⁽⁹⁾ | 52,464 | \$0.00 | 0 | D ⁽¹¹⁾⁽³⁾⁽⁴⁾ | |
| Series B Preferred Stock | (9) | 09/23/2019 | | C ⁽⁹⁾ | | | 71,688 | (9) | (9) | See Footnote ⁽⁹⁾ | 71,688 | \$0.00 | 0 | D ⁽¹⁰⁾⁽³⁾⁽⁴⁾ | |
| Series B Preferred Stock | (9) | 09/23/2019 | | C ⁽⁹⁾ | | | 56,112 | (9) | (9) | See Footnote ⁽⁹⁾ | 56,112 | \$0.00 | 0 | D ⁽¹¹⁾⁽³⁾⁽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 | | | | |
| Series D Preferred Stock | (9) | 09/23/2019 | | C ⁽⁹⁾ | | | 11,043,852 | (9) | (9) | See Footnote ⁽⁹⁾ | 11,043,852 | \$0.00 | 0 | D ⁽¹⁰⁾⁽³⁾⁽⁴⁾ | |
| Series D Preferred Stock | (9) | 09/23/2019 | | C ⁽⁹⁾ | | | 8,645,100 | (9) | (9) | See Footnote ⁽⁹⁾ | 8,654,100 | \$0.00 | 0 | D ⁽¹¹⁾⁽³⁾⁽⁴⁾ | |
| Series D Preferred Stock | (9) | 09/23/2019 | | C ⁽⁹⁾ | | | 4,120,260 | (9) | (9) | See Footnote ⁽⁹⁾ | 4,120,260 | \$0.00 | 0 | D ⁽¹²⁾⁽³⁾⁽⁴⁾ | |
| Class B Common Stock | (8) | 09/23/2019 | | J ⁽¹⁾⁽⁹⁾ | | | 408,849 ⁽¹⁴⁾ | (8) | (8) | Class A Common Stock | 408,849 | \$0.00 | 408,849 | D ⁽²⁾⁽³⁾⁽⁴⁾ | |
| Class B Common Stock | (8) | 09/23/2019 | | J ⁽¹⁾⁽⁹⁾ | | | 436,857 ⁽¹⁵⁾ | (8) | (8) | Class A Common Stock | 436,857 | \$0.00 | 436,857 | D ⁽⁵⁾⁽³⁾⁽⁴⁾ | |
| Class B Common Stock | (8) | 09/23/2019 | | J ⁽¹⁾⁽⁹⁾ | | | 1,890,426 | (8) | (8) | Class A Common Stock | 1,890,426 | \$0.00 | 1,890,426 | D ⁽⁶⁾⁽³⁾⁽⁴⁾ | |
| Class B Common Stock | (8) | 09/23/2019 | | J ⁽¹⁾⁽⁹⁾ | | | 3,084,381 | (8) | (8) | Class A Common Stock | 3,084,381 | \$0.00 | 3,084,381 | D ⁽⁷⁾⁽³⁾⁽⁴⁾ | |
| Class B Common Stock | (8) | 09/23/2019 | | J ⁽⁹⁾ | | | 11,333,424 | (8) | (8) | Class A Common Stock | 11,333,424 | \$0.00 | 11,333,424 | D ⁽¹⁰⁾⁽³⁾⁽⁴⁾ | |
| Class B Common Stock | (8) | 09/23/2019 | | J ⁽⁹⁾ | | | 8,871,768 | (8) | (8) | Class A Common Stock | 8,871,768 | \$0.00 | 8,871,768 | D ⁽¹¹⁾⁽³⁾⁽⁴⁾ | |
| Class B Common Stock | (8) | 09/23/2019 | | J ⁽⁹⁾ | | | 4,120,260 | (8) | (8) | Class A Common Stock | 4,120,260 | \$0.00 | 4,120,260 | D ⁽¹²⁾⁽³⁾⁽⁴⁾ | |

1. Name and Address of Reporting Person *

ICONIQ STRATEGIC PARTNERS II, L.P.

(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 *

ICONIQ STRATEGIC PARTNERS II-B, L.P.

(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 *

[ICONIQ Strategic Partners II Co-Invest, L.P.,
DD Series](#)

(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 *

[ICONIQ Strategic Partners III, L.P.](#)

(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 *

[ICONIQ Strategic Partners III-B, L.P.](#)

(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 *

[ICONIQ Strategic Partners IV, L.P.](#)

(Last) (First) (Middle)

C/O ICONIQ CAPITAL
394 PACIFIC AVENUE, 2ND FLOOR

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SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person *

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(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 * | | |
| ICONIQ Strategic Partners II GP, L.P. | | |
| (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 * | | |
| ICONIQ Strategic Partners II TT GP, Ltd | | |
| (Last) | (First) | (Middle) |
| C/O ICONIQ CAPITAL | | |
| 394 PACIFIC AVENUE, 2ND FLOOR | | |
| (Street) | | |
| SAN FRANCISCO CA | | 94111 |
| (City) (State) (Zip) | | |

Explanation of Responses:

1. Immediately prior to the closing of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
2. The shares are held by ICONIQ Strategic Partners III, L.P. ("ICONIQ III").
3. Iconiq Strategic Partners GP II, L.P. ("ICONIQ GP II") 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 Parent GP II") is the sole general partner of ICONIQ GP II. Iconiq Strategic Partners GP III, L.P. ("ICONIQ GP III") is the sole general partner of each of ICONIQ III and ICONIQ III-B. ICONIQ Strategic Partners III TT GP, Ltd. ("ICONIQ Parent GP III") is the sole general partner of ICONIQ GP III. Iconiq Strategic Partners GP IV, L.P. ("ICONIQ GP IV") is the sole general partner of each of ICONIQ IV and ICONIQ IV-B. ICONIQ Strategic Partners IV TT GP, Ltd. ("ICONIQ Parent GP IV") is the sole general partner of ICONIQ GP IV. Divesh Makan ("Makan") and William J.G. Griffith ("Griffith") are the sole equity holders and directors of ICONIQ Parent GP II, ICONIQ Parent GP III and ICONIQ Parent GP IV.
4. The Reporting Person 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 his or its pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
5. The shares are held by ICONIQ Strategic Partners III-B, L.P. ("ICONIQ III-B").
6. The shares are held by ICONIQ Strategic Partners IV, LP ("ICONIQ IV").
7. The shares are held by ICONIQ Strategic Partners IV-B, LP ("ICONIQ IV-B").
8. 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.
9. All shares of Preferred Stock automatically converted into Common Stock on a 1:1 basis and were reclassified into shares of Class B Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering.
10. The shares are held by ICONIQ Strategic Partners II, LP ("ICONIQ II").
11. The shares are held by ICONIQ Strategic Partners II-B, LP ("ICONIQ II-B").
12. The shares are held by ICONIQ Strategic Partners II Co-Invest, L.P., DD Series ("ICONIQ II Co-Invest").
13. These shares were purchased from the underwriters at the closing of the Issuer's initial public offering.
14. Represents 91,461 shares of Common Stock that were reclassified into Class B Common Stock and 317,388 shares of Series Seed Preferred Stock that converted into Common Stock and then were reclassified into Class B Common Stock.
15. Represents 97,725 shares of Common Stock that were reclassified into Class B Common Stock and 339,132 shares of Series Seed Preferred Stock that converted into Common Stock and then were reclassified into Class B Common Stock.

Remarks:

This Form 4 is the first 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.

[ICONIQ Strategic Partners II, L.P., By: ICONIQ Strategic Partners II GP, L.P., its General Partner, By: Kevin Foster, its Sr. VP. /s/ Kevin Foster](#) 09/25/2019

[ICONIQ Strategic Partners II-B, L.P., By: ICONIQ Strategic Partners II GP, L.P., its General Partner, By: Kevin Foster, its Sr. VP. /s/ Kevin Foster](#) 09/25/2019

| | |
|--|-------------------|
| <u>ICONIO Strategic Partners II Co-Invest, L.P., By: ICONIO Strategic Partners II GP, L.P., its General Partner. By: ICONIO Strategic Partners II TT GP, Ltd., its General Partner. By: Kevin Foster, its Sr. VP. /s/ Kevin Foster</u> | <u>09/25/2019</u> |
| <u>ICONIO Strategic Partners III L.P., By: ICONIO Strategic Partners III GP, L.P., its General Partner. By: ICONIO Strategic Partners III TT GP, Ltd., its General Partner. By: Kevin Foster, its Sr. VP. /s/ Kevin Foster</u> | <u>09/25/2019</u> |
| <u>ICONIO Strategic Partners III-B, L.P., By: ICONIO Strategic Partners III GP, L.P., its General Partner. By: ICONIO Strategic Partners III TT GP, Ltd., its General Partner. By: Kevin Foster, its Sr. VP. /s/ Kevin Foster</u> | <u>09/25/2019</u> |
| <u>ICONIO Strategic Partners IV, L.P., By: ICONIO Strategic Partners IV GP, L.P., its General Partner. By: ICONIO Strategic Partners IV TT GP, Ltd., its General Partner. By: Kevin Foster, its Authorized Signatory. /s/ Kevin Foster</u> | <u>09/25/2019</u> |
| <u>ICONIO Strategic Partners IV-B, L.P., By: ICONIO Strategic Partners IV GP, L.P., its General Partner. By: ICONIO Strategic Partners IV TT GP, Ltd., its General Partner. By: Kevin Foster, its Authorized Signatory. /s/ Kevin Foster</u> | <u>09/25/2019</u> |
| <u>ICONIO Strategic Partners II GP, L.P., a Cayman Islands exempted limited partnership. By: ICONIO Strategic Partners II TT GP, Ltd., a Cayman Islands exempted company, its General Partner. /s/ Kevin Foster</u> | <u>09/25/2019</u> |
| <u>ICONIO Strategic Partners II TT GP, Ltd., a Cayman Islands exempted company. /s/ Kevin Foster</u> | <u>09/25/2019</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.