SEC Form 4	
------------	--

 $\square$ 

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person <sup>*</sup> De Madre Armelle			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Datadog</u> , <u>Inc.</u> [ DDOG ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) (Middle) C/O DATADOG, INC. 620 8TH AVENUE, 45TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 03/25/2022	X Onice (give true Other (specify below) Chief People Officer				
(Street) NEW YORK (City)	) / YORK NY 10018		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 Form filed by More than One Reporting Person				
(	(State)	<sup>(Zip)</sup> Table I - Non-D	erivative Securities Acquired, Disposed of, or Ben	eficially Owned				

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned 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	03/25/2022		<b>C</b> <sup>(1)</sup>		5,625	A	\$0.00	58,134	D	
Class A Common Stock	03/25/2022		<b>S</b> <sup>(2)</sup>		300	D	<b>\$</b> 143.2267 <sup>(3)</sup>	57,834	D	
Class A Common Stock	03/25/2022		<b>S</b> <sup>(2)</sup>		1,350	D	<b>\$</b> 144.1904 <sup>(4)</sup>	56,484	D	
Class A Common Stock	03/25/2022		<b>S</b> <sup>(2)</sup>		1,474	D	\$145.2488(5)	55,010	D	
Class A Common Stock	03/25/2022		<b>S</b> <sup>(2)</sup>		699	D	\$146.3838(6)	54,311	D	
Class A Common Stock	03/25/2022		<b>S</b> <sup>(2)</sup>		702	D	\$147.7459 <sup>(7)</sup>	53,609	D	
Class A Common Stock	03/25/2022		<b>S</b> <sup>(2)</sup>		500	D	\$149.072 <sup>(8)</sup>	53,109	D	
Class A Common Stock	03/25/2022		<b>S</b> <sup>(2)</sup>		200	D	\$150.42 <sup>(9)</sup>	52,909	D	
Class A Common Stock	03/25/2022		<b>S</b> <sup>(2)</sup>		400	D	<b>\$</b> 152.02 <sup>(10)</sup>	52,509	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. Transa Code ( 8)		5. Num Deriva Securi Acquir or Disj of (D) 3, 4 an	tive ties red (A) bosed Instr.	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)	derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Stock Option (Right to Buy)	\$7.9567	03/25/2022		М			5,625	(11)	06/28/2029	Class B Common Stock	5,625	\$0.00	84,375	D	
Class B Common Stock	(1)	03/25/2022		М		5,625		(1)	(1)	Class A Common Stock	5,625	\$0.00	5,625	D	
Class B Common Stock	(1)	03/25/2022		<b>C</b> <sup>(1)</sup>			5,625	(1)	(1)	Class A Common Stock	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.

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 \$142.61 to \$143.60. 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 \$143.90 to \$144.52. 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. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$144.93 to \$145.73. 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.

6. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$146.06 to \$146.70. 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.

7. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$147.37 to \$148.32. 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.

8. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$148.70 to \$149.43. 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.

9. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$150.13 to \$150.71. 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.

10. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$151.66 to \$152.39. 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.

11. Option vested as to 25% on June 20, 2020 and in equal monthly installments thereafter over three years.

Remarks:

Armelle De Madre, by /s/ Ron 03/29/2022

A. Metzger, Attorney-in-Fact \*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.