

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

1. Name and Address of Reporting Person* <u>Shah Shardul</u> (Last) (First) (Middle) C/O DATADOG, INC. 620 8TH AVENUE, 45TH FLOOR (Street) NEW YORK NY 10018 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Datadog, Inc. [DDOG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 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			
Common Stock	09/23/2019		J ⁽¹⁾		853,776	D	\$0.00	0	I	See footnote ⁽²⁾
Common Stock	09/23/2019		J ⁽¹⁾		13,002	D	\$0.00	0	I	See footnote ⁽³⁾

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				
Class B Common Stock	(4)	09/23/2019		J ⁽¹⁾		853,776		(4)	(4)	Class A Common Stock	853,776	\$0.00	853,776	I	See footnote ⁽²⁾
Class B Common Stock	(4)	09/23/2019		J ⁽¹⁾		13,002		(4)	(4)	Class A Common Stock	13,002	\$0.00	13,002	I	See footnote ⁽³⁾
Series Seed Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾		2,897,346		(5)	(5)	See footnote ⁽⁵⁾	2,897,346	\$0.00	0	I	See footnote ⁽²⁾
Series B Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾		221,328		(5)	(5)	See footnote ⁽⁵⁾	221,328	\$0.00	0	I	See footnote ⁽²⁾
Series C Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾		835,680		(5)	(5)	See footnote ⁽⁵⁾	835,680	\$0.00	0	I	See footnote ⁽²⁾
Series D Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾		8,288,724		(5)	(5)	See footnote ⁽⁵⁾	8,288,724	\$0.00	0	I	See footnote ⁽²⁾
Class B Common Stock	(4)	09/23/2019		J ⁽⁵⁾		12,243,078		(4)	(4)	Class A Common Stock	13,096,854	\$0.00	13,096,854	I	See footnote ⁽²⁾
Series A Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾		19,356,168		(5)	(5)	See footnote ⁽⁵⁾	19,356,168	\$0.00	0	I	See footnote ⁽⁶⁾
Series B Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾		7,259,472		(5)	(5)	See footnote ⁽⁵⁾	7,259,472	\$0.00	0	I	See footnote ⁽⁶⁾
Series C Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾		10,949,568		(5)	(5)	See footnote ⁽⁵⁾	10,949,568	\$0.00	0	I	See footnote ⁽⁶⁾
Series D Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾		1,350,528		(5)	(5)	See footnote ⁽⁵⁾	1,350,528	\$0.00	0	I	See footnote ⁽⁶⁾
Class B Common Stock	(4)	09/23/2019		J ⁽⁵⁾		38,915,736		(4)	(4)	Class A Common Stock	38,915,736	\$0.00	38,915,736	I	See footnote ⁽⁶⁾
Series A Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾		390,708		(5)	(5)	See footnote ⁽⁵⁾	390,708	\$0.00	0	I	See footnote ⁽⁷⁾
Series B Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾		146,532		(5)	(5)	See footnote ⁽⁵⁾	146,532	\$0.00	0	I	See footnote ⁽⁷⁾
Series C Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾		221,016		(5)	(5)	See footnote ⁽⁵⁾	221,016	\$0.00	0	I	See footnote ⁽⁷⁾

**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	(5)	09/23/2019		C ⁽⁵⁾			27,264	(5)	(5)	See footnote ⁽⁵⁾	27,264	\$0.00	0	I	See footnote ⁽⁷⁾
Class B Common Stock	(4)	09/23/2019		J ⁽⁵⁾		785,520		(4)	(4)	Class A Common Stock	785,520	\$0.00	785,520	I	See footnote ⁽⁷⁾
Series Seed Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾			44,121	(5)	(5)	See footnote ⁽⁵⁾	44,121	\$0.00	0	I	See footnote ⁽³⁾
Series A Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾			249,960	(5)	(5)	See footnote ⁽⁵⁾	249,960	\$0.00	0	I	See footnote ⁽³⁾
Series B Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾			97,104	(5)	(5)	See footnote ⁽⁵⁾	97,104	\$0.00	0	I	See footnote ⁽³⁾
Series C Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾			154,128	(5)	(5)	See footnote ⁽⁵⁾	154,128	\$0.00	0	I	See footnote ⁽³⁾
Series D Preferred Stock	(5)	09/23/2019		C ⁽⁵⁾			143,652	(5)	(5)	See footnote ⁽⁵⁾	143,652	\$0.00	0	I	See footnote ⁽³⁾
Class B Common Stock	(4)	09/23/2019		J ⁽⁵⁾		688,965		(4)	(4)	Class A Common Stock	701,967	\$0.00	701,967	I	See footnote ⁽³⁾

Explanation of Responses:

- 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.
- The shares are held by Index Ventures Growth III (Jersey), L.P. ("Index Growth III"). Index Venture Growth Associates III Limited ("IVGA III") is the managing general partner of Index Growth III. The Reporting Person is a partner within the Index Ventures group. Advisors within the Index Ventures group provide advice to each of Index Growth III, Index Ventures VI (Jersey) L.P. ("Index VI"), and Index Ventures VI Parallel Entrepreneur Fund (Jersey), L.P. ("Index VI Parallel" and together with Index Growth III and Index VI, the "Funds"). The Reporting Person disclaims Section 16 beneficial ownership of these securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- The shares are held by Yucca (Jersey) SLP ("Yucca"). Yucca is the administrator of the Index co-investment vehicles that are contractually required to mirror the relevant Fund's investment in the issuer (in this case, Index Growth III, Index VI and Index VI Parallel). The Reporting Person disclaims Section 16 beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.
- 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.
- 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.
- The shares are held by Index VI. Index Venture Associates VI Limited ("IVA VI") is the managing general partner of Index VI. The Reporting Person disclaims Section 16 beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.
- The shares are held by Index VI Parallel. IVA VI is the managing general partner of Index VI Parallel. The Reporting Person disclaims Section 16 beneficial ownership of these securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

Remarks:

Shardul Shah, by /s/ Ron A. Metzger, Attorney-in-Fact

09/23/2019

** 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.