

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Jacobson Matthew</u> (Last) (First) (Middle) C/O ICONIQ CAPITAL 50 BEALE ST., STE. 2300 (Street) SAN FRANCISCO CA 94105 (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) 06/13/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 06/17/2024	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	06/13/2024		S		20,000	D	\$119.8009 ⁽¹⁾	695,163	D ⁽²⁾	
Class A Common Stock	06/13/2024		S		8,903	D	\$119.5165 ⁽³⁾	44,387	I ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	By ICONIQ Strategic Partners III, L.P.
Class A Common Stock	06/13/2024		S		9,512	D	\$119.5165 ⁽³⁾	47,427	I ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock								67,035	I ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁹⁾	By ICONIQ Strategic Partners II, L.P.
Class A Common Stock								52,475	I ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹⁰⁾	By ICONIQ Strategic Partners II-B, L.P.
Class A Common Stock								978,535	I ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹¹⁾	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock								1,568,431	I ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽¹²⁾	By ICONIQ Strategic Partners IV-B, L.P.

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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								496,742	[(5)(6)(7)(13)]	By ICONIQ Strategic Partners VI, L.P.
Class A Common Stock								731,973	[(5)(6)(7)(14)]	By ICONIQ Strategic Partners VI-B, L.P.

**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)					

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$119.73 to \$119.90. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- These shares are directly held by the Reporting Person through a trust of which he is a trustee and another estate planning trust having an independent trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trusts for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of his 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$119.50 to \$119.61 Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- The shares are held by ICONIQ Strategic Partners III, L.P. ("ICONIQ III").
- ICONIQ Strategic Partners II GP, L.P. ("ICONIQ II GP") is the sole general partner of each of ICONIQ Strategic Partners II, L.P. ("ICONIQ II") and ICONIQ Strategic Partners II-B, L.P. ("ICONIQ II-B"). ICONIQ Strategic Partners II TT GP, Ltd. ("ICONIQ II Parent GP") is the sole general partner of ICONIQ II GP. ICONIQ Strategic Partners III GP, L.P. ("ICONIQ III GP") is the sole general partner of each of ICONIQ III and ICONIQ Strategic Partners III-B, LP ("ICONIQ III-B"). ICONIQ Strategic Partners III TT GP, Ltd. ("ICONIQ III Parent GP") is the sole general partner of ICONIQ III GP. ICONIQ Strategic Partners IV GP, L.P. ("ICONIQ IV GP") is the sole general partner of ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV") and ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B"). ICONIQ Strategic Partners IV TT GP, Ltd. ("ICONIQ IV Parent GP") is the general partner of ICONIQ IV GP.
- (continued) ICONIQ Strategic Partners VI GP, L.P. ("ICONIQ VI GP") is the sole general partner of each of ICONIQ Strategic Partners VI, L.P. ("ICONIQ VI") and ICONIQ Strategic Partners VI-B, L.P. ("ICONIQ VI-B"). ICONIQ Strategic Partners VI TT GP, Ltd. ("ICONIQ VI Parent GP") is the sole general partner of ICONIQ VI GP. Divesh Makan ("Makan") and William J.G. Griffith ("Griffith") are the sole equity holders of ICONIQ II Parent GP and ICONIQ III Parent GP and Makan, Griffith and the Reporting Person are the sole equity holders of ICONIQ IV Parent GP and ICONIQ VI Parent GP.
- The Reporting Person is a General Partner and a Managing Director at ICONIQ Capital. The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Exchange Act, except to the extent of his 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.
- The shares are held by ICONIQ III-B.
- The shares are held by ICONIQ II.
- The shares are held by ICONIQ II-B.
- The shares are held by ICONIQ IV.
- The shares are held by ICONIQ IV-B.
- The shares are held by ICONIQ VI.
- The shares are held by ICONIQ VI-B.

Remarks:

This Form 4/A amends and restates the Form 4 originally filed on June 17, 2024 to include a row in Table I disclosing the sale of 20,000 shares of Class A Common Stock by the Reporting Person (see further detail in footnotes (1) and (2)) that was inadvertently omitted from the original filing.

/s/ Matthew Jacobson

09/13/2024

** 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.