SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

OMB APPROVAL

3235-0287 OMB Number: Estimated average burden hours per response: 0.5

1. Name and Addre OBSTLER I	1 8	erson*	2. Issuer Name and Ticker or Trading Symbol Datadog, Inc. [DDOG]	(Check	tionship of Reporting Pe (all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle) C/O DATADOG, INC. 620 8TH AVENUE, 45TH FLOOR		、 ,	3. Date of Earliest Transaction (Month/Day/Year) 07/15/2020	X	below) Chief Financial	below)
(Street) NEW YORK (City)	NY (State)	10018 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filir Form filed by One Rep Form filed by More that Person	porting 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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)	(1150.4)	(1150.4)	
Class A Common Stock	07/15/2020		S ⁽¹⁾		2,812	D	\$86.1976(2)	541,773	D		
Class A Common Stock	07/15/2020		S ⁽¹⁾		6,855	D	\$ 87.0951 ⁽³⁾	534,918	D		
Class A Common Stock	07/15/2020		S ⁽¹⁾		9,633	D	\$88.1861(4)	525,285	D		
Class A Common Stock	07/15/2020		S ⁽¹⁾		700	D	\$88.7657(5)	524,585	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	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		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	Security					(A) or Disposed of (D) (Instr. 3, 4 and 5)				Security (Instr. 3 and 4)			Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares sold pursuant to a 10b5-1 plan entered into on December 11, 2019.

2. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$85.63 to \$86.61. 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.

3. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$86.64 to \$87.63. 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 \$87.67 to \$88.66. 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 \$88.68 to \$89.05. 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.

Remarks:

David Obstler, by /s/ Ron A. Metgzer, Attorney-in-Fact

07/17/2020

** 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.