| SEC Form 4 | |
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FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
OMB Number: 3235-0

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

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

| | | | or Section 30(n) of the investment Company Act of 1940 | | | | | |
|----------------------|-------------------|---------------------------------|--|---|--|--|--|--|
| 1. Name and Addre | 1 0 | Person [*] (Middle) | 2. Issuer Name and Ticker or Trading Symbol Datadog, Inc. [DDOG] 3. Date of Earliest Transaction (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) | | | | |
| C/O DATADOG, INC. | | LOOR | 07/23/2021 | Chief People Officer | | | | |
| (Street) NEW YORK | NEW 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 | | | | |
| | | Table I - Non-D | verivative Securities Acquired, Disposed of, or Bene | 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) | | | 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 | 07/23/2021 | | C ⁽¹⁾ | | 15,000 | A | \$0.00 ⁽¹⁾ | 76,386 | D | |
| Class A Common Stock | 07/23/2021 | | S ⁽²⁾ | | 13,821 | D | \$110.4652 ⁽³⁾ | 62,565 | D | |
| Class A Common Stock | 07/23/2021 | | S ⁽²⁾ | | 2,435 | D | \$111.9274(4) | 60,130 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (-3, p, | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|---|--|---|------------------------------|---|--|--------|--|--------------------|--|--|---|------------------------------|-----------------|--|-----------------|--|-----------------|--|-----------------|--|-------------------------------------|--|------------------|--|---|--|--|--|
| 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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | | Expiration Date (Month/Day/Year) or | | Expiration Date | | Expiration Date | | Expiration Date | | Expiration Date | | Expiration Date (Month/Day/Year) | | te of Securities | | 8. Price of Derivative Security (Instr. 5) | 9. Number of 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 | 07/23/2021 | | М | | | 15,000 | (5) | 06/28/2029 | Class B Common Stock | 15,000 | \$0.00 | 129,375 | D | | | | | | | | | | | | | | | |
| Class B Common Stock | (1) | 07/23/2021 | | м | | 15,000 | | (1) | (1) | Class A Common Stock | 15,000 | \$0.00 | 15,000 | D | | | | | | | | | | | | | | | |
| Class B Common Stock | (1) | 07/23/2021 | | C ⁽¹⁾ | | | 15,000 | (1) | (1) | Class A Common Stock | 15,000 | \$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 \$110.35 to \$111.33. 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 \$111.42 to \$112.34. 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. 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

A. Metzger, Attorney-in-Fact

07/27/2021

** 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.