

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Jacobson Matthew</u> <hr/> (Last) (First) (Middle) C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR <hr/> (Street) SAN FRANCISCO CA 94111 <hr/> (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) <u>03/03/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/03/2022		S		12,497	D	\$155.4471 ⁽¹⁾	261,335	I ⁽²⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock	03/03/2022		S		20,411	D	\$155.4471 ⁽¹⁾	428,247	I ⁽³⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock	03/03/2022		S		17,938	D	\$156.4148 ⁽⁴⁾	243,397	I ⁽²⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock	03/03/2022		S		29,097	D	\$156.4148 ⁽⁴⁾	399,150	I ⁽³⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock	03/03/2022		S		12,187	D	\$157.3317 ⁽⁵⁾	231,210	I ⁽²⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock	03/03/2022		S		20,424	D	\$157.3317 ⁽⁵⁾	378,726	I ⁽³⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock	03/03/2022		S		3,344	D	\$158.3556 ⁽⁶⁾	227,866	I ⁽²⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners IV, L.P.

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	03/03/2022		S		5,741	D	\$158.3556 ⁽⁶⁾	372,985	I ⁽³⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock	03/03/2022		S		9,343	D	\$159.5355 ⁽⁷⁾	218,523	I ⁽²⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock	03/03/2022		S		15,739	D	\$159.5355 ⁽⁷⁾	357,246	I ⁽³⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock	03/03/2022		S		5,398	D	\$160.2311 ⁽⁸⁾	213,125	I ⁽²⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock	03/03/2022		S		9,173	D	\$160.2311 ⁽⁸⁾	348,073	I ⁽³⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock								336,763	I ⁽⁹⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners II, L.P.
Class A Common Stock								263,616	I ⁽¹⁰⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners II-B, L.P.
Class A Common Stock								122,430	I ⁽¹¹⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners II Co-Invest, L.P., DD Series
Class A Common Stock								349,566	I ⁽¹²⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners III, L.P.
Class A Common Stock								373,513	I ⁽¹³⁾⁽¹⁴⁾⁽¹⁵⁾	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock								246,752 ⁽¹⁶⁾	D ⁽¹⁷⁾	

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. 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)
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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 \$155.40 to \$155.94. 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 IV, L.P. ("ICONIQ IV").
- The shares are held by ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B").
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$156.10 to \$156.99. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$157.00 to \$157.98. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$158.00 to \$158.95. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$159.03 to \$159.99. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$160.00 to \$160.74. 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 II, L.P. ("ICONIQ II").
- The shares are held by ICONIQ Strategic Partners II-B, L.P. ("ICONIQ II-B").
- The shares are held by ICONIQ Strategic Partners II Co-Invest, L.P., DD Series ("ICONIQ II Co-Invest").
- The shares are held by ICONIQ Strategic Partners III, LP ("ICONIQ III").
- The shares are held by ICONIQ Strategic Partners III-B, LP ("ICONIQ III-B").
- ICONIQ Strategic Partners II GP, L.P. ("ICONIQ II GP") is the sole general partner of each of ICONIQ II, ICONIQ II-B and ICONIQ II Co-Invest. 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 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 IV and ICONIQ IV-B. ICONIQ Strategic Partners IV TT GP, Ltd. ("ICONIQ IV Parent GP") is the general partner of ICONIQ IV 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 Matthew Jacobson are the sole equity holders of ICONIQ IV 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 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.
- Includes shares received in prior distributions-in-kind made in accordance with the exemptions afforded by Rule 16a-13 and Rule 16a-9 of the Exchange Act.
- 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.

Remarks:

[/s/ Matthew Jacobson](#) [03/07/2022](#)
 ** 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.

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