

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).

**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

1. Name and Address of Reporting Person* <u>Jacobson Matthew</u> <hr/> (Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>50 BEALE ST., STE. 2300</u> <hr/> (Street) <u>SAN FRANCISCO CA 94105</u> <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>06/14/2023</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	06/14/2023		s		40,800	D	\$96.3754 <sup>(1)</sup>	638,731 <sup>(2)</sup>	D <sup>(2)</sup>	
Class A Common Stock	06/14/2023		s		14,357	D	\$97.6687 <sup>(3)</sup>	757,732	I <sup>(4)(14)(15)(16)</sup>	By ICONIQ Strategic Partners II, L.P.
Class A Common Stock	06/14/2023		s		11,239	D	\$97.6687 <sup>(3)</sup>	593,151	I <sup>(5)(14)(15)(16)</sup>	By ICONIQ Strategic Partners II-B, L.P.
Class A Common Stock	06/15/2023		G <sup>(6)</sup>		5,122	D	\$0.00	633,609	D <sup>(2)</sup>	
Class A Common Stock								280,695	I <sup>(7)(14)(15)(16)</sup>	By ICONIQ Strategic Partners II Co-Invest, L.P., DD Series
Class A Common Stock								276,319	I <sup>(8)(14)(15)(16)</sup>	By ICONIQ Strategic Partners III, L.P.
Class A Common Stock								295,247	I <sup>(9)(14)(15)(16)</sup>	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock								1,666,966	I <sup>(10)(14)(15)(16)</sup>	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock								2,709,083	I <sup>(11)(14)(15)(16)</sup>	By ICONIQ

**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			
										Strategic Partners IV-B, L.P.
Class A Common Stock								496,742	[ <sup>(12)</sup> (14)(15) <sub>(16)</sub> ]	By ICONIQ Strategic Partners VI, L.P.
Class A Common Stock								731,973	[ <sup>(13)</sup> (14)(15) <sub>(16)</sub> ]	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)	Date Exercisable	Expiration Date					

**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 \$96.07 to \$96.71. 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. 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 Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Reporting Person disclaims beneficial ownership of the shares held by such trusts 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 price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$97.23 to \$97.99. 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").
- On June 15, 2023, the Reporting Person made a bona fide gift of 5,122 shares of the Issuer's Class A Common Stock to a donor-advised fund.
- 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").
- 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 shares are held by ICONIQ Strategic Partners VI, L.P. ("ICONIQ VI").
- The shares are held by ICONIQ Strategic Partners VI-B, L.P. ("ICONIQ VI-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.
- (continued) ICONIQ Strategic Partners VI GP, L.P. ("ICONIQ VI GP") is the sole general partner of each of ICONIQ VI and 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 of 1934, 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.

**Remarks:**

/s/ Matthew Jacobson                      06/16/2023  
 \*\* 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.