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

OMB APPROVAL 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(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person* ICONIQ STRATEGIC PARTNERS II,				2. Issuer Name and Ticker or Trading Symbol Datadog, Inc. [DDOG]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner						
<u>L.P.</u>															er (give title	Λ	Other (
(Last)	(Fi		Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2020								below			below)			
		NUE, 2ND FLOO	OR															
(Street) SAN FRANC	ISCO CA	A 9	4111	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person						
(City)	(St	ate) (Z	Zip)															
		Table	I - Non-Deriva	tive Se	cur	ities	Acqui	ired,	Dis	sposed o	f, or E	Benefic	ially	Own	ed			
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea	Execur) if any	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acqu Disposed Of (D) (I			cquired (A) or)) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Code	v	A	mount	(A) or (D)	Price		Repor Transa (Instr.	ted action(s) 3 and 4)			
Class A	Common St	ock	05/13/2020				J ⁽¹⁾			698,862	D	\$0.0	0(1)	1,8	65,746	D	(2)(7)(8)	
Class A Common Stock 05		05/13/2020				J ⁽³⁾	J ⁽³⁾		547,067	D	\$0.0	\$0.00 ⁽³⁾		,460,499		(4)(7)(8)		
Class A Common Stock		05/13/2020				J ⁽⁵⁾			254,071	D	\$0.0	0 ⁽⁵⁾	67	573,755		(6)(7)(8)		
Class A Common Stock			05/13/2020				J ⁽¹⁾⁽³⁾⁽⁵⁾			91,187	A	\$0.00(1)(3)(5)		107,291		D	(7)(8)(9)	
Class A Common Stock 05/13/202			05/13/2020				J ⁽¹⁾⁽³⁾⁽³⁾	(5)		91,236	A	\$0.00	1)(3)(5)	10	7,340	D	(7)(8)(10)	
Class A	Common St	mmon Stock												40	08,849	D	(7)(8)(11)	
Class A	Common St	ock											436,857		86,857	D ⁽⁷⁾⁽⁸⁾⁽¹²⁾		
Class A	Common St	ock								199,500 D ⁽⁷⁾⁽⁸⁾⁽¹³⁾								
Class A Common Stock														32	25,500	D	(7)(8)(14)	
		Tal	ole II - Derivati (e.g., pu							osed of, convertil				Owne	d		•	
1. Title of Derivative Security (Instr. 3)		vative Acquired Derivati		unt of rities rlying ative rity (Instr.	Security (Instr. 5)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)		Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)								
				Code V	,	(A)		ate xercisa	able	Expiration Date	Title	Amount or Number of Shares	1					
		FREPORTING PERSON*	NERS II, L.P.															
(Last)		(First)	(Middle)															
,		-			1													

C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR (Street) SAN CA 94111 FRANCISCO (City) (State) (Zip) 1. Name and Address of Reporting Person* ICONIQ STRATEGIC PARTNERS II-B, L.P.

(Last)	(First)	(Middle)					
C/O ICONIQ CA 394 PACIFIC AV	ENUE, 2ND FLC	OOR					
(Street)							
SAN FRANCISCO	CA	94111					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* ICONIQ Strategic Partners II Co-Invest, L.P., DD Series							
(Last)	(First)	(Middle)					
C/O ICONIQ CA 394 PACIFIC AV	PITAL ENUE, 2ND FLC	OOR					
(Street)							
SAN FRANCISCO	CA	94111					
(City)	(State)	(Zip)					
	s of Reporting Persor egic Partners I						
(Last)	(First)	(Middle)					
C/O ICONIQ CA 394 PACIFIC AV	PITAL ENUE, 2ND FLC	OOR					
(Street)							
SAN FRANCISCO	CA	94111					
TRAINCISCO							
(City)	(State)	(Zip)					
	s of Reporting Persor egic Partners I						
(Last)	(First)	(Middle)					
C/O ICONIQ CA 394 PACIFIC AV	PITAL ENUE, 2ND FLC	OOR					
(Street)							
SAN FRANCISCO	CA	94111					
(City)	(State)	(Zip)					
Name and Address Makan Divesh	s of Reporting Persor	*					
(Last) C/O ICONIQ CA		(Middle)					
-	ENUE, 2ND FLC	iuk 					
(Street) SAN FRANCISCO	CA	94111					
(City)	(State)	(Zip)					
1. Name and Address Griffith Willia	s of Reporting Persor	*					
(Last)	(First)	(Middle)					
(Last)							
C/O ICONIQ CA	PITAL ENUE, 2ND FLC	OOR					

SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)

Explanation of Responses:

- 1. On May 13, 2020, ICONIQ Strategic Partners II, LP ("ICONIQ II") distributed, for no consideration, in the aggregate 698,862 shares of the Issuer's Class A Common Stock (the "ICONIQ II Shares") to its limited partners and to ICONIQ II GP, representing each such partner's pro rata interest in such ICONIQ II Shares. On the same date, ICONIQ II GP distributed, for no consideration, the ICONIQ II Shares it received in the distribution by ICONIQ II to its partners, representing each such partner's pro rata interest in such ICONIQ II Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- 2. The shares are held by ICONIQ II.
- 3. On May 13, 2020, ICONIQ Strategic Partners II-B, LP ("ICONIQ II-B") distributed, for no consideration, in the aggregate 547,067 shares of the Issuer's Class A Common Stock (the "ICONIQ II-B Shares") to its limited partners and to ICONIQ II GP, representing each such partner's pro rata interest in such ICONIQ II-B Shares. On the same date, ICONIQ II GP distributed, for no consideration, the ICONIQ II-B Shares it received in the distribution by ICONIQ II-B to its partners, representing each such partner's pro rata interest in such ICONIQ II-B Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- 4. The shares are held by ICONIQ II-B.
- 5. On May 13, 2020, ICONIQ Strategic Partners II Co-Invest, L.P., DD Series ("ICONIQ II Co-Invest") distributed, for no consideration, in the aggregate 254,071 shares of the Issuer's Class A Common Stock (the "ICONIQ II Co-Invest Shares") to its limited partners and to ICONIQ II GP, representing each such partner's pro rata interest in such ICONIQ II Co-Invest Shares. On the same date, ICONIQ II GP distributed, for no consideration, the ICONIQ II Co-Invest Shares it received in the distribution by ICONIQ II Co-Invest to its partners, representing each such partner's pro rata interest in such ICONIQ II Co-Invest Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- 6. The shares are held by ICONIQ II Co-Invest.
- 7. ICONIQ Strategic Partners II GP, L.P. ("ICONIQ II GP") is the sole general partner of each of ICONIQ II, ICONIQ III CO-Invest. ICONIQ Strategic Partners II TT GP, Ltd. ("ICONIQ II Parent GP") is the sole general partner of each of ICONIQ III and ICONIQ IV GP") is the sole general partner of ICONIQ IV GP. ("ICONIQ IV GP") is the sole general partner of ICONIQ IV GP. Divesh Makan ("Makan") and William J.G. Griffith ("Griffith") are the sole equity holders and directors of ICONIQ II Parent GP, ICONIQ III Parent GP and ICONIQ IV Parent GP.
- 8. Each of ICONIQ II GP, ICONIQ II Parent GP, Makan and Griffith 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 its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- 9. These shares are directly held by Makan through family trust(s) that he controls. Includes ICONIQ II Shares, ICONIQ II-B Shares and ICONIQ II Co-Invest Shares received in the distributions described in footnotes (1), (3) and (5) above as well as prior distributions.
- 10. These shares are directly held by Griffith through family trust(s) that he controls. Includes ICONIQ II Shares, ICONIQ II-B Shares and ICONIQ II Co-Invest Shares received in the distributions described in footnotes (1), (3) and (5) above as well as prior distributions.
- 11. The shares are held by ICONIQ Strategic Partners III, LP ("ICONIQ III").
- 12. The shares are held by ICONIQ Strategic Partners III-B, LP ("ICONIQ III-B").
- 13. The shares are held by ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV").
- 14. The shares are held by ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B").

Remarks:

ICONIQ Strategic Partners II, L.P., a Cayman, Islands exempted limited partnership, By: ICONIQ Strategic Partners II GP, L.P., a Cayman 05/15/2020 <u>Islands Exempted limited</u> partner, its General Partner, By: ICONIQ Strategic Partners II TT GP, Ltd, a Cayman Islands ex ICONIQ Strategic Partners II-B, L.P., a Cayman, Islands exempted limited partnership, By: ICONIQ Strategic Partners II GP, L.P., a Cayman 05/15/2020 Islands exempted limited, partnership, its General Partner, By: ICONIQ Strategic Partners II TT GP, Ltd., a Cayman Is ICONIQ Strategic Partners II Co-Invest, L.P., a Delaware series limited partnership, DD Series, By: ICONIQ Strategic Partners II GP, L.P., a Cayman 05/15/2020 Islands exempted limited, partnership, its General Partner, By: ICONIQ Strategic Partners II TT GP, Ltd., a ICONIQ Strategic Partners II GP, L.P., a Cayman Islands exempted limited partnership, By: ICONIQ Strategic 05/15/2020 Partners II TT GP, Ltd., a Cayman Islands exempted company, its, General Partner, /s/ Kevin Foster ICONIQ Strategic Partners II TT GP, Ltd., a Cayman Islands exempted company, /s/ Kevin Foster Divesh Makan, /s/ Divesh 05/15/2020

<u>Makan</u>

William J.G. Griffith, /s/ William J.G. Griffith

** Signature of Reporting Person Date

05/15/2020

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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