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

hours per response:

OMB Number: 3235-0287 Estimated average burden

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

1. Name an		2. Issuer Name and Ticker or Trading Symbol  Datadog, Inc. [ DDOG ]							Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director 10% Owner								
(Last) (First) (Middle) C/O DATADOG, INC. 620 8TH AVENUE, 45TH FLOOR						3. Date of Earliest Transaction (Month/Day/Year) 08/03/2020								Officer (give title Other (specification)  President & CTO			
(Street) NEW YO	·					4. If Amendment, Date of Original Filed (Month/Day/Year)							Individual or Joint/Group Filing (Check Applicable Line)      X Form filed by One Reporting Person  Form filed by More than One Reporting				
(City) (State) (Zip)														Person			
			ble I - I			_		cquir	ed, [	Disposed o							
Da					2. Transaction Date (Month/Day/Year		Execution Date,		iction Instr.	Of (D) (Instr.	3, 4 and 5	(A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		6. Ownership Form: Direct (D) or Indirec (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	V	Amount	(D) Price			(Instr. 3 and 4)			By
Class A Common Stock 08					08/03/2020			C <sup>(1)</sup>		225,800	A	(1)		225	,800	I	Trust <sup>(2)</sup>
Class A Common Stock 08/0					/03/2020			S <sup>(3)</sup>		99,332	D	\$94.2802(4)		126,468		I	By Trust <sup>(2)</sup>
Class A Common Stock 08/03/202					2020		s <sup>(3)</sup> 99,872 D \$95.2845 <sup>(5)</sup> 26,59			596	I	By Trust <sup>(2)</sup>					
Class A Common Stock 08/03/					08/03/2020			S <sup>(3)</sup>		26,596	D	\$96.0572 <sup>(6)</sup>		0		I	By Trust <sup>(2)</sup>
Class A C	08/03/2020				C <sup>(1)</sup>		58,400	A	(1)	(1)		58,400		By GRAT <sup>(7)</sup>			
Class A Common Stock				08/03/2020				S <sup>(3)</sup>		25,675	D	\$94.2809 <sup>(8)</sup>		32,725		I	By GRAT <sup>(7)</sup>
Class A Common Stock				08/03/2020				S <sup>(3)</sup>		25,518	D	\$95.2862 <sup>(9)</sup>		7,2	207	I	By GRAT <sup>(7)</sup>
Class A Common Stock 08/03/2					2020			S <sup>(3)</sup>		7,207	D	\$96.04	\$96.0484(10)		0		By GRAT <sup>(7)</sup>
Class A Common Stock 08/03/202					2020			C <sup>(1)</sup>		50,000	A	(1)		50,000		I	By Trust <sup>(11)</sup>
Class A Common Stock 08/03/202					2020			S <sup>(12)</sup>		22,052	D	\$94.28	24 <sup>(13)</sup>	27,948		I	By Trust <sup>(11)</sup>
Class A Common Stock 08/03/2					3/2020			S <sup>(12)</sup>		21,758	D	\$95.28	5.2843(14)		6,190		By Trust <sup>(11)</sup>
Class A Common Stock 08/03					08/03/2020			S <sup>(12)</sup>		6,190	D	\$96.03	96.0393(15)		0		By Trust <sup>(11)</sup>
Class A Common Stock 08/0					08/03/2020			C <sup>(1)</sup>		50,000	A	(1)		50,000		I	By Trust <sup>(16)</sup>
Class A Common Stock 08/0					08/03/2020			S <sup>(12)</sup>		22,772	D	\$94.29	23(17)	27,228		I	By Trust <sup>(16)</sup>
Class A Common Stock 08/03/202					2020			S <sup>(12)</sup>		21,463	D	\$95.307(18)		5,765		I	By Trust <sup>(16)</sup>
Class A Common Stock 08/03/202					2020	20		S <sup>(12)</sup>		5,765 D \$96.0		\$96.06	07(19)	07(19)		I	By Trust <sup>(16)</sup>
Class A Common Stock											117,262		,262	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 Security	3. Transaction Date (Month/Day/Year)	3A. Dee Execution if any (Month/	med	ed 4. Date, Transa Code (I		5. Number o Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	f 6. Date Exe Expiration I (Month/Day		ercisable and Date	7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)		nt 8	8. Price of Derivative Security (Instr. 5)  8. Price of derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)		Owners Form: Direct ( or Indir (I) (Inst	Beneficial Ownership ect (Instr. 4)

			Table II - Deri (e.g.		, call	s, v	arrants	,⊳Qaptions,	<u>eqhya</u> rti	1	inties)	Owned			
1. Title of Class Bive Common Stock 3)	2. Conversion or Ex(1) cise Price of Derivative	3. Transaction Date (Mc <sub>08/03/2020</sub> :ar)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa (C(1)); (	ction	5. N Deri Sec Acq	(D) umber of ivative ul225,800 uired (A) bisposed	Exercisable 6. Date Exercisation Date (Mon(1)/Day/\frac{1}{2}	<del>isable and</del> te	7. Title and Class Briti Common Vi DiStockive (Instr. 3 ar	es 225,800 Security	8. Price of Derivative Se\$0.00/ (Instr. 5)	9. Number of derivative S€12,372,945 Beneficially Owned	10. Ownership Form Direct (D) or Indirect	11. Nature of Indirect By Trust <sup>(2)</sup> Ownership (Instr. 4)
Class B Common Stock	Security (1)	08/03/2020		_C <sup>(1)</sup> _		of (I 3, 4	) (Instr. ar <sub>58,400</sub> _	(1)	(1)	Class B Common Stock	_58,400_	\$0.00	Following Re3,198,969 Transaction(s) (Instr. 4)	(I) (Instr. 4) I	By GRAT <sup>(7)</sup>
Class B Common Stock	(1)	08/03/2020		C <sup>(1)</sup>			50,000	(1)	(1) Expiration	Class B Common Stock	<sup>4</sup> 50,000 Oi Number	\$0.00	337,500	I	By Trust <sup>(11)</sup>
_Class B Common Stock	(1)	08/03/2020		Code C <sup>(1)</sup>	V	(A)	(D) 50,000	(1)	Date (1)	Class B Common Stock	of Shares 50,000	\$0.00	337,500	I	-By——— Trust <sup>(16)</sup>

## Explanation of Responses:

- 1. Each share of Class B Common Stock is convertible into an equal number of shares of Class A Common Stock at any time, at the holder's election, 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 nine-month anniversary of 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 are held by the Alexis Le-Quoc Revocable Trust.
- 3. Shares sold pursuant to a 10b5-1 plan entered into on December 6, 2019.
- 4. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$93.73 to \$94.72. 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 \$94.73 to \$95.72. 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.
- 6. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$95.74 to \$96.58. 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.
- 7. Shares are held by the Alexis Le-Quoc 2016 GRAT.
- 8. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$93.73 to \$94.72. 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.
- 9. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$94.73 to \$95.72. 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.
- 10. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$95.74 to \$96.58. 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.
- 11. Shares are held by Offbeat Polymath Trust. Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any, in the shares.
- 12. Shares sold pursuant to a 10b5-1 plan entered into on December 7, 2019.
- 13. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$93.73 to \$94.72. 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.
- 14. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$94.73 to \$95.72. 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.
- 15. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$95.74 to \$96.58. 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.
- 16. Shares are held by Endearing Viceroy Trust. Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any, in the shares.
- 17. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$93.76 to \$94.75. 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.
- 18. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$94.76 to \$95.75. 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.
- 19. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$95.76 to \$96.58. 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:

Alexis Le-Quoc, by /s/ Ron A. Metzger, Attorney-in-Fact

08/05/2020

\*\* 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.