SEC Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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\cup	obligations may continue. See
	Instruction 1(b).

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Ferson			2. Issuer Name and Ticker or Trading Symbol Datadog, Inc. [DDOG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 11/03/2021	- x x	Director Officer (give title below) President &	10% Owner Other (specify below) • CTO					
(Street) NEW YORK (City)	NY (State)	10018 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filir Form filed by One Rej Form filed by More the Person	porting Person					
	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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Class A Common Stock	11/03/2021		C ⁽¹⁾		343,360	A	\$0.00 ⁽¹⁾	343,360	Ι	By Trust ⁽²⁾
Class A Common Stock	11/03/2021		S ⁽³⁾		57,852	D	\$162.0978(4)	285,508	Ι	By Trust ⁽²⁾
Class A Common Stock	11/03/2021		S ⁽³⁾		235,169	D	\$162.8692(5)	50,339	I	By Trust ⁽²⁾
Class A Common Stock	11/03/2021		S ⁽³⁾		46,439	D	\$163.5675 ⁽⁶⁾	3,900	I	By Trust ⁽²⁾
Class A Common Stock	11/03/2021		S ⁽³⁾		3,900	D	\$164.5	0	I	By Trust ⁽²⁾
Class A Common Stock								620	I	By GRAT ⁽⁷⁾
Class A Common Stock								174,764	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. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		Derivative		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	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)		
Class B Common Stock	(1)	11/03/2021		С			343,360	(1)	(1)	Class A Common Stock	343,360	\$0.00	8,313,983	I	By Trust ⁽²⁾

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 June 14, 2021.

4. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$161.37 to \$162.36. 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 \$162.37 to \$163.36. 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 \$163.37 to \$164.19. 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.

Remarks:

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

11/05/2021

** 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.