

**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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Agarwal Amit</u>  (Last) (First) (Middle) C/O DATADOG, INC. 620 8TH AVENUE, 45TH FLOOR  (Street) NEW YORK NY 10018  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Product Officer
	3. Date of Earliest Transaction (Month/Day/Year) 10/21/2020	
	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			
Common A Common Stock	10/21/2020		c <sup>(1)</sup>		151,617	A	\$0.00 <sup>(1)</sup>	285,879	D	
Common A Common Stock	10/21/2020		c <sup>(1)</sup>		10,000	A	\$0.00 <sup>(1)</sup>	10,000	I	By Spouse <sup>(2)</sup>
Common A Common Stock	10/21/2020		c <sup>(1)</sup>		212,267	A	\$0.00 <sup>(1)</sup>	212,267	I	By GRAT <sup>(3)</sup>
Common A Common Stock	10/21/2020		c <sup>(1)</sup>		151,797	A	\$0.00 <sup>(1)</sup>	151,797	I	By GRAT <sup>(4)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		2,300	D	\$101.3883 <sup>(6)</sup>	283,579	D	
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		39,535	D	\$102.3845 <sup>(7)</sup>	244,044	D	
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		65,501	D	\$103.3305 <sup>(8)</sup>	178,543	D	
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		7,217	D	\$104.0662 <sup>(9)</sup>	171,326	D	
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		12,028	D	\$105.4025 <sup>(10)</sup>	159,298	D	
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		6,703	D	\$106.7919 <sup>(11)</sup>	152,595	D	
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		6,251	D	\$107.7738 <sup>(12)</sup>	146,344	D	
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		10,082	D	\$108.5857 <sup>(13)</sup>	136,262	D	
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		2,000	D	\$109.6085 <sup>(14)</sup>	134,262	D	
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		100	D	\$100.76	9,900	I	By Spouse <sup>(2)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		1,756	D	\$102.3379 <sup>(15)</sup>	8,144	I	By Spouse <sup>(2)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		3,550	D	\$103.3265 <sup>(16)</sup>	4,594	I	By Spouse <sup>(2)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		450	D	\$104.0167 <sup>(17)</sup>	4,144	I	By Spouse <sup>(2)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		500	D	\$105.445 <sup>(18)</sup>	3,644	I	By Spouse <sup>(2)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		900	D	\$107.2029 <sup>(19)</sup>	2,744	I	By Spouse <sup>(2)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		1,900	D	\$108.2973 <sup>(20)</sup>	844	I	By Spouse <sup>(2)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		744	D	\$109.2498 <sup>(21)</sup>	100	I	By Spouse <sup>(2)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		100	D	\$110.11	0	I	By Spouse <sup>(2)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		4,000	D	\$101.505 <sup>(22)</sup>	208,267	I	By GRAT <sup>(3)</sup>

**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			
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		57,038	D	\$102.4162 <sup>(23)</sup>	151,229	I	By GRAT <sup>(3)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		101,230	D	\$103.3601 <sup>(24)</sup>	49,999	I	By GRAT <sup>(3)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		12,420	D	\$104.1233 <sup>(25)</sup>	37,579	I	By GRAT <sup>(3)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		12,539	D	\$105.4144 <sup>(26)</sup>	25,040	I	By GRAT <sup>(3)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		6,262	D	\$106.7728 <sup>(27)</sup>	18,778	I	By GRAT <sup>(3)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		6,008	D	\$107.6839 <sup>(28)</sup>	12,770	I	By GRAT <sup>(3)</sup>
Common A Common Stock	10/21/2020		s <sup>(5)</sup>		10,520	D	\$108.5216 <sup>(29)</sup>	2,250	I	By GRAT <sup>(3)</sup>

**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	Title	Amount or Number of Shares				
Class B Common Stock	(1)	10/21/2020		C		151,617		(1)	(1)	Class A Common Stock	151,617	\$0.00	949,607	D	
Class B Common Stock	(1)	10/21/2020		C		10,000		(1)	(1)	Class A Common Stock	10,000	\$0.00	353,166	I	By Spouse <sup>(2)</sup>
Class B Common Stock	(1)	10/21/2020		C		212,267		(1)	(1)	Class A Common Stock	212,267	\$0.00	1,300,000	I	By GRAT <sup>(3)</sup>
Class B Common Stock	(1)	10/21/2020		C		151,797		(1)	(1)	Class A Common Stock	151,797	\$0.00	1,272,565	I	By GRAT <sup>(4)</sup>

**Explanation of Responses:**

- Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock 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 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.
- Shares are held by Reporting Person's spouse.
- Shares are held directly by Amit Agarwal 2019 GRAT, of which the Reporting Person is Trustee.
- Shares are held directly by Amit Agarwal 2018 GRAT, of which the Reporting Person is Trustee.
- Shares sold pursuant to a 10b5-1 plan entered into on December 13, 2019.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$100.83 to \$101.79. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$101.84 to \$102.83. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$102.84 to \$103.83. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$103.84 to \$104.5975. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$105.11 to \$105.95. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$106.18 to \$107.14. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$107.18 to \$108.17. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$108.18 to \$109.13. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$109.19 to \$110.05. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$101.785 to \$102.78. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$102.81 to \$103.80. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$103.81 to \$104.525. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$105.20 to \$105.73. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$106.82 to \$107.79. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$107.82 to \$108.81. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$108.88 to \$109.77. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$100.87 to \$101.86. 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.

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23. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$101.87 to \$102.86. 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.

24. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$102.87 to \$103.86. 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.

25. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$103.87 to \$104.74. 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.

26. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$105.09 to \$105.97. 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.

27. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$106.14 to \$107.11. 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.

28. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$107.14 to \$108.13. 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.

29. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$108.14 to \$109.13. 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:**

Part 1 of 2. Reporting Person is reporting on two separate Form 4 filings as the aggregate number of line items exceeds the maximum number that can be included in one report.

[Amit Agarwal, by /s/ Ron A. Metzger, Attorney-in-Fact](#)      [10/23/2020](#)

\*\* 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.

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