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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>ICONIQ STRATEGIC PARTNERS II, L.P.</u>			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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/04/2020			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN FRANCISCO CA 94111								
(City) (State) (Zip)								

**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	12/04/2020		J <sup>(1)</sup>		1,048,293	D	\$0.00 <sup>(1)</sup>	118,591	D <sup>(2)(7)(8)</sup>	
Class A Common Stock	12/04/2020		J <sup>(3)</sup>		820,601	D	\$0.00 <sup>(3)</sup>	92,831	D <sup>(4)(7)(8)</sup>	
Class A Common Stock	12/04/2020		J <sup>(5)</sup>		379,668	D	\$0.00 <sup>(5)</sup>	40,016	D <sup>(6)(7)(8)</sup>	
Class A Common Stock	12/04/2020		J <sup>(1)(3)(5)</sup>		165,040	A	\$0.00 <sup>(1)(3)(5)</sup>	389,102	D <sup>(7)(8)(9)</sup>	
Class A Common Stock	12/04/2020		J <sup>(1)(3)(5)</sup>		165,128	A	\$0.00 <sup>(1)(3)(5)</sup>	389,302	D <sup>(7)(8)(10)</sup>	
Class A Common Stock	12/08/2020		C <sup>(11)</sup>		1,279,134	A	\$0.00 <sup>(11)</sup>	1,397,725	D <sup>(2)(7)(8)</sup>	
Class A Common Stock	12/08/2020		C <sup>(12)</sup>		1,001,302	A	\$0.00 <sup>(12)</sup>	1,094,133	D <sup>(4)(7)(8)</sup>	
Class A Common Stock	12/08/2020		C <sup>(13)</sup>		469,564	A	\$0.00 <sup>(13)</sup>	509,580	D <sup>(6)(7)(8)</sup>	
Class A Common Stock								408,849	D <sup>(7)(8)(14)</sup>	
Class A Common Stock								436,857	D <sup>(7)(8)(15)</sup>	
Class A Common Stock								199,500	D <sup>(7)(8)(16)</sup>	
Class A Common Stock								325,500	D <sup>(7)(8)(17)</sup>	
Class A Common Stock	12/08/2020		S <sup>(18)</sup>		90	D	\$96.7013 <sup>(18)</sup>	509,490	D <sup>(6)(7)(8)</sup>	
Class A Common Stock	12/08/2020		S <sup>(19)</sup>		532	D	\$97.7635 <sup>(19)</sup>	508,958	D <sup>(6)(7)(8)</sup>	
Class A Common Stock	12/08/2020		S <sup>(20)</sup>		746	D	\$98.6376 <sup>(20)</sup>	508,212	D <sup>(6)(7)(8)</sup>	
Class A Common Stock	12/08/2020		S <sup>(21)</sup>		70	D	\$99.5313 <sup>(21)</sup>	508,142	D <sup>(6)(7)(8)</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	(22)	12/08/2020		C <sup>(11)</sup>			1,279,134	(22)	(22)	Class A Common Stock	1,279,134	\$0.00	6,790,820	D <sup>(2)(7)(8)</sup>	
Class B Common Stock	(22)	12/08/2020		C <sup>(12)</sup>			1,001,302	(22)	(22)	Class A Common Stock	1,001,302	\$0.00	5,315,833	D <sup>(4)(7)(8)</sup>	
Class B Common Stock	(22)	12/08/2020		C <sup>(13)</sup>			469,564	(22)	(22)	Class A Common Stock	469,564	\$0.00	2,468,799	D <sup>(6)(7)(8)</sup>	
Class B Common Stock	(22)							(22)	(22)	Class A Common Stock	1,890,426		1,890,426	D <sup>(7)(8)(16)</sup>	
Class B Common Stock	(22)							(22)	(22)	Class A Common Stock	3,084,381		3,084,381	D <sup>(7)(8)(17)</sup>	

1. Name and Address of Reporting Person\*  
ICONIQ STRATEGIC PARTNERS II, L.P.

(Last) (First) (Middle)  
C/O ICONIQ CAPITAL  
394 PACIFIC AVENUE, 2ND FLOOR

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(Street)  
SAN FRANCISCO CA 94111

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[ICONIQ STRATEGIC PARTNERS II-B, L.P.](#)

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394 PACIFIC AVENUE, 2ND FLOOR

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(Street)  
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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[ICONIQ Strategic Partners II Co-Invest, L.P., DD Series](#)

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(Street)  
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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[ICONIQ Strategic Partners II GP, L.P.](#)

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394 PACIFIC AVENUE, 2ND FLOOR

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(Street)  
SAN FRANCISCO CA 94111

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[ICONIQ Strategic Partners II TT GP, Ltd](#)

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394 PACIFIC AVENUE, 2ND FLOOR

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Makan Divesh](#)

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394 PACIFIC AVENUE, 2ND FLOOR

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Griffith William J.G.](#)

(Last) (First) (Middle)  
C/O ICONIQ CAPITAL

(Street)

SAN FRANCISCO CA

94111

(City)

(State)

(Zip)

**Explanation of Responses:**

1. On December 4, 2020, ICONIQ Strategic Partners II, LP ("ICONIQ II") distributed, for no consideration, in the aggregate 1,048,293 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 December 4, 2020, ICONIQ Strategic Partners II-B, LP ("ICONIQ II-B") distributed, for no consideration, in the aggregate 820,601 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 December 4, 2020, ICONIQ Strategic Partners II Co-Invest, L.P., DD Series ("ICONIQ II Co-Invest") distributed, for no consideration, in the aggregate 379,668 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 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. Divesh Makan ("Makan") and William J.G. Griffith ("Griffith") are the sole equity holders and directors of ICONIQ II Parent GP and ICONIQ III Parent GP and Makan, Griffith and Matthew Jacobson are the sole equity holders and directors of 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 held by Makan through his family trust of which he is a trustee and another estate planning trust having an independent trustee. 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 held by Griffith through his family trust of which he is a trustee and another estate planning trust having an independent trustee. 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. On December 8, 2020, ICONIQ II converted in the aggregate 1,279,134 shares of the Issuer's Class B Common Stock into 1,279,134 shares of the Issuer's Class A Common Stock.
12. On December 8, 2020, ICONIQ II-B converted in the aggregate 1,001,302 shares of the Issuer's Class B Common Stock into 1,001,302 shares of the Issuer's Class A Common Stock.
13. On December 8, 2020, ICONIQ II Co-Invest converted in the aggregate 469,564 shares of the Issuer's Class B Common Stock into 469,564 shares of the Issuer's Class A Common Stock.
14. The shares are held by ICONIQ Strategic Partners III, LP ("ICONIQ III").
15. The shares are held by ICONIQ Strategic Partners III-B, LP ("ICONIQ III-B").
16. The shares are held by ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV").
17. The shares are held by ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B").
18. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.23 - \$97.22. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
19. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.23 - \$98.22. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
20. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.23 - \$99.22. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
21. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.23 - \$100.03. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
22. 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 earlier 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, and (ii) the tenth anniversary of the Issuer's initial public offering of its Class A Common Stock.

**Remarks:**

[ICONIQ Strategic Partners II, L.P., By: ICONIQ Strategic Partners II GP, L.P., its General Partner, By: ICONIQ Strategic Partners II TT GP, Ltd, its General Partner, By: Kevin Foster, Title: Sr. Vice President, /s/ Kevin Foster](#) 12/08/2020

[ICONIQ Strategic Partners II-B, L.P., By: ICONIQ Strategic Partners II GP, L.P., its General Partner, By: ICONIQ Strategic Partners II TT GP, Ltd., its General Partner, /s/ Kevin Foster,](#) 12/08/2020

[ICONIQ Strategic Partners II Co-Invest, L.P., DD Series, By: ICONIQ Strategic Partners II GP, L.P., its General Partner, By: ICONIQ Strategic Partners II TT GP, Ltd., its General Partner, /s/ Kevin Foster](#) 12/08/2020

[ICONIQ Strategic Partners II GP, L.P., By: ICONIQ Strategic Partners II TT GP, Ltd., its General Partner, /s/ Kevin Foster](#) 12/08/2020

[ICONIQ Strategic Partners II TT GP, Ltd., /s/ Kevin Foster](#) 12/08/2020

[Divesh Makan, /s/ Divesh Makan](#) 12/08/2020

[William J.G. Griffith, /s/ William J.G. Griffith](#) 12/08/2020

\*\* 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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