

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>ICONIQ STRATEGIC PARTNERS II, L.P.</u>  (Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>394 PACIFIC AVENUE, 2ND FLOOR</u>  (Street) <u>SAN FRANCISCO CA 94111</u>  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2020</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting 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. 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	02/18/2020		J <sup>(1)</sup>		698,862	D	(1)	732,237	D <sup>(2)(7)(8)</sup>	
Class A Common Stock	02/18/2020		J <sup>(3)</sup>		547,067	D	(3)	573,192	D <sup>(4)(7)(8)</sup>	
Class A Common Stock	02/18/2020		J <sup>(5)</sup>		254,071	D	(5)	261,668	D <sup>(6)(7)(8)</sup>	
Class A Common Stock	02/18/2020		J <sup>(1)(3)(5)</sup>		16,104	A	(1)(3)(5)	16,104	D <sup>(7)(8)(9)</sup>	
Class A Common Stock	02/18/2020		J <sup>(1)(3)(5)</sup>		16,104	A	(1)(3)(5)	16,104	D <sup>(7)(8)(10)</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					

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

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

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">ICONIQ Strategic Partners II Co-Invest, L.P., DD Series</a>		
(Last)	(First)	(Middle)
C/O ICONIQ CAPITAL		
394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		
SAN FRANCISCO CA		94111
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
<a href="#">ICONIQ Strategic Partners II GP, L.P.</a>		
(Last)	(First)	(Middle)
C/O ICONIQ CAPITAL		
394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		
SAN FRANCISCO CA		94111
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
<a href="#">ICONIQ Strategic Partners II TT GP, Ltd</a>		
(Last)	(First)	(Middle)
C/O ICONIQ CAPITAL		
394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		
SAN FRANCISCO CA		94111
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
<a href="#">Makan Divesh</a>		
(Last)	(First)	(Middle)
C/O ICONIQ CAPITAL		
394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		
SAN FRANCISCO CA		94111
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
<a href="#">Griffith William J.G.</a>		
(Last)	(First)	(Middle)
C/O ICONIQ CAPITAL		
394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		
SAN FRANCISCO CA		94111
(City) (State) (Zip)		

**Explanation of Responses:**

1. On February 18, 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 February 18, 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 February 18, 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 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. Divesh Makan ("Makan") and William J.G. Griffith ("Griffith") are the sole equity holders and directors of ICONIQ II 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.

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.

**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

02/20/2020

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., a  
Cayman Islands exempted  
company, its General Partner,  
/s/ Kevin Foster

02/20/2020

ICONIQ Strategic Partners II  
Co-Invest, L.P., a Delaware  
series limited partnership, 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

02/20/2020

ICONIQ Strategic Partners II  
GP, L.P., By: ICONIQ  
Strategic Partners II TT GP,  
Ltd., a Cayman Islands  
exempted company, its General  
Partner, /s/ Kevin Foster

02/20/2020

ICONIQ Strategic Partners II  
TT GP, Ltd., a Cayman Islands  
exempted company, /s/ Kevin  
Foster

02/20/2020

Divesh Makan, /s/ Divesh  
Makan

02/20/2020

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

02/20/2020

\*\* 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.