SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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

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

1. Name and Addre	ss of Reporting F	Person*	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<u>De Madre Armelle</u>			Datadog, Inc. [DDOG]	Director 10% Owner						
	DATADOG, INC.		3. Date of Earliest Transaction (Month/Day/Year) 06/17/2021	X Officer (give title below) Other (specify below) Chief People Officer						
620 8TH AVENUE, 45TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable						
(Street) NEW YORK	NY	10018		Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	06/17/2021		C ⁽¹⁾		5,625	Α	\$0.00 ⁽¹⁾	67,011	D	
Class A Common Stock	06/17/2021		S ⁽²⁾		5,625	D	\$100	61,386	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)		5. Num Deriva Securi Acquin or Disj of (D) 3, 4 an	tive ties red (A) posed (Instr.	6. Date Exerc Expiration Da (Month/Day/)	ate	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)		
Stock Option (Right to Buy)	\$7.9567	06/17/2021		М			5,625	(3)	06/28/2029	Class B Common Stock	5,625	\$0.00	148,125	D	
Class B Common Stock	(1)	06/17/2021		М		5,625		(1)	(1)	Class A Common Stock	5,625	\$0.00	5,625	D	
Class B Common Stock	(1)	06/17/2021		C ⁽¹⁾			5,625	(1)	(1)	Class A Common Stock	5,625	\$0.00	0	D	

Explanation of Responses:

1. 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.

2. Shares sold pursuant to a 10b5-1 plan entered into on August 18, 2020.

3. Option vested as to 25% on June 20, 2020 and in equal monthly installments thereafter over three years.

Remarks:

<u>Armelle De Madre, by /s/ Ron</u> <u>A. Metzger, Attorney-in-Fact</u>

06/22/2021

** 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.