SEC Form 4

FORM 4

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

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

OMB APPROVAL

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

1. Name and Addr		g Person*	2. Issuer Name and Ticker or Trading Symbol Datadog, Inc. [DDOG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) (First) (Middle) C/O DATADOG, INC. 620 8TH AVENUE, 45TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 11/04/2020	X Onleer (give the Other (specify below) below) Chief Financial Officer
(Street) NEW YORK	NY	10018	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable 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)		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)	(1150. 4)	(1150.4)
Class A Common Stock	11/04/2020		S ⁽¹⁾		8,499	D	\$96.2666 ⁽²⁾	214,836	D	
Class A Common Stock	11/04/2020		S ⁽¹⁾		24,277	D	\$ 97.2198 ⁽³⁾	190,559	D	
Class A Common Stock	11/04/2020		S ⁽¹⁾		1,724	D	\$98.0561 ⁽⁴⁾	188,835	D	
Class A Common Stock	11/04/2020		S ⁽¹⁾		500	D	\$99.266 ⁽⁵⁾	188,335	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)	ution Date, h/Day/Year) Transaction Code (Instr. 8) Secu Acqu (A) or Dispo of (D)		Expiration Date (Month/Day/Year) cquired) or sposed (D) str. 3, 4			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				

Explanation of Responses:

1. Shares sold pursuant to a 10b5-1 plan entered into on December 11, 2019.

2. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$95.68 to \$96.67. 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.

3. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$96.68 to \$97.67. 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.

4. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$97.72 to \$98.64. 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 \$98.85 to \$99.54. 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:

David Obstler, by /s/ Ron A. Metgzer, Attorney-in-Fact

11/06/2020

** 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.