FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D	.C. 20549
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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

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

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 Address of Reporting Person*  Walters Sean Michael						2. Issuer Name and Ticker or Trading Symbol  Datadog, Inc. [ DDOG ]										all app Direc Office	er (give title	ıg Pe	10% Ov	wner
(Last) (First) (Middle) C/O DATADOG, INC. 620 EIGHTH AVENUE, 45TH FLOOR						3. Date of Earliest Transaction (Month/Day/Year) 03/02/2023										below (	,	enue	below) ue Officer	
(Street) NEW YO	·					4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Indiv Line) X	ridual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				on
(City)	(Sta		Zip)																	
		Table	I - N	Non-Deriva	tive	Secu	rities	Ac	qui	red, C	Disp	osed o	f, or l	3enefi	cially	Own	ed			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Ye				ear)	2A. Deemed Execution Date, ar) if any (Month/Day/Year)			3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and				nd 5) Secur Benet		rities F ficially (I ed Following Ir		m: Direct or rect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								ſ	Code	v	Am	nount	(A) or (D)	Price		Transa	saction(s) c. 3 and 4)		u. 4)	(111511.4)
Common	3				<b>S</b> <sup>(1)</sup>		1	5,195	D	\$73.69	\$73.6949(2)		141,774		D					
Common A Common Stock 03/06/2023					3				<b>S</b> <sup>(3)</sup>		2	2,038	D	\$76.8601(4)		139,736			D	
Common A Common Stock 03/06/2023					.3	3			S <sup>(3)</sup>		1	1,100	D	\$77.8645(5)		138,636			D	
Common A Common Stock																8			I	By son
		Tat	ole I	II - Derivati (e.g., pu												Owne	d			
1. Title of Derivative Security (Instr. 3)	Title of 2. 3. Transaction Date Execution Date, (Month/Day/Year) if any				4. Trans	5. Numb of Derivative Acquires (A) or Dispose of (D) (Instr. 3, and 5)		mber rative rities ired r osed )	r 6. Ex		xerci:	ercisable and		le and unt of rities erlying rative rity (Insti i 4)	8. P Der Sec (Ins	Price of rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transactions (Instr. 4)	,	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	Code V (A) (D)			Date Exercisab			Expiration Date	Title	of Shares						

## **Explanation of Responses:**

- 1. The Reporting Person was required by the Issuer to sell only the number of shares of common stock necessary to cover applicable tax withholding obligations realized upon the vesting of restricted stock units, as well as any related brokerage commission fees.
- 2. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$73.690198 to \$74.3818. 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.
- $3.\ Shares\ sold\ pursuant\ to\ a\ 10b5-1\ trading\ plan\ adopted\ on\ March\ 15,2022.$
- 4. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$76.46 to \$77.38. 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 \$77.56 to \$78.08. 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:

Sean Michael Walters, by /s/ 03/06/2023 Ron A. Metzger, Attorney-in-

**Fact** 

\*\* 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.