

| OMB APPROVAL                                 |           |
|--|-----------|
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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*<br><u>Shah Shardul</u><br><br>(Last) (First) (Middle)<br>C/O DATADOG, INC.<br>620 8TH AVENUE, 45TH FLOOR<br><br>(Street)<br>NEW YORK NY 10018<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Datadog, Inc. [ DDOG ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/20/2021               |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |   |

**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            | 08/20/2021                           |  | C <sup>(1)</sup>               |   | 697,487   | A          | \$0.00 <sup>(1)</sup>     | 697,487   | I  | See Footnote <sup>(2)</sup>                           |
| Class A Common Stock            | 08/20/2021                           |  | J <sup>(1)</sup>               |   | 697,487   | D          | \$0.00 <sup>(1)</sup>     | 0   | I  | See Footnote <sup>(2)</sup>                           |
| Class A Common Stock            | 08/20/2021                           |  | J <sup>(1)</sup>               |   | 172,140   | D          | \$0.00 <sup>(1)</sup>     | 2,232   | I  | See Footnote <sup>(3)</sup>                           |
| Class A Common Stock            | 08/20/2021                           |  | S                              |   | 996   | D          | \$130.5966 <sup>(4)</sup> | 1,236   | I  | See Footnote <sup>(3)</sup>                           |
| Class A Common Stock            | 08/20/2021                           |  | S                              |   | 1,236   | D          | \$131.5715 <sup>(5)</sup> | 0   | I  | See Footnote <sup>(3)</sup>                           |
| Class A Common Stock            | 08/20/2021                           |  | C <sup>(6)</sup>               |   | 2,072,501   | A          | \$0.00 <sup>(6)</sup>     | 2,072,501   | I  | See Footnote <sup>(7)</sup>                           |
| Class A Common Stock            | 08/20/2021                           |  | J <sup>(6)</sup>               |   | 2,072,501   | D          | \$0.00 <sup>(6)</sup>     | 0   | I  | See Footnote <sup>(7)</sup>                           |
| Class A Common Stock            | 08/20/2021                           |  | C <sup>(8)</sup>               |   | 41,834  | A          | \$0.00 <sup>(8)</sup>     | 41,834  | I  | See Footnote <sup>(9)</sup>                           |
| Class A Common Stock            | 08/20/2021                           |  | J <sup>(8)</sup>               |   | 41,834  | D          | \$0.00 <sup>(8)</sup>     | 0   | I  | See Footnote <sup>(9)</sup>                           |
| Class A Common Stock            | 08/20/2021                           |  | J <sup>(6)(8)</sup>            |   | 528,584   | D          | \$0.00 <sup>(6)(8)</sup>  | 0   | I  | See Footnote <sup>(10)</sup>                          |
| Class A Common Stock            | 08/20/2021                           |  | C <sup>(11)</sup>              |   | 37,384  | A          | \$0.00 <sup>(11)</sup>    | 37,384  | I  | See Footnote <sup>(12)</sup>                          |
| Class A Common Stock            | 08/20/2021                           |  | J <sup>(11)</sup>              |   | 24,817  | D          | \$0.00 <sup>(11)</sup>    | 12,567  | I  | See Footnote <sup>(12)</sup>                          |
| Class A Common Stock            | 08/20/2021                           |  | S                              |   | 5,608   | D          | \$130.5966 <sup>(4)</sup> | 6,959   | I  | See Footnote <sup>(12)</sup>                          |
| Class A Common Stock            | 08/20/2021                           |  | S                              |   | 6,959   | D          | \$131.5715 <sup>(5)</sup> | 0   | I  | See Footnote <sup>(12)</sup>                          |
| Class A Common Stock            |                                      |  |                                |   |   |            |                           | 342,166 <sup>(13)</sup>   | 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. 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                       | (14)   | 08/20/2021                           |  | C <sup>(1)</sup>               |   |  | 697,487   | (14)   | (14)            | Class A Common Stock  | 697,487                    | \$0.00                                     | 2,937,607  | I   | See Footnote <sup>(2)</sup>                            |
| Class B Common Stock                       | (14)   | 08/20/2021                           |  | C <sup>(6)</sup>               |   |  | 2,072,501 | (14)   | (14)            | Class A Common Stock  | 2,072,501                  | \$0.00                                     | 8,728,752  | I   | See Footnote <sup>(7)</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                       | (14)   | 08/20/2021                           |  | C <sup>(8)</sup>               |   |  | 41,834 | (14)   | (14)            | Class A Common Stock  | 41,834                     | \$0.00                                     | 176,192  | I   | See Footnote <sup>(9)</sup>                            |
| Class B Common Stock                       | (14)   | 08/20/2021                           |  | C <sup>(11)</sup>              |   |  | 37,384 | (14)   | (14)            | Class A Common Stock  | 37,384                     | \$0.00                                     | 157,449  | I   | See Footnote <sup>(12)</sup>                           |

**Explanation of Responses:**

- On August 20, 2021, Index Ventures Growth III (Jersey), L.P. ("Index Growth III") converted in the aggregate 697,487 shares of the Issuer's Class B Common Stock into 697,487 shares of the Issuer's Class A Common Stock. Subsequently on the same date, Index Growth III distributed in-kind, without consideration, 697,487 shares of Class A Common Stock pro-rata to its limited partners and its general partner, Index Venture Growth Associates III Limited ("IVGA III"), in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended. On the same date, IVGA III distributed in-kind, without consideration, 172,140 shares of Class A Common Stock received in the Index Growth III distribution pro-rata to its shareholders, in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- The shares are held by Index Growth III. IVGA III is the general partner of Index Growth III. The Reporting Person is a partner within the Index Ventures group. Advisors within the Index Ventures group provide advice to each of Index Growth III, Index Ventures VI (Jersey) L.P. ("Index VI"), and Index Ventures VI Parallel Entrepreneur Fund (Jersey), L.P. ("Index VI Parallel" and together with Index Growth III and Index VI, the "Funds"). The Reporting Person disclaims Section 16 beneficial ownership of these securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- The shares are held by IVGA III. The Reporting Person disclaims Section 16 beneficial ownership of these securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.03 - \$131.02. 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.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.03 - \$131.75. 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.
- On August 20, 2021, Index Ventures VI (Jersey), L.P. ("Index VI") converted in the aggregate 2,072,501 shares of the Issuer's Class B Common Stock into 2,072,501 shares of the Issuer's Class A Common Stock. Subsequently on the same date, Index VI distributed in-kind, without consideration, 2,072,501 shares of Class A Common Stock pro-rata to its partners, including its limited partners and its general partner, Index Venture Associates VI Limited ("IVA VI"), in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended. On the same date, IVA VI distributed in-kind, without consideration, the 518,125 shares of Class A Common Stock received in the Index VI distribution pro-rata to its shareholders, in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- The shares are held by Index VI. IVA VI is the general partner of Index VI. The Reporting Person disclaims Section 16 beneficial ownership of these securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- On August 20, 2021, Index Ventures VI Parallel Entrepreneur Fund (Jersey), L.P. ("Index VI Parallel") converted in the aggregate 41,834 shares of the Issuer's Class B Common Stock into 41,834 shares of the Issuer's Class A Common Stock. Subsequently on the same date, Index VI Parallel distributed in-kind, without consideration, 41,834 shares of Class A Common Stock pro-rata to its partners, including its limited partners and its general partner, IVA VI, in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended. On the same date, IVA VI distributed in-kind, without consideration, the 10,459 shares of Class A Common Stock received in the Index VI Parallel distribution pro-rata to its shareholders, in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- The shares are held by Index VI Parallel. IVA VI is the general partner of Index VI Parallel. The Reporting Person disclaims Section 16 beneficial ownership of these securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- The shares are held by IVA VI.
- On August 20, 2021, Yucca (Jersey) SLP ("Yucca") converted in the aggregate 37,384 shares of the Issuer's Class B Common Stock into 37,384 shares of the Issuer's Class A Common Stock. Subsequently on the same date, Yucca distributed in-kind, without consideration, 24,817 shares of Class A Common Stock pro-rata to its partners in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- The shares are held by Yucca. Yucca is the administrator of the Index co-investment vehicles that are contractually required to mirror the relevant Fund's investment in the Issuer (in this case, Index Growth III, Index VI and Index VI Parallel). The Reporting Person disclaims Section 16 beneficial ownership of these securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- Includes shares received in the distributions described in footnotes (1), (6) and (8) above.
- 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:**

/s/ Shardul Shah

08/24/2021

\*\* 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.

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