

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	
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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).

1. Name and Address of Reporting Person* <u>Jacobson Matthew</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2019</u>	
	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	12/10/2019		C ⁽¹⁾		1,431,099	A	\$0.00 ⁽¹⁾	1,431,099	I	See Footnotes ⁽²⁾⁽⁷⁾⁽⁸⁾
Class A Common Stock	12/10/2019		C ⁽³⁾		1,120,259	A	\$0.00 ⁽³⁾	1,120,259	I	See Footnotes ⁽⁴⁾⁽⁷⁾⁽⁸⁾
Class A Common Stock	12/10/2019		C ⁽⁵⁾		515,739	A	\$0.00 ⁽⁵⁾	515,739	I	See Footnotes ⁽⁶⁾⁽⁷⁾⁽⁸⁾

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
Class B Common Stock	(1)	12/10/2019		C ⁽¹⁾			1,431,099	(9)	(9)	Class A Common Stock	1,431,099	\$0.00	9,902,325	I	See Footnotes ⁽²⁾⁽⁷⁾⁽⁸⁾
Class B Common Stock	(3)	12/10/2019		C ⁽³⁾			1,120,259	(9)	(9)	Class A Common Stock	1,120,259	\$0.00	7,751,509	I	See Footnotes ⁽⁴⁾⁽⁷⁾⁽⁸⁾
Class B Common Stock	(5)	12/10/2019		C ⁽⁵⁾			515,739	(9)	(9)	Class A Common Stock	515,739	\$0.00	3,604,521	I	See Footnotes ⁽⁶⁾⁽⁷⁾⁽⁸⁾

Explanation of Responses:

- On December 10, 2019, ICONIQ Strategic Partners II, LP ("ICONIQ II") converted in the aggregate 1,431,099 shares of the Issuer's Class B Common Stock into 1,431,099 shares of the Issuer's Class A Common Stock.
- The shares are held by ICONIQ II.
- On December 10, 2019, ICONIQ Strategic Partners II-B, LP ("ICONIQ II-B") converted in the aggregate 1,120,259 shares of the Issuer's Class B Common Stock into 1,120,259 shares of the Issuer's Class A Common Stock.
- The shares are held by ICONIQ II-B.
- On December 10, 2019, ICONIQ Strategic Partners II Co-Invest, L.P., DD Series ("ICONIQ II Co-Invest") converted in the aggregate 515,739 shares of the Issuer's Class B Common Stock into 515,739 shares of the Issuer's Class A Common Stock.
- The shares are held by ICONIQ II Co-Invest.
- Iconiq Strategic Partners GP II, L.P. ("ICONIQ GP II") 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 Parent GP II") is the sole general partner of ICONIQ GP II. Divesh Makan ("Makan") and William J.G. Griffith ("Griffith") are the sole equity holders and directors of ICONIQ Parent GP II.
- The Reporting Person is a General Partner and a Managing Director at ICONIQ Capital. Each of ICONIQ GP II, ICONIQ Parent GP II, 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.
- 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/ Matthew Jacobson 12/12/2019
 ** 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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