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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Datadog, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-2825503
(I.R.S. Employer
Identification Number)

620 8th Avenue, 45th Floor
New York, New York 10018
(866) 329-4466
(Address of principal executive offices) (Zip code)

Datadog, Inc. 2019 Equity Incentive Plan
(Full titles of the plans)

Kerry Acocella
General Counsel
Datadog, Inc.
620 8th Avenue, 45th Floor
New York, New York 10018
(866) 329-4466
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Bradley P. Goldberg
Cooley LLP
55 Hudson Yards
New York, New York 10001
(212) 479-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards pursuant to Section 7(a)(2)(B) of the Securities Act.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Datadog, Inc. (the “**Registrant**”) is filing this Registration Statement with the Securities and Exchange Commission (the “**Commission**”) to register 33,659,926 additional shares of its Class A common stock under the 2019 Equity Incentive Plan (the “**2019 Plan**”), pursuant to the provisions of the 2019 Plan providing for an automatic increase in the number of shares Class A common stock reserved and available for issuance under the 2019 Plan on each of January 1, 2025 and January 1, 2024. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The contents of the Registrant’s Registration Statements on Form S-8 (File Nos. 333-233903, 333-237176, 333-254229 and 333-270280), filed with the Commission on [September 23, 2019](#), [March 13, 2020](#), [March 12, 2021](#) and [March 3, 2023](#), respectively.
- (b) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Commission on [February 20, 2025](#).
- (c) The description of the Registrant’s common stock contained in [Exhibit 4.2](#) of the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on February 25, 2020, including any amendment or report filed for the purpose of updating such description.
- (d) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities and Exchange Act of 1934, as amended (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference		
		Schedule Form	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of Datadog, Inc., as currently in effect.	8-K	3.1	September 23, 2019
4.2	Amended and Restated Bylaws of Datadog, Inc., as currently in effect.	10-Q	3.2	August 9, 2023
4.3	Form of Class A Common Stock Certificate.	S-1/A	4.1	September 9, 2019
5.1*	Opinion of Cooley LLP.			
23.1*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.			
23.2*	Consent of Cooley LLP (included in Exhibit 5.1).			
24.1*	Power of Attorney (included on the signature page of this Form S-8).			
99.1	Datadog, Inc. 2019 Equity Incentive Plan and terms of agreements thereunder.	S-1/A	10.3	September 9, 2019
99.2	Performance Stock Units (PSU) Grant Notice and Award Agreement.	10-Q	10.1	August 8, 2022
107*	Filing Fee Table.			

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 14th day of March, 2025.

DATADOG, INC.

By: /s/ Olivier Pomel
Name: Olivier Pomel
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Olivier Pomel and Alexis Lê-Quôc, and each one of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Olivier Pomel</u> Olivier Pomel	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 14, 2025
<u>/s/ David Obstler</u> David Obstler	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 14, 2025
<u>/s/ Alexis Lê-Quôc</u> Alexis Lê-Quôc	President, Chief Technology Officer and Director	March 14, 2025
<u>/s/ Michael Callahan</u> Michael Callahan	Director	March 14, 2025
<u>/s/ Titi Cole</u> Titi Cole	Director	March 14, 2025
<u>/s/ Dev Ittycheria</u> Dev Ittycheria	Director	March 14, 2025
<u>/s/ Matthew Jacobson</u> Matthew Jacobson	Director	March 14, 2025
<u>/s/ Julie Richardson</u> Julie Richardson	Director	March 14, 2025
<u>/s/ Shardul Shah</u> Shardul Shah	Director	March 14, 2025
<u>/s/ Amit Agarwal</u> Amit Agarwal	Director	March 14, 2025



Bradley P. Goldberg
+1 212 479 6780
bgoldberg@cooley.com

March 14, 2025

Datadog, Inc.
620 8th Avenue, 45th Floor
New York, NY 10018

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Datadog, Inc., a Delaware corporation (the “**Company**”), in connection with the filing of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the U.S. Securities and Exchange Commission (the “**Commission**”), covering the offering by the Company of up to 33,659,926 shares (the “**Shares**”) of its Class A common stock, par value \$0.00001 per share (“**Common Stock**”), issuable pursuant to the Company’s 2019 Equity Incentive Plan (the “**2019 EIP**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company’s certificate of incorporation and bylaws, each as currently in effect, (c) the 2019 EIP and (d) originals or copies certified to our satisfaction of such other records, documents, opinions, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the 2019 EIP, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

COOLEY LLP 55 HUDSON YARDS, NEW YORK, NY 10001
T: (212) 479-6000 F: (212) 479-6275 COOLEY.COM



Datadog, Inc.
March 14, 2025
Page Two

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

COOLEY LLP

By: /s/ Bradley P. Goldberg
Bradley P. Goldberg

COOLEY LLP 55 HUDSON YARDS, NEW YORK, NY 10001
T: (212) 479-6000 F: (212) 479-6275 COOLEY.COM

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 20, 2025 relating to the financial statements of Datadog, Inc. (the “Company”) and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

New York, New York
March 14, 2025

Calculation of Filing Fee Tables

Form S-8

Datadog, Inc.

Table 1 – Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Class A Common Stock, par value \$0.00001 per share, 2019 Equity Incentive Plan	Other ⁽²⁾	33,659,926 ⁽³⁾	\$100.23 ⁽²⁾	\$3,373,734,382.98	\$0.0001531	\$516,518.74
		Total Offering Amounts		33,659,926	—	\$3,373,734,382.98	—	\$516,518.74
		Total Fees Previously Paid			—	—	—	—
		Total Fee Offsets			—	—	—	—
		Net Fee Due			—	—	—	\$516,518.74

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s Class A common stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant’s Class A common stock.
- (2) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on March 13, 2025.
- (3) Represents an automatic annual increase equal to: (i) 5% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on December 31, 2023; and (ii) 5% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on December 31, 2024, in each case, which annual increase is provided by the Registrant’s 2019 Equity Incentive Plan.