

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

Datadog, Inc.

(Name of Issuer)

Class A Common Stock, \$0.00001 par value per share

(Title of Class of Securities)

23804L103

(CUSIP Number)

Whale Rock Capital Management LLC

2 International Place, 24th Floor

Boston, MA 02110

(617) 502-9909

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 31, 2020

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS

Whale Rock Capital Management LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

00,000

NUMBER OF  
SHARES

6. SHARED VOTING POWER

BENEFICIALLY  
OWNED BY  
EACH

3,883,470

7. SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

00,000

8. SHARED DISPOSITIVE POWER

3,883,470

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,883,470

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.87%

12. TYPE OF REPORTING PERSON (see instructions)

OO

1. NAMES OF REPORTING PERSONS

Alexander Sacerdote

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF 00,000

SHARES 6. SHARED VOTING POWER

BENEFICIALLY 3,883,470

OWNED BY 7. SOLE DISPOSITIVE POWER

EACH 00,000

REPORTING 8. SHARED DISPOSITIVE POWER

PERSON WITH 3,883,470

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,883,470

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.87%

12. TYPE OF REPORTING PERSON (see instructions)

IN

## Item 1.

(a) Name of Issuer

Datadog, Inc.

(b) Address of Issuer's Principal Executive Offices

620 8th Avenue, 45th Floor, New York, NY 10018

## Item 2.

(a) Name of Person Filing

Whale Rock Capital Management LLC

Alexander Sacerdote

(b) Address of the Principal Office or, if none, residence

2 International Place, 24th Floor, Boston, MA 02110

(c) Citizenship

Delaware

USA

(d) Title of Class of Securities

Class A Common Stock, \$0.00001 par value per share

(e) CUSIP Number

23804L103

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

#### **Item 4. Ownership.**

Reference is hereby made to Items 5-9 and 11 of this Schedule, which Items are incorporated by reference herein.

The securities to which this Schedule relates (the "Securities") are owned by certain investment limited partnerships for which Whale Rock serves as investment manager. Whale Rock, as those investment limited partnerships' investment manager, and Alexander Sacerdote, as managing member and owner of Whale Rock, may therefore be deemed to beneficially own Securities owned by such investment limited partnerships for the purposes of Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), insofar as they may be deemed to have the power to direct the voting or disposition of those Securities.

Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that Whale Rock or Alexander Sacerdote is, for any other purpose, the beneficial owner of any of the Securities, and each of Whale Rock and Alexander Sacerdote disclaims beneficial ownership as to the Securities, except to the extent of his or its pecuniary interests therein.

Under the definition of "beneficial ownership" in Rule 13d-3 under the Act, it is also possible that the individual general partners, executive officers, and members of the foregoing entities might be deemed the "beneficial owners" of some or all of the Securities insofar as they may be deemed to share the power to direct the voting or disposition of the Securities. Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that any of such individuals is, for any purpose, the beneficial owner of any of the Securities, and such beneficial ownership is expressly disclaimed.

The calculation of percentage of beneficial ownership in item 11 was derived from the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 12, 2020, in which the Issuer stated that the number of shares of Class A Common Stock outstanding as of November 2, 2020 was 208,048,784.

#### **Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  x.

#### **Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

#### **Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

#### **Item 8. Identification and Classification of Members of the Group.**

Not applicable.

#### **Item 9. Notice of Dissolution of Group.**

Not applicable.

#### **Item 10. Certification.**

The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2021

Date

/s/ Alexander Sacerdote

Signature

Name: Alexander Sacerdote  
Title: Managing Member of Whale Rock Capital  
Management LLC and Individually

**Exhibits**

**Exhibit 99.1** Joint Filing Agreement by and between the Reporting Persons incorporated by reference to Exhibit 99.1 to the Schedule 13G filed by the Reporting Persons on November 1, 2019.