SEC Form 4	
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-02									
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hours per response:	0.5								

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of DC Alexis		2. Issuer Name and Ticker or Trading Symbol <u>Datadog, Inc.</u> [DDOG]						(Ch	eck all applic	cable) or	erson(s) to Issuer 10% Owner Other (cposity				
	(F FADOG, IN AVENUE,		3. Date of Earliest Transaction (Month/Day/Year) 06/01/2020								Officer (give title Other (specify below) below) President & CTO					
	THV LIVOL,	4511112001		4	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (6)										plicable	
(Street) NEW YC	ORK N	Y	10018										Form filed by One Reporting Person Form filed by More than One Reporting			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or																
		Та	ble I - Non	-Derivat	ive Securiti	es Acq	uired	1, C	Disposed o	of, or E	Beneficiall	-				
, , , , , , , , , , , , , , , , , , , ,				ansaction th/Day/Yea	2A. Deemed Execution Da if any (Month/Day/	Co	Transaction Code (Instr.		4. Securities Of (D) (Instr. 3		(A) or Dispos i)	Securiti Benefic	es ially Following	Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Co	de V	'	Amount	(A) or (D)	Price	Transac (Instr. 3	tion(s)		. ,	
Class A C	Common St	ock	06	/01/2020		C	(1)		225,800	A	(1)	225	5,800		By Trust ⁽²⁾	
Class A C	Common St	ock	06	/01/2020		S	3)		110,637	D	\$69.7342	(4) 115	5,163		By Trust ⁽²⁾	
Class A C	Common St	ock	06	/01/2020		s	3)		67,219	D	\$70.6964	(5) 47	',944		By Trust ⁽²⁾	
Class A C	Common St	ock	06	/01/2020		s	3)		47,944	D	\$71.5812	(6)	0		By Trust ⁽²⁾	
Class A C	Common St	ock	06	/01/2020		C	(1)		58,400	A	(1)	58	,400		By GRAT ⁽⁷⁾	
Class A C	Class A Common Stock 06/01/202					s	3)		29,076	D	\$69.7397	(8) 29	,324		By GRAT ⁽⁷⁾	
Class A C	Class A Common Stock 06/01/20			/01/2020		S	3)		17,300	D	\$70.7171	⁽⁹⁾ 12	,024		By GRAT ⁽⁷⁾	
Class A C	Common St	ock	06	/01/2020		S	3)		12,024	D	\$71.5802	10)	0		By GRAT ⁽⁷⁾	
Class A Common Stock 06/01/202				/01/2020		C	(1)		50,000	A	(1)	50	,000		By Trust ⁽¹¹⁾	
Class A Common Stock 06/01/202				/01/2020		S ⁽⁾	12)		24,927	D	\$69.7374	25	,073		By Trust ⁽¹¹⁾	
Class A Common Stock 06/01/202			/01/2020		S ^{(:}	12)		14,564	D	\$70.712 ⁽⁾	⁽⁴⁾ 10	,509		By Trust ⁽¹¹⁾		
Class A Common Stock 06/01/20			/01/2020		s (12)		10,509	D	\$71.5834	15)	0		By Trust ⁽¹¹⁾		
Class A Common Stock 06/01/202			/01/2020		C	(1)		50,000	A	(1)	50	,000		By Trust ⁽¹⁶⁾		
Class A Common Stock 06/01/202				/01/2020		S ^{(:}	12)		24,402	D	\$69.7298	⁽¹⁷⁾ 25	,598		By Trust ⁽¹⁶⁾	
Class A Common Stock 06/01/202						S (12)		14,644	D	\$70.6796	18) 10	,954		By Trust ⁽¹⁶⁾	
Class A Common Stock 06/01/202						S ⁽⁾	12)		10,954	D	\$71.5599	19)	0		By Trust ⁽¹⁶⁾	
Class A C	Common St									117	7,262	D				
			Table II - D)erivativ	ve Securities s, calls, wa	s Acqui	ired,	Di	sposed of	, or Be	eneficially	Owned		'		
(e.g. 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)			te, 4. Code	saction (Instr. 5. Num Securion Acquir or Disg of (D) (3, 4 an	ber of 6 tive E ties (I ed (A) oosed Instr.		Exe on I	rcisable and Date	7. Title of Secu Underly	and Amount irities /ing ive Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y Direct (D) or Indirect (I) (Instr. 4)	Beneficia Ownershi (Instr. 4)		

			Table II - Deri (e.g.		, call	s, v		uired, Dis , _D Qptions,	converti	1	or 🦻	Owned			
1. Title of Class Bive Common Stock [.] 3)	2. Conversion or E)(1) cise Price of Derivative	3. Transaction Date (Mc _{06/01/2020} :ar)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa (_C ⁽¹⁾ ; (8)	ction	Deri Sec Acq	umber of vative ul225,800 uired (A) visposed	6. Date Exerc Expiration Da (Mon(1)/Day/Y	i sable and te	7. Title and cClass Briti	Amount es 2225,800 Security	8. Price of Derivative Se \$ 0.00/ (Instr. 5)	9. Number of derivative S€12,824,545 Beneficially Owned	10. Ownership Form <u>I</u> Direct (D) or Indirect	11. Nature of Indirect By Trust ⁽²⁾ Ownership (Instr. 4)
Class B Common Stock	Security (1)	06/01/2020		_C ⁽¹⁾ _		of (I 3, 4) (Instr. ar <mark>58,400_</mark>	(1)	(1)	Class B Common Stock	_58,400_	\$0.00	Following Re3315,769 Transaction(s) (Instr. 4)	(I) (Instr. 4) I	By GRAT ⁽⁷⁾
Class B Common Stock	(1)	06/01/2020		C ⁽¹⁾			50,000	(1) Date	(1) Expiration	Class B Common Stock	^A 50,000 ^{Ci} Number	\$0.00	437,500	Ι	By Trust ⁽¹¹⁾
_Class B Common Stock	(1)	06/01/2020		Code C ⁽¹⁾	V	(A)	(D) 50,000	(1)	(1)	Class B Common Stock	of Shares 50,000	\$0.00	437,500	I	-By

Explanation of Responses:

1. Each share of Class B Common Stock is convertible into an equal number of shares of Class A Common Stock at any time, at the holder's election, 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 earliest 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, (ii) the nine-month anniversary of the death of the Reporting Person in the case of shares held directly or in a trustee capacity, and (iii) the tenth anniversary of the Issuer's initial public offering of its Class A Common Stock.

2. Shares are held by the Alexis Le-Quoc Revocable Trust.

3. Shares sold pursuant to a 10b5-1 plan entered into on December 6, 2019.

4. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$69.26 to \$70.25. 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 \$70.26 to \$71.25. 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.

6. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$71.26 to \$72.16. 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.

7. Shares are held by the Alexis Le-Quoc 2016 GRAT.

8. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$69.30 to \$70.29. 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.

9. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$70.30 to \$71.29. 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.

10. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$71.32 to \$72.16. 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.

11. Shares are held by Offbeat Polymath Trust, of which Reporting Person is Trustee. Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any, in the shares.

12. Shares sold pursuant to a 10b5-1 plan entered into on December 7, 2019.

13. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$69.30 to \$70.27. 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.

14. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$70.30 to \$71.29. 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.

15. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$71.30 to \$72.16. 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.

16. Shares are held by Endearing Viceroy Trust, of which Reporting Person is Trustee. Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any, in the shares.

17. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$69.25 to \$70.24. 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.

18. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$70.25 to \$71.23. 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.

19. Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$71.25 to \$72.01. 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:

<u>Alexis Le-Quoc, by /s/ Ron A.</u> <u>Metzger, Attorney-in-Fact</u>

06/03/2020

** 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.