FORM 4

Check this box if no longer subject

to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Name and Address of Reporting Person*     Ittycheria Dev						2. Issuer Name and Ticker or Trading Symbol Datadog, Inc. [ DDOG ]								(Ched	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)    Jirector 10% Owner					
(Last)	(Fi	st) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 06/05/2024									Office below	er (give title /)		Other (sbelow)	specify		
C/O DATADOG, INC. 620 8TH AVENUE, 45TH FLOOR						4. If Amendment, Date of Original Filed (Month/Day						y/Year)	)	Line)	6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person					
(Street) NEW YO	Street) NEW YORK NY 10018					Form filed by More than One Reporting Person													orting	
(City) (State) (Zip)						Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.														
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da						Execution Date,						es Acquired (A) or Of (D) (Instr. 3, 4 and			5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) (D)	or I	Price	Transa	ction(s) 3 and 4)			(Instr. 4)	
Class A Common Stock 06/05/2					2024	2024			A		2,262(1)	A	A	<b>\$0</b>	37,129			D		
Class A Common Stock													90,899				By LLC <sup>(2)</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)  3.A. Deemed Execution Date, if any (Month/Day/Year)		4. Transaction Code (Instr. 8)		of		6. Date Exercis Expiration Date (Month/Day/Yea		te	7. Title and Amount of Securities Underlying Derivative Security (Instr 3 and 4)		Str.	Price of erivative ccurity estr. 5)			10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)		
					Code	v			Date Exercisable		Expiration Date	Title	Num of Shar	.						

## **Explanation of Responses:**

- 1. Represents the number of shares underlying Restricted Stock Units ("RSUs") granted pursuant to the Issuer's non-employee director compensation policy. Each RSU represents a contingent right to receive one share of Issuer's Class A common stock. The RSUs vest on the earlier of (A) the Company's next annual meeting of stockholders and (B) June 5, 2025, in each case, subject to the Reporting Person's continuous service to the Issuer through the vesting date.
- 2. Shares are held directly by LIDI 11 21 LLC (the "LLC"). The Ittycheria Family Trust (the "Trust") is the sole member of the LLC and Reporting Person is a beneficiary of the Trust.

/s/ Ron A. Metzger, Attorney-

06/07/2024

in-Fact

\*\* 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.