SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287									
Estimated average burden										
hours per response:	0.5									

 obligations may continue. See Instruction 1(b). 	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940	hours per response: 0.5
1. Name and Address of Reporting Person [*] Agarwal Amit	2. Issuer Name and Ticker or Trading Symbol <u>Datadog, Inc.</u> [DDOG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) (First) (Middle) C/O DATADOG, INC.	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2024	X Officer (give title Other (specify below) below) PRESIDENT
620 8TH AVENUE, 45TH FLOOR	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street) NEW YORK NY 10018		X Form filed by One Reporting Person Form filed by More than One Reporting Person

(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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(11150. 4)	
Class A Common Stock	02/27/2024		A		80,252 ⁽¹⁾	Α	\$ <mark>0</mark>	327,323	D		
Class A Common Stock								1,640	Ι	By Trust ⁽²⁾	
Class A Common Stock								6,541	Ι	By Trust ⁽³⁾	

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. Transa Code (8)		of Ex		Expiration Da	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)	Ownership Form:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. On April 25, 2023, the Reporting Person was granted restricted stock units, the vesting of which was subject to both performance-based and service-based criteria ("PSUs"). The number of shares reported represents the number of PSUs that were earned as a result of the achievement of such performance criteria. Such earned PSUs will vest as to service as to 1/4 of the shares on March 1, 2024 and 1/12 of the remaining shares on each June 1, September 1, December 1 and March 1 thereafter, subject in each case to the Reporting Person remaining in Continuous Service (as defined in the Issuer's 2019 Equity Incentive Plan) of the issuer as of each such date.

2. Shares are held directly by Agarwal 2018 Family Trust, of which the Reporting Person's spouse is Trustee.

3. Shares are held directly by Agarwal 2019 Family Trust, of which the Reporting Person's spouse is Trustee.

/s/ Ron A. Metzger, Attorneyin-Fact

02/29/2024

** 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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See