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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material Pursuant to § 240.14a-12

DATADOG, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

x No fee required.

o Fee paid previously with preliminary materials.

o Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held On June 2, 2022

To the Stockholders of Datadog, Inc.:

On behalf of our board of directors, it is our pleasure to cordially invite you to attend the Annual Meeting of Stockholders of Datadog, Inc., a Delaware corporation. The Annual Meeting will be held virtually, via live webcast at *www.virtualshareholdermeeting.com/DDOG2022*, originating from New York, New York, on Thursday, June 2, 2022 at 2:00 p.m., Eastern Time. We believe hosting a virtual meeting enables participation by more of our stockholders, while lowering the cost of conducting the meeting. Stockholders attending the virtual meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting. We encourage you to attend online and participate. We recommend that you log in a few minutes before 2:00 p.m., Eastern Time, on June 2, 2022 to ensure you are logged in when the Annual Meeting starts.

The Annual Meeting will be held for the following purposes:

1. To elect three Class III directors, Titi Cole, Matthew Jacobson and Julie Richardson, each to hold office until our Annual Meeting of Stockholders in 2025;

2. To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in this proxy statement;

3. To ratify the selection by the audit committee of our board of directors of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022; and

4. To conduct any other business properly brought before the Annual Meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice.

The record date for the Annual Meeting is April 5, 2022. Only stockholders of record at the close of business on that date may vote at the Annual Meeting or any adjournment thereof.

By Order of the Board of Directors

Kerry S. Acocella

Kerry Acocella
General Counsel and Secretary

New York, New York
April 20, 2022

You are cordially invited to attend the Annual Meeting. Whether or not you expect to attend the Annual Meeting, PLEASE VOTE YOUR SHARES. As an alternative to voting online at the Annual Meeting, you may vote your shares in advance of the Annual Meeting through the internet, by telephone or, if you receive a paper proxy card in the mail, by mailing the completed proxy card. Voting instructions are provided in the Notice of Internet Availability of Proxy Materials or, if you receive a paper proxy card by mail, the instructions are printed on your proxy card.

Even if you have voted by proxy, you may still vote online if you attend the Annual Meeting. Please note, however, that if your shares are held of record by a broker, bank or other agent and you wish to vote at the Annual Meeting, you must follow the instructions from such organization and will need to obtain a proxy issued in your name from that record holder.

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Datadog, Inc.

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

PROXY STATEMENT
FOR THE 2021 ANNUAL MEETING OF STOCKHOLDERS

To Be Held on June 2, 2022 at 2:00 p.m., Eastern Time

Our board of directors is soliciting your proxy to vote at the 2022 Annual Meeting of Stockholders (the "Annual Meeting") of Datadog, Inc., a Delaware corporation, to be held virtually, via live webcast at *www.virtualshareholdermeeting.com/DDOG2022*, originating from New York, New York, on Thursday, June 2, 2022 at 2:00 p.m., Eastern Time, and any adjournment or postponement thereof. We believe hosting a virtual meeting enables participation by more of our stockholders, while lowering the cost of conducting the meeting. Stockholders attending the virtual meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting.

For the Annual Meeting, we have elected to furnish our proxy materials, including this proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 (the "Annual Report"), to our stockholders primarily via the internet. On or about April 20, 2022, we expect to mail to our stockholders a *Notice of Internet Availability of Proxy Materials* (the "Notice") that contains notice of the Annual Meeting and instructions on how to access our proxy materials on the internet, how to vote at the Annual Meeting, and how to request printed copies of the proxy materials. Stockholders may request to receive all future materials in printed form by mail or by email by following the instructions contained in the Notice. A stockholder's election to receive proxy materials by mail or email will remain in effect until revoked. We encourage stockholders to take advantage of the availability of the proxy materials on the internet to help reduce the environmental impact and cost of our Annual Meeting.

Only stockholders of record at the close of business on April 5, 2022 (the "Record Date") will be entitled to vote at the Annual Meeting. On the Record Date, there were 283,020,216 shares of Class A common stock and 31,912,901 shares of Class B common stock outstanding and entitled to vote (together, the "common stock"). **Each holder of Class A common stock will have the right to one vote per share of Class A common stock and each holder of Class B common stock will have the right to ten votes per share of Class B common stock**. The holders of shares of common stock will vote together as a single class on all matters submitted to a vote at the Annual Meeting. A list of stockholders entitled to vote at the Annual Meeting will be available for examination for ten days before the Annual Meeting by emailing us at *IR@datadoghq.com*. The stockholder list will also be available online during the Annual Meeting. For instructions on how to attend the Annual Meeting, please see the instructions at *www.virtualshareholdermeeting.com/DDOG2022* and on page 2 of this proxy statement.

In this proxy statement, we refer to Datadog, Inc. as "Datadog," "we" or "us" and the board of directors of Datadog as "our board of directors." The Annual Report, which contains consolidated financial statements as of and for the fiscal year ended December 31, 2021, accompanies this proxy statement. You also may obtain a copy of the Annual Report without charge by emailing *IR@datadoghq.com*.

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

Why did I receive a notice regarding the availability of proxy materials on the internet?

Pursuant to rules adopted by the Securities and Exchange Commission (the "SEC"), we have elected to provide access to our proxy materials over the internet. Accordingly, we have sent you the Notice because our board of directors is soliciting your proxy to vote at the 2022 Annual Meeting of Stockholders, including at any adjournments or postponements thereof. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or to request a printed set of the proxy materials. Instructions on how to access the proxy materials over the internet or to request a printed copy may be found in the Notice.

We intend to mail the Notice on or about April 20, 2022 to all stockholders of record entitled to vote at the Annual Meeting.

Will I receive any other proxy materials by mail?

We may send you a proxy card, along with a second Notice ten calendar days after our first mailing of the Notice or thereafter.

How do I attend, participate in, and ask questions during the Annual Meeting?

We will be hosting the Annual Meeting via live webcast only. Any stockholder can attend the Annual Meeting live online at *www.virtualshareholdermeeting.com/DDOG2022*. The meeting will start at 2:00 p.m., Eastern Time, on Thursday, June 2, 2022. Stockholders attending the Annual Meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting.

In order to enter the Annual Meeting, you will need the control number, which is included in the Notice or on your proxy card if you are a stockholder of record, or included with your voting instruction card and voting instructions received from your broker, bank or other agent if you hold your shares in "street name." Instructions on how to attend and participate are available at *www.virtualshareholdermeeting.com/DDOG2022*. We recommend that you log in a few minutes before 2:00 p.m., Eastern Time to ensure you are logged in when the Annual Meeting starts. The webcast will open 15 minutes before the start of the Annual Meeting.

If you would like to submit a question during the Annual Meeting, you may log in at *www.virtualshareholdermeeting.com/DDOG2022* using your control number, type your question into the "Ask a Question" field, and click "Submit."

To help ensure that we have a productive and efficient meeting, and in fairness to all stockholders in attendance, you will also find posted our rules of conduct for the Annual Meeting when you log in prior to its start. These rules of conduct will include the following guidelines:

- You may submit questions and comments electronically through the meeting portal during the Annual Meeting.
- Only stockholders of record as of the Record Date for the Annual Meeting and their proxy holders may submit questions or comments.
- Please direct all questions to Olivier Pomel, our Chief Executive Officer.
- Please include your name and affiliation, if any, when submitting a question or comment.
- Limit your remarks to one brief question or comment that is relevant to the Annual Meeting and/or our business.
- Questions may be grouped by topic by our management.
- Questions may also be ruled as out of order if they are, among other things, irrelevant to our business, related to pending or threatened litigation, disorderly, repetitious of statements already made, or in furtherance of the speaker's own personal, political or business interests.
- Be respectful of your fellow stockholders and Annual Meeting participants.
- No audio or video recordings of the Annual Meeting are permitted.

What if I have technical difficulties or trouble accessing the Annual Meeting?

We will have technicians ready to assist you with any technical difficulties you may have accessing the Annual Meeting. If you encounter any difficulties accessing the Annual Meeting during the check-in or meeting time, please call the technical support number that will be posted at *www.virtualshareholdermeeting.com/DDOG2022* or at *www.proxyvote.com*. Technical support will be available starting at 1:00 p.m., Eastern Time on June 2, 2022.

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on the Record Date, April 5, 2022, will be entitled to vote at the Annual Meeting. On the Record Date, there were 283,020,216 shares of Class A common stock and 31,912,901 shares of Class B common stock outstanding and entitled to vote.

- ***Stockholder of Record: Shares Registered in Your Name.*** If, on the Record Date, your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, then you are a stockholder of record. As a stockholder of record, you may vote online during the Annual Meeting or by proxy in advance. Whether or not you plan to attend the Annual Meeting, we urge you to vote your shares by proxy in advance of the Annual Meeting through the internet, by telephone or by completing and returning a printed proxy card that you may request or that we may elect to deliver at a later time to ensure your vote is counted.
- ***Beneficial Owner: Shares Registered in the Name of a Broker or Bank.*** If, on the Record Date, your shares were held not in your name, but rather in an account at a brokerage firm, bank or other similar organization, then you are the beneficial owner of shares held in "street name" and the Notice is being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other agent regarding how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may vote your shares online during the Annual Meeting only by following the instructions from such organization and after obtaining a valid proxy from your broker, bank or other agent.

How many votes do I have?

Each holder of shares of our Class A common stock will have one vote per share of Class A common stock held as of the Record Date, and each holder of shares of our Class B common stock will have ten votes per share of Class B common stock held as of the Record Date. The holders of the shares of our Class A common stock and Class B common stock will vote as a single class on all matters described in this proxy statement for which your vote is being solicited.

What am I voting on?

There are three matters scheduled for a vote:

- **Proposal 1:** Election of three Class III directors, each to hold office until our annual meeting of stockholders in 2025;
- **Proposal 2:** Advisory approval of the compensation of our named executive officers, as disclosed in this proxy statement in accordance with SEC rules;
- **Proposal 3:** Ratification of the selection by the audit committee of our board of directors of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022.

What if another matter is properly brought before the Annual Meeting?

Our board of directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

How do I vote?

- ***Stockholder of Record: Shares Registered in Your Name.*** If you are a stockholder of record, you may vote (1) online during the Annual Meeting or (2) in advance of the Annual Meeting by proxy through the internet, by telephone or by using a proxy card that you may request or that we may elect to deliver at a later time. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the Annual Meeting and vote online even if you have already voted by proxy.

- To vote online during the Annual Meeting, follow the provided instructions to join the Annual Meeting at *www.virtualshareholdermeeting.com/DDOG2022*, starting at 2:00 p.m., Eastern Time on Thursday, June 2, 2022. The webcast will open 15 minutes before the start of the Annual Meeting.
- To vote in advance of the Annual Meeting through the internet, go to *www.proxyvote.com* to complete an electronic proxy card. You will be asked to provide the company number and control number from the Notice or the printed proxy card. Your internet vote must be received by 11:59 p.m., Eastern Time on Wednesday, June 1, 2022 to be counted.
- To vote in advance of the Annual Meeting by telephone, dial 1-800-690-6903 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and control number from the Notice or the printed proxy card. Your telephone vote must be received by 11:59 p.m., Eastern Time on Wednesday, June 1, 2022 to be counted.
- To vote in advance of the Annual Meeting using a printed proxy card that may be delivered to you, simply complete, sign and date the proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.

- ***Beneficial Owner: Shares Registered in the Name of Broker or Bank.*** If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a Notice containing voting instructions from that organization rather than from us. To vote prior to the Annual Meeting, simply follow the voting instructions in the Notice to ensure that your vote is counted. To vote online during the Annual Meeting, you must follow the instructions from your broker, bank or other agent and will need to obtain a proxy issued in your name from that record holder.

Internet voting during the Annual Meeting and/or internet proxy voting in advance of the Annual Meeting allows you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your vote instructions. Please be aware that you must bear any costs associated with your internet access.

Can I vote my shares by filling out and returning the Notice?

No. The Notice identifies the items to be voted on at the Annual Meeting, but you cannot vote by marking the Notice and returning it. The Notice provides instructions on how to vote by proxy in advance of the Annual Meeting through the internet, by telephone, using a printed proxy card or online during the Annual Meeting.

What does it mean if I receive more than one Notice?

If you receive more than one Notice, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on the Notices to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

- ***Stockholder of Record: Shares Registered in Your Name.*** If you are a stockholder of record, then yes, you can revoke your proxy at any time before the final vote at the Annual Meeting. You may revoke your proxy in any one of the following ways:
  - Submit another properly completed proxy card with a later date.
  - Grant a subsequent proxy by telephone or through the internet.
  - Send a timely written notice that you are revoking your proxy via email at *IR@datadoghq.com*.
  - Attend the Annual Meeting and vote online during the meeting. Simply attending the Annual Meeting will not, by itself, revoke your proxy. Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy or voting instructions or vote in advance of the Annual Meeting by telephone or through the internet so that your vote will be counted if you later decide not to attend the Annual Meeting.

  Your most current proxy card or telephone or internet proxy is the one that is counted.

- ***Beneficial Owner: Shares Registered in the Name of Broker or Bank.*** If you are a beneficial owner and your shares are held in "street name" by your broker, bank or other agent, you should follow the instructions provided by your broker, bank or other agent.

If I am a stockholder of record and I do not vote, or if I return a proxy card or otherwise vote without giving specific voting instructions, what happens?

If you are a stockholder of record and do not vote through the internet, by telephone, by completing the proxy card that may be delivered to you or online during the Annual Meeting, your shares will not be voted.

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted in accordance with the recommendations of our board of directors: "**FOR**" the election of each of the three nominees for director; "**FOR**" the advisory approval of executive compensation; and "**FOR**" the ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022. If any other matter is properly presented at the Annual Meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his best judgment.

If I am a beneficial owner of shares held in "street name" and I do not provide my broker, bank or other agent with voting instructions, what happens?

If you are a beneficial owner and do not instruct your broker, bank or other agent how to vote your shares, the question of whether your broker or nominee will still be able to vote your shares depends on whether, pursuant to stock exchange rules, the particular proposal is deemed to be a "routine" matter. Brokers and nominees can use their discretion to vote "uninstructed" shares with respect to matters that are considered to be "routine," but not with respect to "non-routine" matters. Under applicable rules and interpretations, "non-routine" matters are matters that may substantially affect the rights or privileges of stockholders, such as mergers, stockholder proposals, elections of directors (even if not contested), executive compensation, and certain corporate governance proposals, even if management-supported. Accordingly, your broker or nominee may vote your shares on Proposal 3. Your broker or nominee, however, may not vote your shares on Proposals 1 and 2 without your instructions. Such an event would result in a "broker non-vote" and these shares will not be counted as having been voted on the applicable proposal. Please instruct your bank, broker or other agent to ensure that your vote will be counted.

What are "broker non-votes"?

As discussed above, when a beneficial owner of shares held in "street name" does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed to be "non-routine," the broker or nominee cannot vote the shares. These unvoted shares are counted as "broker non-votes."

As a reminder, if you are a beneficial owner of shares held in "street name," in order to ensure your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank or other agent by the deadline provided in the materials you receive from such organization.

How are votes counted?

Votes will be counted by the inspector of election appointed for the Annual Meeting, who will separately count: (1) with respect to Proposal 1, votes "**FOR**," "**WITHHOLD**" and broker non-votes, (2) with respect to Proposal 2, votes "**FOR**," "**AGAINST**," abstentions and broker non-votes, and (3) with respect to Proposal 3, votes "**FOR**," "**AGAINST**" and abstentions. Abstentions will be counted towards the vote total for Proposals 2 and 3, and will have the same effect as "**AGAINST**" votes. Broker non-votes have no effect and will not be counted towards the vote total for any proposal.

How many votes are needed to approve each proposal?

The following table summarizes the minimum vote needed to approve each proposal and the effect of abstentions and broker non-votes:

Proposal	Vote Required for Approval	"Withhold" Vote	Abstentions	Broker Non-Votes
1. Election of directors	The three nominees receiving the most "**FOR**" votes will be elected.	No effect	Not applicable	No effect
2. Advisory Vote on the Compensation of our Named Executive Officers	This proposal, commonly referred to as the "say-on-pay" vote, must receive "**FOR**" votes from the holders of a majority in voting power of the shares present at the meeting (by virtual attendance) or represented by proxy and entitled to vote on the proposal. Since this proposal is an advisory vote, the result will not be binding on our board of directors. However, our board of directors values our stockholders' opinions, and our board of directors and the compensation committee will take into account the outcome of the advisory vote when considering future executive compensation decisions.	Not applicable	Against	No effect
3. Ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022	Must receive "**FOR**" votes from the holders of a majority of shares present by virtual attendance or represented by proxy and entitled to vote on the matter.	Not applicable	Against	Not applicable

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding at least a majority of the voting power of the outstanding shares entitled to vote are present at the Annual Meeting by virtual attendance or represented by proxy. On the Record Date, there were 283,020,216 shares of our Class A common stock and 31,912,901 shares of our Class B common stock outstanding and entitled to vote.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other agent) or if you vote online during the Annual Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the holders of a majority of the voting power of the shares present at the Annual Meeting by virtual attendance or represented by proxy may adjourn the Annual Meeting to another date.

How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

When are stockholder proposals and director nominations due for next year's annual meeting?

To be considered for inclusion in next year's proxy materials, your proposal must be submitted in writing by December 21, 2022, to our Secretary at 620 8th Avenue, 45th Floor, New York, New York 10018, Attention: Secretary.

Pursuant to our amended and restated bylaws, if you wish to submit a proposal (including a director nomination) at the 2023 annual meeting that is not to be included in next year's proxy materials, you must do so not later than the close of business on March 4, 2023 nor earlier than the close of business on February 2, 2023. However, if the date of our 2023 annual meeting is not held between May 3, 2023 and July 2, 2023, to be timely, notice by the stockholder must be received (A) not earlier than the close of business on the 120th day prior to the 2023 annual meeting and (B) not later than the close of business on the later of the 90th day prior to the 2023 annual meeting or, if later than the 90th day prior to the 2023 annual meeting, the 10th day following the day on which public announcement of the date of the 2023 annual meeting is first made. You are also advised to review our amended and restated bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations.

Who is paying for this proxy solicitation?

We will pay for the cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Directors and employees will not be paid additional compensation for soliciting proxies. We may reimburse brokers, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

PROPOSAL 1

ELECTION OF DIRECTORS

Our board of directors currently consists of seven members and is divided into three classes. Each class consists, as nearly as possible, of one-third of the total number of directors, and each class has a three-year term. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election until the third annual meeting following the election.

Our directors are divided into the three classes as follows:

- Class III directors: Matthew Jacobson and Julie Richardson, whose terms will expire at the upcoming Annual Meeting;
- Class I directors: Olivier Pomel, Dev Ittycheria and Shardul Shah, whose terms will expire at the annual meeting of stockholders to be held in 2023; and
- Class II directors: Alexis Lê-Quôc and Michael Callahan, whose terms will expire at the annual meeting of stockholders to be held in 2024;

Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. Vacancies on the board of directors may be filled only by persons elected by a majority of the remaining directors. A director elected by the board of directors to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until the director's successor is duly elected and qualified. The division of our board of directors into three classes with staggered three-year terms may delay or prevent a change of our management or a change in control of Datadog.

Each of Mr. Jacobson and Ms. Richardson is currently a member of our board of directors, was previously elected by the stockholders and has been nominated for reelection to serve as a Class III director. In addition, Ms. Titi Cole has been nominated by our board of directors to serve as a Class III director after an extensive search conducted by a third-party search firm. Each of these nominees has agreed to stand for reelection at the Annual Meeting. Our management has no reason to believe that any nominee will be unable to serve. If elected at the Annual Meeting, each of these nominees would serve until the annual meeting of stockholders to be held in 2025 and until his successor has been duly elected, or if sooner, until the director's death, resignation or removal.

Directors are elected by a plurality of the votes of the holders of shares present by virtual attendance or represented by proxy and entitled to vote on the election of directors. Accordingly, the three nominees receiving the highest number of "**FOR**" votes will be elected. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the three nominees named above. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead be voted for the election of a substitute nominee proposed by us.

Our nominating and corporate governance committee seeks to assemble a board that, as a whole, possesses the appropriate balance of professional and industry knowledge, financial expertise, diversity and high-level management experience necessary to oversee and direct our business. To that end, the committee has identified and evaluated nominees in the broader context of the board's overall composition, with the goal of recruiting members who complement and strengthen the skills of other members and who also exhibit integrity, collegiality, sound business judgment and other qualities that the committee views as critical to effective functioning of the board. To provide a mix of experience and perspective on the board, the committee also takes into account geographic, gender, and ethnic diversity. The biographies below include information, as of the date of this proxy statement, regarding the specific and particular experience, qualifications, attributes or skills of each director or director nominee that led the committee to believe that that nominee should continue to serve on the board. However, each of the members of the committee may have a variety of reasons why a particular person would be an appropriate nominee for the board, and these views may differ from the views of other members.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH CLASS III DIRECTOR NOMINEE NAMED ABOVE.

INFORMATION REGARDING DIRECTOR NOMINEES AND CURRENT DIRECTORS

The following table sets forth, for the Class III nominees and our other directors who will continue in office after the Annual Meeting, their ages and position or office held with us as of the date of this proxy statement:

Name	Age	Principal Occupation/Position
Class III director nominees for election at the 2022 Annual Meeting of Stockholders		
Titi Cole	49	Director Nominee
Matthew Jacobson	38	Director
Julie Richardson	59	Director
Class I directors continuing in office until the 2023 Annual Meeting of Stockholders		
Olivier Pomel	45	Chief Executive Officer, Co-Founder and Director
Dev Ittycheria	55	Director
Shardul Shah	39	Director
Class II directors continuing in office until the 2024 Annual Meeting of Stockholders		
Alexis Lê-Quôc	47	President, Chief Technology Officer, Co-Founder and Director
Michael Callahan	52	Director

Candidates for director nominees are reviewed in the context of the current composition of the board of directors, the operating requirements of Datadog and the long-term interests of our stockholders. In conducting this assessment, the nominating and corporate governance committee typically considers diversity (including gender, racial and ethnic diversity), skills and such other factors as it deems appropriate, given the current needs of the board of directors and our business, to maintain a balance of knowledge, experience and capability. More specifically, the following table lists the self-identified diverse attributes of our directors as of the date of this proxy statement, which does not include information regarding Ms. Cole:

Board Diversity Matrix				
Total Number of Directors	7			
	Female	**Male**	**Non-Binary**	**Did not Disclose Gender**
Gender:				
Directors	1	6	-	-
Number of Directors who identify in Any of the Categories Below:				
Asian	-	2	-	-
White	1	3		
Two or More Races or Ethnicities		1	-	-

Set forth below is biographical information for the director nominees and each person whose term of office as a director will continue after the Annual Meeting. This includes information regarding each director's experience, qualifications, attributes or skills that led our board of directors to recommend them for board service.

Nominees for Election at the 2022 Annual Meeting of Stockholders

Titi Cole has served as the CEO of Legacy Franchises of Citigroup Inc. since February 2022 where she is responsible for overseeing Citi's consumer businesses in the markets the company is exiting. Since 2020 she has held senior leadership positions as Citi's Head of Global Operations and Fraud Prevention and the Chief Client Officer for Personal Banking and Wealth Management. From 2015 to 2020, Ms. Cole was the Head of Consumer and Small Business Banking Operations and Contact Centers at Wells Fargo after previously leading Shared Services for Consumer Credit Solutions, and also served as a member of Wells Fargo's Management Committee. She has also held leadership roles at Bank of America and BMO Harris Bank in Chicago. Ms. Cole received a B.A. in Economics from the University of Ibadan in Nigeria and a M.B.A. from Northwestern University's Kellogg School of Management. We believe that Ms. Cole is qualified to serve as a member of our board of directors because of her extensive experience with global institutions at scale.

Matthew Jacobson has served as a member of our board of directors since July 2019, and previously served as a board observer from December 2015 through July 2019. He is a General Partner and a Managing Director at ICONIQ Capital, an investment and venture capital firm, where he has worked since September 2013 and sits on the firm's investment and management committees. Mr. Jacobson has served on the board of directors of publicly held software companies including Sprinklr, Inc. since December 2014, Braze, Inc. since July 2017 and GitLab Inc. since August 2018. Mr. Jacobson also serves on the boards of a number of private technology companies, including Collibra NV, BambooHR LLC, Relativity ODA LLC, InVisionApp Inc. and Intercom Inc. Mr. Jacobson previously served on the board of directors of Twistlock Inc. from August 2018 to July 2019 and as a shareholder representative for Adyen NV from September 2015 to June 2018. Prior to ICONIQ Capital, Mr. Jacobson held operating roles at Groupon and investing roles at Battery Ventures and Technology Crossover Ventures. He began his career as an investment banker at Lehman Brothers. Mr. Jacobson received his B.S. in Economics with concentrations in Finance and Management from The Wharton School at the University of Pennsylvania. We believe that Mr. Jacobson is qualified to serve as a member of our board of directors because of his extensive experience in the venture capital and technology industries.

Julie G. Richardson has served as a member of our board of directors since May 2019. From November 2012 to October 2014, Ms. Richardson was a Senior Adviser to Providence Equity Partners LLC, a global asset management firm. From April 2003 to November 2012, Ms. Richardson was a Partner and Managing Director at Providence Equity, a private equity investment fund, and oversaw its New York office. Prior to Providence Equity, Ms. Richardson served as Global Head of JP Morgan's Telecom, Media and Technology Group, and was previously a Managing Director in Merrill Lynch & Co.'s investment banking group. Ms. Richardson has served on the board of directors of UBS Group AG, a publicly held financial services company, since May 2017, and Yext Inc., a technology and online brand management company, since May 2015. Ms. Richardson previously served on the boards of directors of Arconic, Inc. from 2016 to 2018, The Hartford Financial Group from 2014 to 2020 and VEREIT, Inc. from 2015 to 2020. Ms. Richardson holds a B.B.A from the University of Wisconsin-Madison. We believe that Ms. Richardson is qualified to serve as a member of our board of directors because of her investment management and financial services experience, and her extensive experience serving on public company boards.

Directors Continuing in Office Until the 2023 Annual Meeting of Stockholders

Olivier Pomel is one of the co-founders of our company and has served as our Chief Executive Officer and a member of our board of directors since June 2010. Prior to co-founding Datadog, Mr. Pomel was Vice President of Technology at Wireless Generation, Inc., a SaaS technology company, from 2002 until its acquisition by News Corp. in 2010. Previously, Mr. Pomel held engineering positions at a number of technology and software companies, including IBM Research. Mr. Pomel received his M.S. in Computer Science from Ecole Centrale Paris. We believe Mr. Pomel is qualified to serve as a member of our board of directors because of his experience building and leading our business and his insight into corporate matters as our Chief Executive Officer.

Dev Ittycheria has served as a member of our board of directors since February 2014. Mr. Ittycheria has served as President and Chief Executive Officer of MongoDB, Inc. and as a member of its board of directors since September 2014. In 2020, Mr. Ittycheria was elected to the board of directors of Altimeter Growth Corporation, a public special purpose investment vehicle formed to invest in a technology company. Prior to joining MongoDB, Mr. Ittycheria served as a Managing Director at OpenView Venture Partners, a venture capital firm, from October 2013 to September 2014. From February 2012 to June 2013, Mr. Ittycheria served as a Venture Partner at Greylock Partners, a venture capital firm. From April 2008 to February 2010, Mr. Ittycheria served as President-Enterprise Management at BMC Software, Inc., a computer software company, which he joined in connection with its acquisition of BladeLogic, Inc., a computer software company that Mr. Ittycheria co-founded and for which he served as Chief Executive Officer. Mr. Ittycheria previously served on the board of directors of athenahealth, Inc., a public cloud-based services company, from June 2010 to February 2019; Bazaarvoice, Inc., a public software company, from January 2010 to August 2014; and AppDynamics, Inc., a private software company, from March 2011 until its acquisition by Cisco Systems, Inc. in March 2017. Mr. Ittycheria received his B.S. in Electrical Engineering from Rutgers University. We believe that Mr. Ittycheria is qualified to serve as a member of our board of directors because of his experience in building and leading high-growth businesses and his service on the boards of multiple public companies.

Shardul Shah has served as a member of our board of directors since November 2012. He is a partner at Index Ventures, a venture capital firm, where he has worked since 2008. Mr. Shah's investment focus is primarily centered around cloud infrastructure, security and enterprise software. Mr. Shah currently serves on the board of directors of multiple private technology companies, including AttackIQ, Inc., Brightback Inc., Castle Intelligence, Inc., Expel Inc., Gatsby, Inc. and

Iterable, Inc. Mr. Shah was previously a director of Adallom Ltd. (acquired by Microsoft), FutureSimple Inc. (previously Base CRM) (acquired by Zendesk) and Lacoon Mobile Security (acquired by Check Point) and an investor in Duo Security (acquired by Cisco). Prior to Index Ventures, Mr. Shah was an associate at Summit Partners. Mr. Shah received his B.A. in Economics and Biology from the University of Chicago. We believe that Mr. Shah is qualified to serve as a member of our board of directors because of his experience in the venture capital industry and his knowledge of infrastructure, security and software.

Directors Continuing in Office Until the 2024 Annual Meeting of Stockholders

Alexis Lê-Quôc is one of the co-founders of our company and has served as our President, Chief Technology Officer and a member of our board of directors since June 2010. Prior to co-founding Datadog, Mr. Lê-Quôc worked at Wireless Generation from March 2004 to December 2010, where he most recently served as Director of Live Operations. Previously, Mr. Lê-Quôc held engineering positions at a number of technology and software companies, including IBM Research and France Télécom S.A. Mr. Lê-Quôc received his M.S. in Computer Science from CentraleSupélec. We believe Mr. Lê-Quôc is qualified to serve as a member of our board of directors because of his experience building and leading the development of our technology and his insight into our business as our Chief Technology Officer.

Michael Callahan has served as a member of our board of directors since June 2011. Mr. Callahan served as Chief Executive Officer of Awake Security, Inc., a private cyber security company that he co-founded, from August 2014 to July 2018. From September 2011 to August 2014, Mr. Callahan was an Entrepreneur in Residence at Greylock Partners. Earlier in his career, Mr. Callahan was Chief Technologist for Enterprise NAS at Hewlett Packard from April 2007 to October 2009; Chief Technology Officer and co-founder of PolyServe, a software company, from May 2000 to April 2007; and Director of Advanced Development at Ask Jeeves, a search engine, from January 1999 to May 2000. Mr. Callahan received his A.B. in Social Studies from Harvard University and was a Rhodes Scholar and Junior Research Fellow in mathematics at the University of Oxford. We believe that Mr. Callahan is qualified to serve as a member of our board of directors because of his extensive experience in the technology industry.

INFORMATION REGARDING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Independence of the Board of Directors

Our Class A common stock is listed on the Nasdaq Global Select Market (“Nasdaq”). Under the Nasdaq listing standards, a majority of the members of our board of directors must qualify as “independent,” as affirmatively determined by our board of directors. Our board of directors consults with our counsel to ensure that its determinations are consistent with relevant securities and other laws and regulations regarding the definition of “independent,” including those set forth in pertinent listing standards of Nasdaq, as in effect from time to time.

Consistent with these considerations, after review of all relevant identified transactions or relationships between each director, and any of his or her family members, and Datadog, our senior management and our independent auditors, our board of directors has affirmatively determined that the following five directors and one director nominee are independent within the meaning of the applicable Nasdaq listing standards: Mses. Cole and Richardson and Messrs. Callahan, Ittycheria, Jacobson and Shah. In making this determination, our board of directors found that none of these directors or nominees for director had a material or other disqualifying relationship with Datadog. Messrs. Pomel and Lê-Quôc are not independent due to their positions as executive officers of Datadog.

Accordingly, a majority of our directors are independent, as required under applicable Nasdaq rules. In making this determination, our board of directors considered the applicable Nasdaq rules and the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our board of directors deemed relevant in determining their independence, including their beneficial ownership of our capital stock.

Board Leadership Structure

Dev Ittycheria currently serves as lead independent director of our board of directors. The primary responsibilities of the lead independent director are to: work with the Chief Executive Officer to develop board meeting schedules and agendas; provide the Chief Executive Officer feedback on the quality, quantity and timeliness of the information provided to the board; develop the agenda for and moderate executive sessions of the independent members of the board; preside over board meetings when the chairperson is not present; act as principal liaison between the independent members of the board and the Chief Executive Officer; and convene meetings of the independent directors as appropriate. Accordingly, the lead independent director has substantial ability to shape the work of the board. We believe that having a lead independent director supports the board in its oversight of the business and affairs of Datadog. In addition, we believe that having a lead independent director creates an environment that is conducive to objective evaluation and oversight of management's performance, increasing management accountability and improving the ability of the board to monitor whether management's actions are in the best interests of Datadog and its stockholders. As a result, Datadog believes that having a lead independent director can enhance the effectiveness of the board as a whole.

Role of the Board in Risk Oversight

Our board of directors oversees an enterprise-wide approach to risk management, designed to support the achievement of organizational objectives, to improve long-term organizational performance, and to enhance stockholder value. A fundamental part of risk management is not only understanding the most significant risks a company faces and what steps management is taking to manage those risks but also understanding what level of risk is appropriate for a given company. The involvement of our full board of directors in reviewing our business is an integral aspect of its assessment of management's tolerance for risk and also its determination of what constitutes an appropriate level of risk.

While our full board of directors has overall responsibility for risk oversight, it has delegated oversight of certain risks to its committees. Our audit committee monitors our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. Furthermore, our audit committee oversees risks associated with cybersecurity, information security and data privacy, and regularly reviews with management our data security programs and assessment, management and mitigation of such risk. Further, our audit committee also monitors compliance with legal and regulatory requirements, in addition to oversight of the performance of our internal audit function. Our compensation committee monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking. Our nominating and corporate governance committee oversees our major corporate governance risks, including through monitoring the effectiveness of our Corporate Governance Guidelines.

In connection with its reviews of the operations of our business, our full board of directors addresses the primary risks associated with our business including, for example, strategic planning. Our board of directors appreciates the evolving nature of our business and industry and is actively involved with monitoring new threats and risks as they emerge.

At periodic meetings of our board of directors and its committees, management reports to and seeks guidance from our board and its committees with respect to the most significant risks that could affect our business, such as legal risks, information security and privacy risks, and financial, tax and audit-related risks. In addition, among other matters, management provides our audit committee periodic reports on our compliance programs and investment policy and practices.

Meetings of the Board of Directors

Our board of directors is responsible for the oversight of management and the strategy of our company and for establishing corporate policies. Our board of directors meets periodically during the year to review significant developments affecting us and to act on matters requiring the approval of our board of directors. Our board of directors met five times during our last fiscal year, of which each director attended 75% or more of the aggregate of the meetings of our board of directors and of the committees on which he or she served. We encourage our directors and nominees for director to attend our Annual Meeting. All of the directors attended our 2021 annual meeting of stockholders.

Information Regarding Committees of the Board of Directors

Our board of directors has established an audit committee, a compensation committee and a nominating and corporate governance committee. Our board of directors may establish other committees to facilitate the management of our business. Our board of directors has adopted a written charter for each of our committees, which are available to stockholders on our investor relations website at *investors.datadoghq.com*.

The following table provides membership and meeting information for fiscal 2021 for each of the committees of our board of directors:

Name	Audit	Compensation	Nominating and Corporate Governance
Olivier Pomel			
Alexis Lê-Quôc			
Michael Callahan	X	X *	
Matthew Jacobson	X		X *
Dev Ittycheria		X	X
Julie Richardson	X *	X	
Shardul Shah	X		X
Total Meetings in 2021	5	4	2

* Committee Chairperson

The board of directors has appointed Ms. Cole to the compensation committee and nominating and corporate governance committee subject to and effective upon her election to the board of directors.

Our board of directors has determined that each committee member and nominee meets the applicable Nasdaq rules and regulations regarding "independence" and each committee member and nominee is free of any relationship that would impair his or her individual exercise of independent judgment with regard to us.

Below is a description of each committee of our board of directors.

Audit Committee

The audit committee of our board of directors consists of Ms. Richardson and Messrs. Callahan, Jacobson and Shah. Ms. Richardson is the chair of the audit committee.

Our board of directors reviews the Nasdaq listing standards definition of independence for audit committee members on an annual basis and has determined that each member of the audit committee satisfies the independence requirements under Nasdaq listing standards and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Our board of directors has also determined that Ms. Richardson, the chair of the audit committee, is an "audit committee financial expert" within the meaning of SEC regulations. Each member of our audit committee can read and understand fundamental financial statements in accordance with applicable requirements. In arriving at these determinations, our board of directors has examined each audit committee member's scope of experience and the nature of their employment in the corporate finance sector.

The principal duties and responsibilities of our audit committee include, among other things:

- selecting a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
- helping to ensure the independence and performance of the independent registered public accounting firm;
- helping to maintain and foster an open avenue of communication between management and the independent registered public accounting firm;
- discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and the independent accountants, our interim and year-end operating results and significant issues regarding accounting principles and financial-statement presentation;
- reviewing and discussing with management and the independent registered public accounting firm any proposed earnings press releases and other financial information and guidance provided publicly or to ratings agencies;
- reviewing our policies on risk assessment and risk management;
- reviewing the audit plan of the company's internal audit function and conferring with management and the independent accountants concerning the scope, design and effectiveness of internal control over financial reporting and disclosure controls and procedures.

- reviewing related party transactions;
- obtaining and reviewing a report by the independent registered public accounting firm at least annually, that describes its internal quality-control procedures, any material issues with such procedures, and any steps taken to deal with such issues when required by applicable law;
- overseeing procedures for receiving, retaining and investigating complaints regarding accounting, internal accounting controls or auditing matters and confidential and anonymous submissions by employees concerning questionable accounting and auditing matters;
- reviewing results of management's efforts to monitor compliance with our policies and programs; and
- approving (or, as permitted, pre-approving) all audit and all permissible non-audit services to be performed by the independent registered public accounting firm.

Report of the Audit Committee of the Board of Directors

The audit committee has reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2021 with management. The audit committee has also reviewed and discussed with Deloitte & Touche LLP, Datadog's independent registered public accounting firm, the matters required to be discussed by Auditing Standard No. 1301, *Communications with Audit Committees,* as adopted by the Public Company Accounting Oversight Board ("PCAOB"). The audit committee has also received the written disclosures and the letter from Deloitte & Touche LLP required by applicable requirements of the PCAOB regarding the independent accountants' communications with the audit committee concerning independence, and has discussed with Deloitte & Touche LLP the accounting firm's independence. Based on the foregoing, the audit committee has recommended to the board of directors that the audited financial statements be included in Datadog's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 and filed with the SEC.

Members of the Audit Committee

Julie Richardson, Chairperson
Michael Callahan
Matthew Jacobson
Shardul Shah

The material in this report is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing of Datadog under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

Compensation Committee

The compensation committee of our board of directors consists of Messrs. Callahan and Ittycheria and Ms. Richardson. Mr. Callahan is the chair of the compensation committee. The board of directors has appointed Ms. Cole to the compensation committee subject to and effective upon her election to the board of directors.

Our board of directors reviews the Nasdaq listing standards definition of independence for compensation committee members on an annual basis and has determined that each member of and nominee to the compensation committee satisfies the independence requirements under Nasdaq listing standards and is a "non-employee director" as defined in Rule 16b-3 promulgated under the Exchange Act.

The compensation committee acts on behalf of our board of directors to review, oversee and approve (or make recommendations to our board of directors for approval of) our compensation strategy, policies, plans and programs, including:

- approving the retention of compensation consultants and outside service providers and advisors;
- reviewing and approving, or recommending that our board of directors approve, the compensation, individual and corporate performance goals and objectives and other terms of employment of our executive officers, including evaluating the performance of our chief executive officer and, with his assistance, that of our other executive officers;
- reviewing and recommending to our board of directors the compensation of our directors;

- administering any equity and non-equity incentive plans including pension, profit sharing, bonus, benefit and other similar plans;
- reviewing our practices and policies of employee compensation as they relate to risk management and risk-taking incentives;
- reviewing and evaluating succession plans for the executive officers;
- reviewing and approving, or recommending that our board of directors approve, incentive compensation and equity plans; and
- reviewing and establishing general policies relating to compensation and benefits of our employees and reviewing our overall compensation philosophy.

Compensation Committee Processes and Procedures

The compensation committee generally meets quarterly and with greater frequency if necessary. The compensation committee also acts periodically by unanimous written consent in lieu of a formal meeting. The agenda for each meeting is usually developed by the chairperson of the compensation committee, in consultation with management**.** The compensation committee meets regularly in executive session. However, from time to time, various members of management and other employees as well as outside advisors or consultants may be invited by the compensation committee to make presentations, to provide financial or other background information or advice or to otherwise participate in compensation committee meetings. Our Chief Executive Officer may not participate in, or be present during, any deliberations or determinations of the compensation committee regarding his compensation.

The charter of the compensation committee grants the compensation committee full access to all books, records, facilities and personnel of Datadog. In addition, under the charter, the compensation committee has the authority to obtain, at our expense, advice and assistance from compensation consultants and internal and external legal, accounting or other advisors and other external resources that the compensation committee considers necessary or appropriate in the performance of its duties. The compensation committee has direct responsibility for the oversight of the work of any consultants or advisers engaged for the purpose of advising the compensation committee. In particular, the compensation committee has the authority to retain compensation consultants to assist in its evaluation of executive and director compensation, including the authority to approve the consultant's reasonable fees and other retention terms.

Compensation Committee Interlocks and Insider Participation

No member of our compensation committee is currently one of our officers or employees. None of our executive officers currently serves, or has served during the last year, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of our board of directors or compensation committee.

Report of the Compensation Committee of the Board of Directors

The compensation committee has reviewed and discussed the section of this proxy statement titled "Compensation Discussion and Analysis" with management. Based on such review and discussion, the compensation committee has recommended to the board of directors that the section titled "Compensation Discussion and Analysis" be included in this proxy statement and incorporated into Datadog's annual report on Form 10-K for the fiscal year ended December 31, 2021.

Respectfully submitted by the members of the compensation committee of the board of directors:

Members of the Compensation Committee

Michael Callahan, Chairperson
Dev Ittycheria
Julie Richardson

The material in this report is not "soliciting material," is furnished to, but not deemed "filed" with, the SEC and is not deemed to be incorporated by reference in any filing of Datadog under the Securities Act or the Exchange Act, other than Datadog's Annual Report on Form 10-K, where it shall be deemed to be "furnished," whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

Nominating and Corporate Governance Committee

The nominating and corporate governance committee of our board of directors consists of Messrs. Jacobson, Ittycheria and Shah. Mr. Jacobson is the chair of the nominating and corporate governance committee. The board of directors has appointed Ms. Cole to the nominating and corporate governance committee subject to and effective upon her election to the board of directors.

Our board of directors reviews the Nasdaq listing standards definition of independence on an annual basis and has determined that each member of and nominee to the nominating and corporate governance committee satisfies the independence requirements under Nasdaq listing standards.

The principal duties and responsibilities of our nominating and corporate governance committee include, among other things:

- identifying, evaluating, and selecting, or recommending that our board of directors approve, nominees for election to our board of directors and its committees;
- approving the retention of director search firms;
- evaluating the performance of our board of directors, committees of the board and of individual directors;
- considering and making recommendations to our board of directors regarding the composition of our board of directors and its committees;
- evaluating the adequacy of our corporate governance practices, reporting, information dissemination and continuing education; and
- periodically reviewing our ESG policies, programs and public disclosure, and considering current and emerging ESG trends.

The nominating and corporate governance committee believes that candidates for director should have certain minimum qualifications, including the ability to read and understand basic financial statements and having the highest personal integrity and ethics. The nominating and corporate governance committee also intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to our affairs, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of our stockholders. These qualifications may be modified from time to time. Candidates for director nominees are reviewed in the context of the current composition of the board of directors, the operating requirements of Datadog and the long-term interests of our stockholders. In conducting this assessment, the nominating and corporate governance committee typically considers diversity (including gender, racial and ethnic diversity), skills and such other factors as it deems appropriate, given the current needs of the board of directors and our business, to maintain a balance of knowledge, experience and capability.

In the case of incumbent directors whose terms of office are set to expire, the nominating and corporate governance committee reviews these directors' overall service to Datadog during their terms, including the number of meetings attended, level of participation, quality of performance and any other relationships and transactions that might impair the directors' independence. To identify new director candidates, the nominating and corporate governance committee may engage, if it deems appropriate, a professional search firm. For example, in 2021 the nominating and corporate governance committee engaged a nationally recognized director search firm to conduct a search for potential director candidates. In the case of new director candidates, our nominating and corporate governance committee also evaluates whether the nominee is independent for Nasdaq purposes, based upon applicable Nasdaq listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary. Our nominating and corporate governance committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of our board of directors. Our nominating and corporate governance committee meets to discuss and consider the candidates' qualifications and then selects a nominee for recommendation to our board of directors.

Our nominating and corporate governance committee will consider stockholder recommendations of director candidates, so long as they comply with applicable law and our amended and restated bylaws, which procedures are summarized below, and will review the qualifications of any such candidate in accordance with the criteria described in the two preceding paragraphs. Stockholders who wish to recommend individuals for consideration by our nominating and corporate governance committee to become nominees for election to our board of directors should do so by delivering a written recommendation to our nominating and corporate governance committee at 620 8th Avenue, 45th Floor, New York, New

York 10018, Attention: Secretary, at least 120 days prior to the anniversary date of the mailing of our proxy statement for the last annual meeting of stockholders.

Each submission must include, among other things, the name, age, business address and residence address of the proposed candidate, the principal occupation or employment of the proposed candidate, details of the proposed candidate's ownership of our capital stock, a description of the proposed candidate's business experience for at least the last five years, and a description of the proposed candidate's qualifications as a director. Any such submission must be accompanied by the written consent of the proposed candidate to be named as a nominee and to serve as a director if elected.

If, rather than submitting a candidate to the nominating and corporate governance committee for consideration, you wish to formally nominate a director pursuant to proxy materials that you will prepare and file with the SEC, please see the deadline described in "When are stockholder proposals and director nominations due for next year's annual meeting?" above and refer to our amended and restated bylaws for a complete description of the required procedures for nominating a candidate to our board of directors.

Stockholder Communications with the Board of Directors

Our board of directors has adopted a formal process by which stockholders may communicate with the board or any of its directors. Stockholders and other interested parties wishing to communicate with the board or an individual director may send a written communication c/o Datadog, Inc., 620 8th Avenue, 45th Floor, New York, New York, 10018, Attn: Secretary. Written communications may be submitted anonymously or confidentially and may, at the discretion of the person submitting the communication, indicate whether the person is a stockholder or other interested party. Each communication will be reviewed by the Secretary to determine whether it is appropriate for presentation to the board or such director. Examples of inappropriate communications include product complaints, product inquiries, new product suggestions, resumes or job inquiries, surveys, solicitations or advertisements, or hostile communications.

Communications determined by the Secretary to be appropriate for presentation to the board or such director will be submitted to the board or such director on a periodic basis. Communications determined by the Secretary to be inappropriate for presentation will still be made available to any non-management director upon such director's request.

Code of Business Conduct and Ethics

Our board of directors has adopted the Datadog, Inc. Code of Business Conduct and Ethics that applies to all officers, directors and employees. The Code of Business Conduct and Ethics is available on our website at *investors.datadoghq.com*. If we make any substantive amendments to the Code of Business Conduct and Ethics or grant any waiver from a provision of the Code of Business Conduct and Ethics to any executive officer or director, we will promptly disclose the nature of the amendment or waiver on our website.

Corporate Governance Guidelines

Our board of directors has adopted the Datadog, Inc. Corporate Governance Guidelines for the conduct and operation of the board in order to give directors a flexible framework for effectively pursuing our objectives for the benefit of our stockholders. The Corporate Governance Guidelines set forth the practices the board of directors intends to follow with respect to board composition and selection, board meetings and involvement of senior management, Chief Executive Officer performance evaluation and management succession planning and board committees and compensation. The Corporate Governance Guidelines may be viewed on our website at *investors.datadoghq.com*.

Prohibition on Hedging, Short Sales and Pledging

Our board of directors has adopted an insider trading policy, which prohibits hedging or monetization transactions with respect to our Class A common stock, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars, and exchange funds. In addition, our insider trading policy prohibits trading in derivative securities related to our Class A common stock, which include publicly traded call and put options, engaging in short selling of our Class A common stock, purchasing our Class A common stock on margin or holding it in a margin account and pledging our shares as collateral for a loan.

PROPOSAL 2

APPROVAL, ON A NON-BINDING, ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

In accordance with the requirements of Section 14A of the Exchange Act, we are providing our stockholders the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our named executive officers (as disclosed under “Executive Compensation—Compensation Discussion and Analysis,” the tables included under the heading “Executive Compensation” and the accompanying narrative).

You are encouraged to review the section titled “Executive Compensation” and, in particular, the section titled “Executive Compensation—Compensation Discussion and Analysis” in this proxy statement, which provide a comprehensive review of our executive compensation program and its elements, objectives and rationale.

The vote on this resolution is not intended to address any specific element of compensation, rather the vote relates to the compensation of our named executive officers in its totality, as described in this proxy statement in accordance with the compensation disclosure rules of the SEC.

In accordance with Section 14A of the Exchange Act rules, stockholders are asked to approve the following non-binding resolution:

> “RESOLVED, that the Company’s stockholders hereby approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Company’s proxy statement for the 2022 Annual Meeting of Stockholders, pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and the accompanying narrative.”

The approval of this non-binding proposal requires the affirmative vote of a majority of the voting power of the shares of our common stock present at the meeting (by virtual attendance) or by proxy and entitled to vote thereon.

Since this proposal is an advisory vote, the result will not be binding on our board of directors or our compensation committee. However, our board of directors values our stockholders’ opinions, and our board of directors and the compensation committee will take into account the outcome of the advisory vote when considering future executive compensation decisions.

Our Board Of Directors Recommends A Vote FOR The Approval of the Non-binding Resolution on Named Executive Officer Compensation.

EXECUTIVE OFFICERS

The following table sets forth, for our executive officers, their ages and position held with us as of the date of this proxy statement:

Name	Age	Principal Position
Olivier Pomel	45	Chief Executive Officer, Co-Founder and Director
Alexis Lê-Quôc	47	President, Chief Technology Officer, Co-Founder and Director
Amit Agarwal	48	Chief Product Officer
David Obstler	62	Chief Financial Officer
Kerry Acocella	41	General Counsel and Secretary
Adam Blitzer	41	Chief Operating Officer
Armelle de Madre	50	Chief People Officer
Sean Walters	50	Chief Revenue Officer

Biographical information for Olivier Pomel and Alexis Lê-Quôc is included above with the director biographies under the caption "Information Regarding Director Nominees and Current Directors."

Amit Agarwal has served as our Chief Product Officer since April 2012. Prior to Datadog, Mr. Agarwal held senior product management and engineering positions at a number of software companies, including Quest Software and IBM. Mr. Agarwal received his M.B.A. in General Management from York University and his M.S. in Computer Science from Dalhousie University.

David Obstler has served as our Chief Financial Officer since November 2018. Prior to joining us, Mr. Obstler held Chief Financial Officer positions at a number of other companies including TravelClick, Inc., a hospitality technology company, where he served from September 2014 to October 2018, OpenLink Financial LLC, a financial services software provider, where he served from November 2012 to July 2014, MSCI Inc., a financial index and investment management software company, where he served from June 2010 to September 2012, and Risk Metrics Group, Inc., a risk management and corporate governance service provider, where he served from January 2005 to June 2010. Mr. Obstler has served on the board of directors of Braze, Inc., a publicly held software company, since May 2021. Earlier in his career, Mr. Obstler held various investment banking positions at J.P. Morgan, Lehman Brothers and Goldman Sachs. Mr. Obstler received his M.B.A. from Harvard Business School and his B.A. from Yale University.

Kerry Acocella has served as our General Counsel since January 2022 after serving as Chief Corporate Counsel since January 2019. Prior to joining us, Ms. Acocella served as Corporate Counsel at Lindblad Expeditions, a Nasdaq-listed expedition travel company from October 2017 to December 2018. From February 2013 to October 2017, she served as Executive Director, Legal & Chief Compliance Officer of Fifth Street Asset Management, a Nasdaq-listed asset manager. Earlier in her career, Ms. Acocella held legal positions at WW International, Inc., formerly Weight Watchers International, Inc. and Morrison & Foerster LLP. Ms. Acocella received her J.D. from Benjamin N. Cardozo School of Law and her B.S. in Psychology from The University of Georgia.

Adam Blitzer has served as our Chief Operating Officer since May 2021. Prior to joining us, Mr. Blitzer held senior management positions at Salesforce, a customer relationship management service platform, from December 2016 to May 2021 most recently as Executive Vice President and General Manager of Digital. From February 2007 to October 2012, Mr. Blitzer founded Pardot, a B2B marketing automation platform, which was acquired by ExactTarget in 2012 and ultimately Salesforce in 2013. Mr. Blitzer holds a B.A. in Public Policy Studies from Duke University.

Armelle de Madre has served as our Chief People Officer since September 2019. Prior to joining us, Ms. de Madre held various roles at Arkadin Cloud Communications, a provider of cloud communication services, including Chief People Officer from April 2017 to August 2019, Vice President of Human Resources for Europe, the Middle East and Africa from January 2011 to November 2015 and Vice President of Marketing for Europe, the Middle East and Africa from December 2015 to March 2017. Prior to Arkadin, Ms. de Madre was a Strategy and Social Innovation Director at Schneider Electric France SAS, an electrical equipment company, from June 2010 to January 2011. Ms. de Madre began her career at Renault-Nissan Alliance, where she held multiple positions from 1993 through 2009. Ms. de Madre received her B.A. in Economics from the Columbia University and her Master's from HEC Paris.

Sean Walters has served as our Chief Revenue Officer since January 2022 after serving as Senior Vice President of Worldwide Sales since 2018. Prior to joining us, Mr. Walters held various roles at Medallia, Inc., a SaaS-based customer feedback company, from April 2013 to February 2018 including as Area Vice President and General Manager from February 2017 to February 2018 and Regional Vice President from August 2015 to February 2017. From June 2011 to April 2013, Mr. Walters held various sales positions at BMC Software, Inc., an information technology and services company. Earlier in his career, Mr. Walters held various sales positions at IBM, BEA Systems and ADP. Mr. Walters received his B.S. in Marketing from Rowan University.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview

This Compensation Discussion and Analysis section discusses our executive compensation policies and how and why our compensation committee arrived at specific compensation decisions for the year ended December 31, 2021 for the individuals who served as our principal executive officer and principal financial officer and our three other most highly-compensated executive officers as of December 31, 2021, collectively referred to as our “named executive officers”:

Name	Position(s)
Olivier Pomel	*Chief Executive Officer and Co-Founder*
David Obstler	*Chief Financial Officer*
Alexis Lê-Quôc	*President, Chief Technology Officer and Co-Founder*
Amit Agarwal	*Chief Product Officer*
Adam Blitzer	*Chief Operating Officer*

Business Highlights

Our Business

Datadog is the monitoring and security platform for cloud applications.

Our SaaS platform integrates and automates infrastructure monitoring, application performance monitoring and log management to provide unified, real-time observability of our customers’ entire technology stack. Datadog is used by organizations of all sizes and across a wide range of industries to enable digital transformation and cloud migration, drive collaboration among development, operations and business teams, accelerate time to market for applications, reduce time to problem resolution, understand user behavior and track key business metrics.

Each of our products is fully capable stand-alone so clients can choose to use different capabilities incrementally or deploy many at once. When deployed together, our products automatically enable cross-correlation, which in turn allows customers to gain greater levels of visibility across their infrastructure and applications to more rapidly troubleshoot problems.

Our platform is supported by hundreds of integrations to seamlessly aggregate metrics and events across all of the systems and services that power digital businesses. Our easy-to-use platform is deployed through a self-service installation process. Users can derive value from our platform within minutes without any specialized training or heavy implementation or customization. Customers can easily expand their usage of our platform on a self-serve basis, adding hosts or volumes of data monitored. Our platform is massively scalable currently monitoring more than tens of trillion events a day and millions of servers and containers.

Fiscal Year 2021 Financial Highlights

- Revenue was $1.03 billion, an increase of 70% year-over-year.
- GAAP operating loss was $19.2 million; GAAP operating margin was (2)%.
- Non-GAAP operating income was $165.1 million; non-GAAP operating margin was 16%.
- GAAP net loss per diluted share was $(0.07); non-GAAP net income per diluted share was $0.48.
- As of December 31, 2021, we had 216 customers with annual recurring revenue (“ARR”) of $1 million or more, an increase of 114% year-over-year, and about 2,010 customers with ARR of $100,000 or more, an increase of 63% year-over-year.
- We expanded the functionality of our platform with the launch of Cloud Security Posture Management, Cloud Workload Security and Database Monitoring.

To supplement our consolidated financial statements, which are prepared in accordance with GAAP, we provide investors with certain non-GAAP financial measures, including non-GAAP operating income, non-GAAP operating margin, and non-GAAP net income per diluted share. For a full reconciliation of each non-GAAP financial measure to the most directly comparable financial measure stated in accordance with GAAP, and for information on how we calculate ARR, please see Exhibit 99.1 to our Current Report on Form 8-K filed on February 10, 2022.

2021 Advisory Vote on Executive Compensation

At last year's annual meeting of stockholders, approximately 99% of votes cast approved the "say-on-pay" proposal regarding the compensation awarded to our named executive officers. We take the views of our stockholders seriously and view this result as an indication that the principles of our executive compensation program are supported by our stockholders. At last year's annual meeting, our stockholders also indicated their approval of the recommendation that we solicit a say-on-pay vote on an annual basis. We have adopted a policy that is consistent with that preference and, accordingly, we are holding a say-on-pay vote at the upcoming Annual Meeting. A "say-on-frequency" vote is required every six years, and as such, our next say-on-frequency vote will be in 2027.

Executive Summary

The important features of our executive compensation program include the following:

What we do	What we don't do
• Our compensation committee consists solely of independent members of our board of directors. • Our compensation committee has retained an independent third-party compensation consultant for guidance in making compensation decisions. • A significant portion of our named executive officers' compensation is variable, at-risk and tied directly to our measurable performance. • Our annual performance-based bonus opportunities for all of our named executive officers are dependent upon our achievement of annual corporate objectives established each year. • Equity awards with multi-year vesting periods are an integral part of our executive compensation program, and comprise the primary at-risk portion of our named executive officer compensation package.	• We prohibit hedging and pledging of Datadog stock. • We do not provide single-trigger vesting acceleration upon a change in control. • We do not provide our executive officers with any excise tax gross-ups or other material perquisites.

Objectives, Philosophy and Elements of Executive Compensation

Our compensation program aims to achieve the following main objectives:

- attract, retain and reward highly-qualified executives who have the skills and leadership necessary to grow our business;
- provide incentives that motivate and reward for achievement of our key performance goals; and
- align our executives' interests with those of our stockholders by linking their long-term incentive compensation opportunities to stockholder value creation and their cash incentives to our annual performance.

Our executive compensation program generally consists of the following three principal components: base salary, performance-based cash bonus and long-term equity incentive compensation. We also provide our executive officers with benefits available to all our employees, including retirement benefits under Datadog's 401(k) plan and participation in employee benefit plans. The below chart summarizes the three main elements of our executive compensation, their objectives and key features.

Element	Objectives	Key Features
Base Salary (fixed cash)	• Provides stable income for performing job responsibilities. • Attracts highly-qualified executives.	• Generally reviewed annually and determined by the compensation committee based on a number of factors (including company and individual performance) and by reference, in part, to market data obtained from our independent compensation consultant.
Performance-Based Cash Bonus (at-risk cash)	• Motivates and rewards for contributing to our key business objectives. • Aligns management and stockholder interests by linking pay to performance.	• Target amounts generally reviewed annually and determined by the compensation committee based upon positions that have similar impact on the organization and competitive bonus opportunities in our market. • Bonus opportunities are dependent upon achievement of specific corporate performance objectives consistent with our long-term strategic plan, generally determined by the compensation committee and communicated at the beginning of the year. • In 2022, we introduced a cap on bonus payouts at 200% of the 2022 annual target bonus opportunities. We believe the cap manages potential incentive compensation costs and avoids incentivizing undue risk in our executive compensation program, while still maintaining appropriate incentives for our named executive officers.
Long-Term Equity Incentive (at-risk equity)	• Motivates and rewards for long-term company performance. • Aligns management and stockholder interests by linking pay to performance. • Attracts highly-qualified executives and encourages their continued employment over the long-term.	• Equity opportunities are generally reviewed annually and granted during the first half of the year. • Individual awards are determined based on a number of factors, including current corporate and individual performance and market data obtained from our independent compensation consultant. • In 2022, we introduced performance-based restricted stock units (“PSU”) as a portion of long-term equity incentive compensation for our named executive officers to further align interests with our stockholders in driving long-term company performance and growth in value. These awards will be earned contingent upon our achievement of specified performance goals.

We focus on providing a competitive compensation package to our executive officers that provides significant short and long-term incentives for the achievement of measurable corporate objectives. We believe that this approach provides an appropriate blend of short-term and long-term incentives to maximize stockholder value.

We do not have any formal policies for allocating compensation among salary, performance bonus awards and equity grants, short-term and long-term compensation or among cash and non-cash compensation. Instead, the compensation committee uses its judgment to establish a total compensation program for each named executive officer that is a mix of current, short-term and long-term incentive compensation, and cash and non-cash compensation, that it believes appropriate to achieve the goals of our executive compensation program and our corporate objectives. However, historically we have structured a significant portion of the named executive officers’ total target compensation so that it is comprised of performance-based bonus opportunities and long-term equity awards in order to align the executive officers' incentives with the interests of our stockholders and our corporate goals.

How We Determine Executive Compensation

Role of our Compensation Committee, Management and the Board

The compensation committee is appointed by our board of directors and helps our board of directors oversee our compensation policies, plans and programs with the goal of attracting, incentivizing, retaining and rewarding top-quality executive management and employees. The compensation committee is responsible for reviewing and determining all compensation paid to our executive officers, including our named executive officers, and also reviews our compensation practices and policies as they relate to risk management and risk-taking incentives. Our compensation committee consists solely of independent members of the board.

The compensation committee meets periodically throughout the year to manage and evaluate our executive compensation program, and generally determines the principal components of compensation (base salary, performance bonus and equity awards) for our executive officers on an annual basis; however, decisions may occur at other times for new hires, promotions or other special circumstances as our compensation committee determines appropriate. The compensation committee does not delegate authority to approve executive officer compensation. The compensation committee does not maintain a formal policy regarding the timing of equity awards to our executive officers.

In fulfilling its responsibilities, the compensation committee considers input from an independent compensation consultant and, as appropriate, management. The Chief Executive Officer evaluates and provides to the compensation committee performance assessments and compensation recommendations. While the Chief Executive Officer discusses his recommendations with the compensation committee, he does not participate in the deliberations concerning, or the determination of, his own performance and compensation. The compensation committee discusses and makes final determinations with respect to executive compensation matters without the Chief Executive Officer present during discussions of the Chief Executive Officer's compensation. From time to time, various other members of management and other employees as well as outside advisors or consultants may be invited by the Compensation Committee to make presentations, provide financial or other background information or advice or otherwise participate in the compensation committee meetings.

Role of Compensation Consultant

The compensation committee has the sole authority to retain compensation consultants to assist in its evaluation of executive compensation, including the authority to approve the consultant's reasonable fees and other retention terms. The compensation committee retained Compensia as its independent compensation consultant for 2021. Compensia's engagement included:

- compiling a group of peer companies to use as a reference in making executive compensation decisions, evaluating current executive pay practices and considering different compensation programs to aid making executive pay decisions for 2021;
- conducting market research and analysis to assist the Compensation Committee in developing executive compensation levels, including appropriate salaries and the size and structures of target bonus amounts and equity awards for our executives, including the named executive officers;
- periodically reviewing and advising on compensation trends and regulatory developments;
- reviewing market and peer group equity usage metrics to assist with understanding of Datadog's equity budget relative to market; and
- periodically conducting a review of our director compensation policies and practices.

The compensation committee has analyzed whether the work of Compensia as compensation consultant raises any conflict of interest, taking into account relevant factors in accordance with SEC guidelines. Based on its analysis, the compensation committee determined that the work of Compensia and the individual compensation advisors employed by Compensia does not create any conflict of interest pursuant to the SEC rules and stock exchange listing standards.

Use of Competitive Market Compensation Data

The compensation committee believes that it is important when making its compensation decisions to be informed as to the current practices of comparable public companies with which we compete for top talent. To this end, the compensation committee directed its independent compensation consultant to develop a proposed peer group list of the publicly-traded companies to be used in connection with assessing our compensation practices.

The independent compensation consultant proposed, and the compensation committee approved, a group of public companies that are reasonably comparable to Datadog in terms of industry and financial characteristics to provide management and the compensation committee with relevant compensation information to support compensation decision-making. The executive compensation peer group was intended to reflect companies with executive positions of similar scope and complexity to Datadog. In determining the peer group, the independent compensation consultant considered whether a company was (i) U.S.-headquartered; (ii) a software / services company focused on SaaS and enterprise; (iii) within a range of 0.5x to 2.5x Datadog's revenue; and (iv) within a range of 0.3x to 3.0x Datadog's market capitalization.

The independent compensation consultant also considered several secondary factors, including whether a potential peer company had strong revenue growth, recently completed an initial public offering, and had a comparable headcount. The peer group with respect to 2021 is as follows:

Alteryx	Elastic	Slack Technologies
Avalara	HubSpot	The Trade Desk
Cloudflare	MongoDB	Twilio
Coupa Software	Okta	Veeva Systems
CrowdStrike Holdings	Paycom Software	Zendesk
DocuSign	RingCentral	Zscaler

The compensation committee reviews our peer group at least annually and makes adjustments to its composition, if warranted, taking into account changes in both our business and the businesses of the companies in the peer group. Anaplan, New Relic, Smartsheet, Zoom Video Communications and Zuora were removed for no longer meeting the targeted selection criteria for market capitalization. Cloudflare, Paycom Software, Twilio and Veeva Systems were added for meeting the target selection criteria such as market capitalization and revenue.

Using data compiled from the peer companies, the independent compensation consultant completed an assessment of our executive compensation to inform the compensation committee's determinations regarding executive compensation for 2021. The independent compensation consultant prepared, and the compensation committee reviewed, a range of market data reference points (generally at the 25^{th}, 50^{th}, and 75^{th} percentiles of the market data) with respect to base salary, performance bonuses, equity compensation (valued based both on an approximation of grant date fair value and as well as ownership percentage), total target cash compensation (base salary and the annual target performance bonus) and total direct compensation (total target cash compensation and equity compensation) with respect to each of the named executive officers. The compensation committee did not target pay to fall at any particular percentile of the market data, but rather reviewed these market data reference points as a helpful reference point in making 2021 compensation decisions. Market data is only one of the factors that the compensation committee considers in making compensation decisions. The compensation committee considers other factors as described below under "Factors Used in Determining Executive Compensation."

Factors Used in Determining Executive Compensation

The compensation committee sets the compensation of our named executive officers at levels determined to be competitive and appropriate for each named executive officer, using their professional experience and judgment. Pay decisions are not made by use of a formulaic approach or benchmark; the compensation committee believes that executive pay decisions require consideration of a multitude of relevant factors which may vary from year to year. In making executive compensation decisions, the compensation committee generally takes into consideration the factors listed below.

- Company and individual performance
- Existing business needs and criticality for future business needs and performance
- Scope of job function and skill set

- Relative pay among our executive officers
- Need to attract new talent and retain existing talent in a highly-competitive industry
- Value of existing equity holdings, including the potential value of unvested equity awards
- Range of market data reference points, as described above under “Use of Competitive Market Compensation Data”
- Recommendations from the independent compensation consultant

2021 Executive Compensation Program

Base Salary

Base salary represents the fixed portion of the compensation of our executive officers, and is an important element of compensation intended to attract and retain highly-talented individuals. In February 2021, the compensation committee reviewed the base salaries of our executive officers, taking into consideration the competitive market analysis prepared by its compensation consultant and the recommendations of our Chief Executive Officer, as well as the other factors described in the section above. Following this review, the compensation committee determined the base salaries of our named executive officers were appropriate and would remain at their fiscal 2020 levels. The base salaries approved for our executive officers were as follows:

med Executive Officer	Base Salary
ivier Pomel	$375,000
vid Obstler	$375,000
exis Lê-Quôc	$375,000
nit Agarwal	$375,000
lam Blitzer(1)	$375,000

(1) Mr. Blitzer was appointed as our Chief Operating Officer effective May 10, 2021 and his base salary was determined pursuant to arm’s-length negotiations in connection with his initial employment agreement.

Annual Performance-Based Cash Bonus

Our annual performance-based cash bonus awards provide incentive compensation that is specifically designed to motivate our executive officers to achieve pre-established, company-wide priorities set by the compensation committee and to reward them for results and achievements in a given year. The annual target bonus opportunities for our named executive officers are generally determined by the compensation committee in the first quarter of each year and expressed as a percentage of each individual’s annual base salary, with a potential cash bonus opportunity. The compensation committee established the size of the named executive officers’ target bonus opportunities following a review of the factors described in the section above. The target bonus opportunities approved for and amounts earned by our executive officers for 2021 were as follows:

Named Executive Officer	Target Bonus Opportunity (% of Base Salary)	Target Bonus Opportunity	Actual Bonus Earned
Olivier Pomel	93%, increased from 70%	$ 350,000	$ 851,527
David Obstler	93%, increased from 70%	$ 350,000	$ 851,527
Alexis Lê-Quôc	93%, increased from 70%	$ 350,000	$ 851,527
Amit Agarwal	93%, increased from 70%	$ 350,000	$ 851,527
Adam Blitzer(1)	93%	$ 226,389	$ 550,789

(1) Mr. Blitzer was appointed as our Chief Operating Officer effective May 10, 2021 and his target bonus opportunity and actual bonus earned are pro rated based on the number of days he was employed in 2021.

Executive Bonus Goal Setting. The compensation committee approved the performance metrics for 2021 performance-based cash bonus awards in April 2021. The targets against which performance is measured are generated through our annual budget and strategic planning process, which was reviewed with our board of directors and finalized in the first quarter of fiscal year 2021. For 2021, the compensation committee determined that the performance goals for our named executive officers would be based on the attainment of new ARR, with certain decelerators applied for all named executive officers if non-GAAP operating income fell below a target amount. The performance target for new ARR was 100% of our fiscal year 2021 operating plan. The compensation committee intended this goal to be challenging to attain based on analysis of external market factors and internal forecasts. Our named executive officers will only earn a bonus if our new ARR attainment is at least 80% of the performance target. For purposes of calculating the bonus payout amount, when the new ARR attainment exceeds the performance target (which would, in the compensation committee's view, require extraordinary efforts), accelerators are triggered in order to reward the higher than expected performance. Actual bonuses earned for fiscal year 2021 are included in the "Non-Equity Incentive Plan Compensation" column of the "Summary Compensation Table" and are further discussed below.

Fiscal 2021 Bonus Payouts

Beginning in 2021, the compensation committee determined to no longer make mid-year performance-based cash payments. In February 2022, achievement of the corporate performance goals for fiscal 2021 was determined to be 163% of target, resulting in a bonus payout equal to approximately 243% of the named executive officers' annual target bonus opportunities. The amount of the bonus earned with respect to fiscal year 2021 was determined in strict accordance with the terms of the annual bonus program based on performance, with no discretionary supplemental bonus paid to any named executive officer.

In 2022, we introduced a cap on bonus payouts at 200% of the 2022 annual target bonus opportunities. We believe the cap manages potential incentive compensation costs and avoids incentivizing undue risk in our executive compensation program, while still maintaining appropriate incentives for our named executive officers.

Equity Awards

We view long-term incentive compensation in the form of equity awards as a critical element of our executive compensation program. The realized value of these equity awards bears a direct relationship to our stock price, and, therefore, these awards are an incentive for our executive officers to create value for our stockholders. Equity awards also help us retain qualified executive officers in an increasingly competitive market.

Long-term incentive compensation opportunities in the form of equity awards are granted to our Chief Executive Officer and our other executive officers by the compensation committee. As with other elements of compensation, the compensation committee determines the amount of long-term incentive compensation for our executive officers as part of its annual compensation review and after taking into consideration the individual officer's responsibilities and performance and existing equity retention profiles, our total annual projected equity budget and the other factors described in "Factors Used in Determining Executive Compensation" above. For awards to executive officers other than the Chief Executive Officer, the compensation committee also takes into account the recommendations of the Chief Executive Officer with respect to appropriate grants and any particular individual circumstances. The amounts of the equity awards are intended to provide competitively-sized awards and resulting target total direct compensation opportunities that the compensation committee believes are reasonable and appropriate taking into consideration the factors described herein.

In 2021, the compensation committee determined to grant our executive officers long-term incentive compensation opportunities in the form of restricted stock unit ("RSU") awards which may vest and be settled for shares of our Class A common stock. Since the value of RSU awards increases with any increase in the value of the underlying shares, they serve as an incentive that aligns the interests of our executive officers with the long-term interests of our stockholders. In addition, because they are subject to a multi-year vesting requirement, RSU awards serve our retention objectives since our executive officers generally must remain continuously employed by us through the applicable vesting dates to fully earn these awards. Unlike stock options, RSUs have real economic value when they vest even if the market price of our Class A common stock declines or stays flat, thus delivering more predictable and durable value to our executive officers. Additionally, because of their "full value" nature, RSU awards deliver the desired grant date fair value using a lesser number of shares than an equivalent stock option, thereby enabling us to reduce the dilutive impact of our long-term incentive award mix and to use our equity compensation resources more efficiently.

In 2022, we introduced PSUs as a portion of long-term equity incentive compensation for our named executive officers. The target value of long-term equity incentive compensation will be weighted 50% in the form of PSUs and 50% in the form of RSUs. We believe this further aligns interests with our stockholders in driving long-term company performance and growth in value. These awards will be earned contingent upon our achievement of a revenue performance target with certain decelerators applied for all named executive officers if non-GAAP operating income falls below a target amount.

2021 Equity Awards

In April 2021, the compensation committee determined that the equity awards to be granted to named executive officers should be in the form of time-based RSU awards that may be settled for shares of our Class A common stock. Our named executive officers received RSU allocations based on the compensation committee's review of the competitive market data for their respective positions, the size and vesting schedule of the equity awards previously granted to them, each executive's overall responsibility for our performance and success as well as he factors described in "Factors Used in Determining Executive Compensation" above.

The following table sets forth the RSU awards granted to our named executive officers on April 8, 2021:

Named Executive Officer	Time-Based RSUs (#)[(a)]	Fair Value at Grant Date[(b)]
Olivier Pomel	83,852	$ 7,405,809
David Obstler	59,895	$ 5,289,926
Alexis Lê-Quôc	59,895	$ 5,289,926
Amit Agarwal	59,895	$ 5,289,926

(a) The shares underlying the RSUs vest in 12 quarterly installments beginning on June 1, 2022, so long as the recipient remains in the continuous service of Datadog through each applicable vesting date.

(b) Amounts reported represent the aggregate grant date fair value of RSUs granted to our executive officers under our 2019 Equity Incentive Plan (the "2019 Plan"), computed in accordance with Financial Accounting Standard Board Accounting Standards Codification, Topic 718 ("ASC Topic 718"), excluding the effect of estimated forfeitures. The assumptions used in calculating the grant date fair value of the RSUs reported in this column are set forth in the notes to our audited consolidated financial statements included in the Annual Report. This amount does not reflect the actual economic value that may be realized by the executive officer.

Mr. Blitzer was appointed as our Chief Operating Officer effective May 10, 2021 and was granted 220,507 RSUs on June 22, 2021 pursuant to arm's-length negotiations in connection with his initial employment agreement.

Other Features of Our Executive Compensation Program

Employment Offer Letters

Olivier Pomel. In 2011, we entered into an offer letter with Olivier Pomel, our Chief Executive Officer. The offer letter has no specific term and provides for at-will employment.

David Obstler. In 2018, we entered into an offer letter with David Obstler, our Chief Financial Officer. The offer letter has no specific term and provides for at-will employment.

Under Mr. Obstler's offer letter, if he resigns for good reason or we terminate his employment other than for death, "cause" or "permanent disability" (each as defined in his offer letter), then Mr. Obstler will be eligible to receive the following severance benefits (less applicable tax withholdings): (1) six months of base salary paid in accordance with our regular payroll practices; (2) a prorated target bonus for the greater of the portion of the applicable calendar year during which he was employed or six months, payable pro rata over the six-month severance period; and (3) payment on his behalf of the premiums for him and his eligible dependents to continue coverage under our group health plan pursuant to the Consolidated Omnibus Budget Reconciliation Act of 1985 ("COBRA") for a period of up to six months following the date his employment terminates. As a condition to receiving the severance benefits above, Mr. Obstler must sign and not revoke a general release agreement in a form reasonably acceptable to us within the time period set forth in his offer letter. Further, if Mr. Obstler resigns for good reason or we terminate Mr. Obstler's employment without cause, in either case within 12 months of a change in control, 100% of the shares subject to the option granted to him in September 2018 will vest. In addition, if the unvested portion of such option is cancelled without payment or issuance of substitute options upon the closing of a change in control, Mr. Obstler will become entitled to receive a cash payment equal to the amount, if any, that he would have received as a cash-out payment at the closing of such transaction as if the unvested portion of the option had been vested at such closing.

Alexis Lê-Quôc. In 2011, we entered into an offer letter with Alexis Lê-Quôc, our Chief Technology Officer. The offer letter has no specific term and provides for at-will employment.

Amit Agarwal. In 2012, we entered into an offer letter with Amit Agarwal, our Chief Product Officer. The offer letter has no specific term and provides for at-will employment.

Adam Blitzer. In 2021, we entered into an offer letter with Adam Blitzer, our Chief Operating Officer. The offer letter has no specific terms and provides for at-will employment.

Severance and Change in Control Benefits

We have entered into an executive severance agreement with each of our named executive officers. The agreements provide that upon a termination by us without “cause” or by the executive due to “good reason” (each as defined in the agreement), the executive will receive a lump sum payment equal to the sum of six months of base salary and 50% of the executive’s target bonus, as well as continued payment of COBRA premiums for six months (or, if earlier, until the date that the executive is eligible for substantially equivalent coverage under a subsequent employer’s plan). If such termination of employment occurs within three months prior to, or 12 months following, a “change in control” (as defined in the agreement), the executive will instead receive a lump sum payment equal to the sum of 12 months of base salary and 100% of the executive’s target bonus, as well as continued payment of COBRA premiums for 12 months (or, if earlier, when the executive is eligible for substantially equivalent coverage under a subsequent employer’s plan), and will also receive 100% vesting of equity awards. However, performance-based equity awards, if any, will not be subject to this acceleration, and awards granted prior to the completion of our initial public offering are subject to this acceleration only to the extent more favorable than the existing terms of such awards. In addition, Mr. Obstler’s executive severance agreement will apply only to the extent more favorable than the terms of his offer letter as described above.

Other Benefits

We do not generally provide perquisites or personal benefits to our named executive officers. Our named executive officers are eligible to participate in our employee benefit plans, including our medical, dental, vision, group life, disability and accidental death and dismemberment insurance plans, in each case on the same basis as all of our other employees. As with all other employees, we pay the premiums for basic life, accidental death and dismemberment and disability insurance for our named executive officers.

We maintain a defined contribution retirement plan that provides eligible employees, including each of our named executive officers, with an opportunity to save for retirement on a tax-advantaged basis. Eligible employees may defer eligible compensation on a pre-tax basis, up to the statutorily prescribed annual limits on contributions under the Internal Revenue Code of 1986, as amended (the “Code”). We have the ability to make discretionary contributions to the 401(k) plan. Employee contributions are allocated to each participant’s individual account and are then invested in selected investment alternatives according to the participant’s directions. Employees are immediately and fully-vested in their contributions. The 401(k) plan is intended to be qualified under Section 401(a) of the Code with the 401(k) plan’s related trust intended to be tax exempt under Section 501(a) of the Code. As a tax-qualified retirement plan, contributions to the 401(k) plan and earnings on those contributions are not taxable to the employees until distributed from the 401(k) plan.

Clawbacks

As a public company, if we are required to restate our financial results due to our material noncompliance with any financial reporting requirements under the federal securities laws as a result of misconduct, the Chief Executive Officer and Chief Financial Officer may be legally required to reimburse Datadog for any bonus or other incentive-based or equity-based compensation they receive in accordance with the provisions of section 304 of the Sarbanes-Oxley Act of 2002. Additionally, we intend to implement a Dodd-Frank Wall Street Reform and Consumer Protection Act-compliant clawback policy to the extent that the requirements of such clawbacks are finalized by the SEC.

Policy Prohibiting Hedging and Pledging

Our insider trading policy prohibits all directors, officers, other employees and designated consultants from purchasing our stock on margin or holding our stock in a margin account, pledging our stock as collateral or engaging in hedging, derivative or similar transactions with respect to our stock, such as prepaid variable forwards, equity swaps, collars, exchange funds, puts, calls and short sales.

Executive Compensation Tables

Summary Compensation Table

The following table shows, for the fiscal years ended 2021, 2020 and 2019, compensation awarded to or paid to, or earned by, our named executive officers.

Name and Principal Position	Year	Salary ($)	Stock Awards ($)(1)	Option Awards ($)(1)	Non-Equity Incentive Compensation ($)(2)	All Other Compensation ($)(3)	Total ($)
Olivier Pomel	2021	375,000	7,405,809	—	851,527	300	8,632,636
Chief Executive Officer and Co-Founder	2020	362,500	8,464,114	—	231,282	300	9,058,196
	2019	300,000	—	18,125,700	151,873	300	18,577,873
David Obstler	2021	375,000	5,289,926	—	851,527	1,980	6,518,433
Chief Financial Officer	2020	370,833	6,065,963	—	231,282	1,980	6,670,058
	2019	350,000	—	—	318,932	1,980	670,912
Alexis Lê-Quôc	2021	375,000	5,289,926	—	851,527	450	6,516,903
President, Chief Technology Officer and Co-Founder	2020	362,500	6,065,963	—	231,282	450	6,660,195
	2019	300,000	—	10,875,420	151,873	450	11,327,743
Amit Agarwal	2021	375,000	5,289,926	—	851,527	450	6,516,903
Chief Product Officer	2020	370,833	6,065,963	—	231,282	450	6,668,528
	2019	350,000	—	10,841,400	227,809	450	11,419,659
Adam Blitzer(4)	2021	242,188	23,051,802	—	550,789	213	23,844,992
Chief Operating Officer							

(1) Amounts reported represent the aggregate grant date fair value of RSUs and stock options granted to our executive officers under our 2012 Equity Incentive Plan (the “2012 Plan”) and the 2019 Plan, as applicable, computed in accordance with ASC Topic 718, excluding the effect of estimated forfeitures. The assumptions used in calculating the grant date fair value of the RSUs and stock options reported in this column are set forth in the notes to our audited consolidated financial statements included in the Annual Report. This amount does not reflect the actual economic value that may be realized by the executive officer.

(2) Amounts shown represent the executive officers’ total bonuses earned for each of the years presented, as applicable, based on the achievement of company performance goals as determined by our board of directors.

(3) Amounts shown represent life insurance premiums paid by us on behalf of the executive officer.

(4) Mr. Blitzer joined us in May 2021. Amounts represent the pro rata portion of his 2021 annual base salary and bonus.

Grants of Plan-Based Awards

The following table presents information regarding each plan-based award granted to our named executive officers during the fiscal year ended December 31, 2021.

Name	Grant Type	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards[1] Threshold ($)	Target ($)	Max ($)	All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards ($)[2]
Olivier Pomel	Annual Cash	—	—	350,000	—	—	—
	RSU	4/8/2021	—	—	—	83,852 (3)	7,405,809
David Obstler	Annual Cash	—	—	350,000	—	—	—
	RSU	4/8/2021	—	—	—	59,895 (3)	5,289,926
Alexis Lê-Quôc	Annual Cash	—	—	350,000	—	—	—
	RSU	4/8/2021	—	—	—	59,895 (3)	5,289,926
Amit Agarwal	Annual Cash	—	—	350,000	—	—	—
	RSU	4/8/2021	—	—	—	59,895 (3)	5,289,926
Adam Blitzer	Annual Cash	—	—	350,000	—	—	—
	RSU	6/22/2021	—	—	—	220,507 (4)	23,051,802

(1) The amounts set forth in the "Target" column represent target bonus amounts for each named executive officer for 2021 under our non-equity incentive plan, and do not represent either additional or actual compensation earned by our named executive officers for the year ended December 31, 2021. The dollar value of the actual payments for these awards is included in the "Non-Equity Incentive Plan Compensation" column of the "Summary Compensation Table" above. The plan does not provide for threshold or maximum payout amounts.

(2) Amounts reported represent the aggregate grant date fair value of RSUs granted to our executive officers under our 2019 Plan, computed in accordance with ASC Topic 718, excluding the effect of estimated forfeitures. The assumptions used in calculating the grant date fair value of the RSUs reported in this column are set forth in the notes to our audited consolidated financial statements included in the Annual Report. This amount does not reflect the actual economic value that may be realized by the executive officer.

(3) The RSUs were granted pursuant to our 2019 Plan. The shares underlying the RSUs vest in 12 equal quarterly installments beginning on June 1, 2022 and on each September 1, December 1 and March 1 thereafter, subject to the named executive officer remaining in continuous service with us through each such vesting date.

(4) The RSUs were granted pursuant to our 2019 Plan. The shares underlying the RSUs vest as to 25% of the shares on June 1, 2022, with the remaining shares vesting in equal quarterly installments on each September 1, December 1, March 1 and June 1 thereafter over the next three years, subject to the named executive officer remaining in continuous service with us through each such vesting date.

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Outstanding Equity Awards as of December 31, 2021

The following table sets forth certain information regarding outstanding equity awards granted to our named executive officers that remain outstanding as of December 31, 2021.

		Option Awards[1]				Stock Awards[1]	
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that have not Vested (#)	Market Value of Shares of Units of Stock that have not Vested ($)[2]
Olivier Pomel	10/27/2015	4,507,200	—	0.31	10/26/2025	—	—
	10/25/2017	1,296,000	—	0.91	10/24/2027	—	—
	07/19/2019	1,500,000	— (3)	10.74	07/18/2029	—	—
	05/08/2020	—	—	—	—	151,351 (4)	26,957,127
	04/08/2021	—	—	—	—	83,852 (5)	14,934,880
David Obstler	09/06/2018	620,000	— (6)	1.55	09/05/2028	—	—
	05/08/2020	—	—	—	—	108,469 (4)	19,319,414
	04/08/2021	—	—	—	—	59,895 (5)	10,667,898
Alexis Lê-Quôc	10/27/2015	4,507,200	—	0.31	10/26/2025	—	—
	10/25/2017	1,296,000	—	0.91	10/24/2027	—	—
	07/19/2019	900,000	— (3)	10.74	07/18/2029	—	—
	05/08/2020	—	—	—	—	108,469 (4)	19,319,414
	04/08/2021	—	—	—	—	59,895 (5)	10,667,898
Amit Agarwal	10/25/2017	540,000	—	0.91	10/24/2027	—	—
	07/19/2019	900,000	— (7)	10.74	07/18/2029	—	—
	05/08/2020	—	—	—	—	87,957 (8)	15,666,021
	04/08/2021	—	—	—	—	59,895 (5)	10,667,898
Adam Blitzer	06/22/2021	—	—	—	—	220,507 (9)	39,274,502

(1) All options granted prior to our initial public offering were granted pursuant to the 2012 Plan and are for shares of Class B common stock. All RSUs were granted under the 2019 Plan and are for shares of Class A common stock.
(2) Market value is calculated based on the closing price of our Class A common stock on December 31, 2021, which was $178.11, as reported on Nasdaq.
(3) 1/36th of the shares underlying this option vested on September 23, 2020. Thereafter, 1/36th of the shares underlying this option vest monthly on the 23rd day in each month. The grant agreement provides for an "early exercise" feature subject to our right to repurchase unvested shares upon the named executive officer's termination from employment or service relationship with Datadog for any reason.
(4) The shares underlying the RSUs vest as follows: 10% of the shares underlying the RSUs vest in four equal quarterly installments beginning on June 1, 2021 and on September 1, December 1 and March 1 thereafter; 40% of the shares underlying the RSUs vest in four equal quarterly installments beginning on June 1, 2022 and on September 1, December 1 and March 1 thereafter; and 50% of the shares underlying the RSUs vest in four equal quarterly installments beginning on June 1, 2023 and on September 1, December 1 and March 1 thereafter, in each case subject to the named executive officer's continuous service through each such vesting date.
(5) The shares underlying the RSUs vest in 12 equal quarterly installments beginning on June 1, 2022 and on each September 1, December 1 and March 1 thereafter, subject to the named executive officer remaining in continuous service with us through each such vesting date.
(6) 25% of the shares underlying this option vested on September 6, 2019, with the remaining shares vesting in equal monthly installments over the next three years, subject to Mr. Obstler's continuous service through each such vesting date. In addition, the grant agreement provides for an "early exercise" feature subject to our right to repurchase unvested shares upon Mr. Obstler's termination from employment or service relationship with Datadog for any reason.
(7) 15% of the shares underlying this option vested on September 23, 2020, with the remaining 85% of the shares underlying this option vest monthly in 35 equal installments on the 23rd day in each month, subject to Mr. Agarwal's continuous service through each such vesting date. In addition, the grant agreement provides for an "early exercise" feature subject to our right to repurchase unvested shares upon Mr. Agarwal's termination from employment or service relationship with Datadog for any reason.
(8) The shares underlying the RSUs vest in 12 equal quarterly installments beginning on June 1, 2021, and on each September 1, December 1 and March 1 thereafter, subject to the named executive officer's continuous service with us through each such vesting date.
(9) The shares underlying the RSUs vest as to 25% of the shares on June 1, 2022, with the remaining shares vesting in equal quarterly installments on each September 1, December 1, March 1 and June 1 thereafter over the next three years, subject to the named executive officer remaining in continuous service with us through each such vesting date.

Option Exercises and Stock Vested

The following table shows sets forth certain information regarding any option exercises and stock vested during the fiscal year ended December 31, 2021 with respect to our named executive officers.

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)(1)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)(2)**
Olivier Pomel	—	—	12,270	1,604,016
David Obstler	280,000	40,503,600	8,793	1,149,480
Alexis Lê-Quôc	—	—	8,793	1,149,480
Amit Agarwal	—	—	29,305	3,830,979
Adam Blitzer	—	—	—	—

(1) The value realized on exercise is based on the closing price of our Class A common stock on the date of exercise minus the exercise price and does not reflect actual proceeds received.
(2) The value realized on vesting is determined by multiplying the number of vested restricted stock units by the closing price of our Class A common stock on the vesting date.

Potential Payments Upon Termination or Change in Control

The table below provides information with respect to potential payments and benefits to which our named executive officers would be entitled under the arrangements set forth in their respective offer letters or employment agreement, as described below under the section titled, "Executive Severance Agreements," assuming their employment was terminated as of December 31, 2021, including in connection with a change in control as of December 31, 2021.

Name	Type of Termination	Base Salary ($)	Bonus ($)	Accelerated Vesting of Equity Awards[1] ($)	Continuation of Insurance Coverage ($)	Total ($)
Olivier Pomel	Termination without Cause or with Good Reason	187,500	175,000	—	13,741	376,241
	Termination without Cause or with Good Reason in connection with a CIC[2]	375,000	350,000	181,368,122	27,486	182,120,608
David Obstler	Termination without Cause or with Good Reason	187,500	350,000	—	13,663	551,163
	Termination without Cause or with Good Reason in connection with a CIC[2]	375,000	350,000	119,370,812	27,327	120,123,139
Alexis Lê-Quôc	Termination without Cause or with Good Reason	187,500	175,000	—	10,243	372,743
	Termination without Cause or with Good Reason in connection with a CIC[2]	375,000	350,000	113,672,312	20,490	114,417,802
Amit Agarwal	Termination without Cause or with Good Reason	187,500	175,000	—	10,243	372,743
	Termination without Cause or with Good Reason in connection with a CIC[2]	375,000	350,000	99,496,368	20,490	100,241,858
Adam Blitzer	Termination without Cause or with Good Reason	187,500	175,000	—	13,741	376,241
	Termination without Cause or with Good Reason in connection with a CIC[2]	375,000	350,000	39,274,502	27,486	40,026,988

(1) The value of accelerated vesting of unvested RSUs and unvested but early exercised stock options is based upon the closing price of our Class A Common Stock on December 31, 2021, as reported on Nasdaq, multiplied by the number of unvested RSUs. The value of accelerated vesting of unvested, unexercised stock options is based on the difference between the closing stock price on December 31, 2021, as reported on Nasdaq, and the exercise price per option multiplied by the number of unvested options.

(2) Represents change in control severance benefits based on a double-trigger arrangement, which assumes the executive officer is terminated without "cause" or resigns for "good reason" (as such terms are defined in the executive officer's executive severance agreements) in connection with, or within three months prior to or 12 months following, a change of control of Datadog.

Employment and Benefit Arrangements

We have entered into offer letters and severance agreements with each of our named executive officers. For more information regarding these arrangements, see the section titled “Other Features of Our Executive Compensation Program.”

We have granted equity awards to our executive officers. For a description of these equity awards, see the section titled “Executive Compensation.”

We maintain a defined contribution retirement plan that provides eligible employees with an opportunity to save for retirement on a tax advantaged basis. See the section titled “Other Features of Our Executive Compensation Program.”

Limitations of Liability and Indemnification Matters

Our amended and restated certificate of incorporation contains provisions that limit the liability of our current and former directors for monetary damages to the fullest extent permitted by Delaware law. Delaware law provides that directors of a corporation will not be personally liable for monetary damages for any breach of fiduciary duties as directors, except liability for:

- any breach of the director’s duty of loyalty to the corporation or its stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions; or
- any transaction from which the director derived an improper personal benefit.

Such limitation of liability does not apply to liabilities arising under federal securities laws and does not affect the availability of equitable remedies such as injunctive relief or rescission.

Our amended and restated certificate of incorporation authorizes us to indemnify our directors, officers, employees and other agents to the fullest extent permitted by Delaware law. Our amended and restated bylaws require us to indemnify our directors and officers to the fullest extent permitted by Delaware law and provide that we may indemnify our other employees and agents. Our amended and restated bylaws also provide that, on satisfaction of certain conditions, we will advance expenses incurred by a director or officer in advance of the final disposition of any action or proceeding, and permit us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in that capacity regardless of whether we would otherwise be permitted to indemnify him or her under the provisions of Delaware law. We have entered and expect to continue to enter into agreements to indemnify our directors, executive officers and other employees as determined by the board of directors. With certain exceptions, these agreements provide for indemnification for related expenses including attorneys’ fees, judgments, fines and settlement amounts incurred by any of these individuals in any action or proceeding. We believe that these amended and restated certificate of incorporation and amended and restated bylaw provisions and indemnification agreements are necessary to attract and retain qualified persons as directors and officers. We also maintain customary directors’ and officers’ liability insurance.

The limitation of liability and indemnification provisions in our amended and restated certificate of incorporation and amended and restated bylaws may discourage stockholders from bringing a lawsuit against our directors for breach of their fiduciary duty. They may also reduce the likelihood of derivative litigation against our directors and officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder’s investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against directors and officers as required by these indemnification provisions.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted for directors, executive officers or persons controlling us, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Equity Compensation Plan Information

The following table summarizes our equity compensation plan information as of December 31, 2021. Information is included for equity compensation plans approved by our stockholders. We do not have any equity compensation plans not approved by our stockholders:

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights[(1)]	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights[(2)]	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))[(3)]
Equity plans approved by stockholders	29,453,830	$ 3.31	66,269,133
Equity plans not approved by stockholders	—	—	—

(1) Includes the 2012 Plan and the 2019 Plan, but does not include future rights to purchase Class A common stock under our 2019 Employee Stock Purchase Plan ("2019 ESPP"), which depend on a number of factors described in our 2019 ESPP and will not be determined until the end of the applicable purchase period.

(2) The weighted-average exercise price excludes any outstanding restricted stock unit awards, which have no exercise price.

(3) Includes the 2019 Plan and 2019 ESPP. Stock options or other stock awards granted under the 2012 Plan that are forfeited, terminated, expired or repurchased become available for issuance under the 2019 Plan.

The 2019 Plan provides that the total number of shares of our Class A common stock reserved for issuance thereunder will automatically increase on January 1st of each year for a period of ten years commencing on January 1, 2020 and ending on (and including) January 1, 2029, in an amount equal to 5% of the total number of shares of capital stock outstanding on December 31st of the preceding year; or such lesser number of shares of Class A common stock as determined by our board of directors prior to January 1st of a given year. In addition, the 2019 ESPP provides that the total number of shares of our Class A common stock reserved for issuance thereunder will automatically increase on January 1st of each year for a period of up to ten years commencing on January 1, 2020 and ending on (and including) January 1, 2029, in an amount equal to the lesser of (i) 1% of the total number of shares of capital stock outstanding on December 31st of the preceding year, and (ii) 10,087,500 shares of Class A common stock; or such lesser number of shares of Class A common stock as determined by our board of directors prior to January 1st of a given year.

Accordingly, on January 1, 2022, the number of shares of Class A common stock available for issuance under the 2019 Plan and the 2019 ESPP increased by 15,668,271 shares and 3,133,654 shares, respectively, pursuant to these provisions. These increases are not reflected in the table above.

CEO PAY RATIO

Pursuant to Item 402(u) of Regulation S-K presented below is the ratio of annual total compensation of our Chief Executive Officer to the annual total compensation of our median employee (except our Chief Executive Officer).

The ratio presented below is a reasonable estimate calculated in a manner consistent with Item 402(u). The SEC's rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. As a result, the pay ratio reported by other companies may not be comparable to the pay ratio reported below, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

We identified our median compensated employee from all full-time and part-time employees who were included as employees on our payroll records as of a determination date of December 31, 2021. We did not include any contractors or other non-employee workers in our employee population. We used a consistently applied compensation measure consisting of annual base salary, annual bonus or commission targets, and the grant date value of equity awards granted during fiscal year 2021. We annualized base salary, target annual bonus and commission for any full-time and part-time employees who commenced work during fiscal 2021 to reflect a full year, and non-United States employees' pay was converted to U.S. dollar equivalents using applicable exchange rates as of the determination date.

The fiscal year 2021 annual total compensation as determined under Item 402 of Regulation S-K for our Chief Executive Officer was $8,632,636, as reported in the Summary Compensation Table. The annual total compensation as determined under Item 402 of Regulation S-K of our median employees for fiscal 2021 was $190,126. The ratio of our Chief Executive Officer's annual total compensation to the median of the annual total compensation of all our employees for fiscal year 2021 is 45 to 1.

NON-EMPLOYEE DIRECTOR COMPENSATION

The following table sets forth information regarding compensation earned by or paid to our non-employee directors for the year ended December 31, 2021:

Name	Fees Earned or Paid in Cash	Stock Awards[(1)(2)]	Total
Michael Callahan	$ 54,635	$ 199,962	$ 254,597
Dev Ittycheria	58,221	199,962	258,183
Matthew Jacobson[(3)]	—	—	—
Julie Richardson	57,317	199,962	257,279
Shardul Shah[(3)]	—	—	—

(1) Amounts reported represent the aggregate grant date fair value of RSUs granted to our directors during 2021 under our 2019 Plan, computed in accordance with ASC Topic 718, excluding the effect of estimated forfeitures. The assumptions used in calculating the grant date fair value of the RSUs reported in this column are set forth in the notes to our audited consolidated financial statements included in the Annual Report. This amount does not reflect the actual economic value that may be realized by the non-employee director.

(2) As of December 31, 2021, the aggregate number of shares underlying outstanding options and restricted stock unit awards held by each of our non-employee directors was as follows:

Name	Number of Shares Underlying Options	Number of RSUs
Michael Callahan	6,182	2,116
Dev Ittycheria	240,000	2,116
Matthew Jacobson	—	—
Julie Richardson	63,282	2,116
Shardul Shah	—	—

(3) Mr. Jacobson and Mr. Shah have waived any compensation payable under our non-employee director compensation policy described below.

Each of Mr. Pomel, our co-founder and Chief Executive Officer, and Mr. Lê-Quôc, our co-founder, President and Chief Technology Officer, is also a member of our board of directors but does not receive any additional compensation for his service as a director. See the section titled "Executive Compensation" for more information regarding the compensation earned by these executive officers.

Non-Employee Director Compensation Policy

Under our Amended and Restated Non-Employee Director Compensation Policy, each of our non-employee directors is eligible to receive compensation for service on our board of directors and committees of our board of directors as set forth below.

Cash Compensation

The Amended and Restated Non-Employee Director Compensation Policy provides our non-employee directors with the following cash compensation for their services:

- $30,000 per year for each non-employee director;
- $48,000 per year for the lead non-employee director (if applicable) in lieu of the annual amount above;
- $20,000 per year for chair of the audit committee or $10,000 per year for each other member of the audit committee;
- $15,000 per year for chair of the compensation committee or $7,500 per year for each other member of the compensation committee; and
- $8,000 per year for chair of the nominating and corporate governance committee or $4,000 per year for each other member of the nominating and corporate governance committee.

The cash compensation above is payable to our eligible non-employee directors in equal quarterly installments in arrears, prorated for any partial quarter of service.

Equity Compensation

In addition to the cash compensation structure described above, the Amended and Restated Non-Employee Director Compensation Policy provides for the following equity incentive compensation program for non-employee directors. All such equity compensation will be granted under the 2019 Plan or any successor equity plan.

Retainer Grant. Each non-employee director may elect to convert his or her cash compensation under the policy into an award of restricted stock units (the "retainer grant"). If a non-employee director timely makes this election, each such retainer grant will be automatically granted on the first business day following the date the corresponding cash compensation otherwise would be paid under the policy. Each retainer grant will cover a number of shares of our Class A common stock equal to (A) the aggregate amount of the corresponding cash compensation otherwise payable to the non-employee director divided by (B) the closing sales price per share of our Class A common stock on the date the corresponding cash compensation otherwise would be paid (or, if such date is not a business day, on the first business day thereafter), rounded down to the nearest whole share. In addition, each retainer grant will be fully vested on the grant date.

Initial Grant. Each non-employee director who joins our board of directors will automatically, upon the date of his or her initial election or appointment to be a non-employee director (or, if such date is not a business day, on the first business day thereafter), be granted a one-time, initial restricted stock unit award (the "initial grant"), covering a number of shares of our Class A common stock equal to (A) $400,000 divided by (B) the closing sales price per share of our Class A common stock on the applicable grant date, rounded down to the nearest whole share. Each initial grant will vest in three equal annual installments over the three-year period following the grant date, subject to continuous service through each applicable vesting date.

Annual Grant. On the date of each annual meeting of our stockholders, each person who is then a non-employee director of ours will automatically be granted an annual restricted stock unit award (the "annual grant"), covering a number of shares of our Class A common stock equal to (A) $200,000 divided by (B) the closing sales price per share of our Class A common stock on the date of the applicable annual stockholder meeting (or, if such date is not a business day, the first business day thereafter). Each annual grant will vest on the earlier of the one-year anniversary of the award's grant date or the date of our next annual stockholder meeting following the award's grant date, subject to continuous service through the vesting date.

Each non-employee director's then-outstanding equity awards granted under the policy (and any other then-outstanding equity awards held by the non-employee director that were outstanding and unvested immediately prior to the date of the execution of the underwriting agreement related to our initial public offering) will become fully vested upon a change in control (as defined in our 2019 Plan), subject to the non-employee director remaining in continuous service until immediately prior to the closing of the change in control.

As an inducement for Ms. Cole to join our board of directors in a highly competitive market, in recognition of her extensive professional experience and expected contributions to the company, and in order to further align her interests with those of our stockholders, Ms. Cole was granted a special one-time, initial grant of restricted stock units, subject to and effective upon her election to the board of directors. The number of shares underlying the special initial grant will be determined by dividing $600,000 by the closing sales price per share of our Class A common stock on the date of her election to the board of directors, rounded down to the nearest whole share. These restricted stock units vest in three successive equal annual installments over a three-year period commencing on the anniversary of the grant date, subject to continuous service through each applicable vesting date.

PROPOSAL 3

RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The audit committee of our board of directors has selected Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022 and has further directed that management submit the selection of its independent registered public accounting firm for ratification by the stockholders at the Annual Meeting. Deloitte & Touche LLP has audited our financial statements since 2016. Representatives of Deloitte & Touche LLP are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither our amended and restated bylaws nor other governing documents or law require stockholders ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm. However, the audit committee is submitting the selection of Deloitte & Touche LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the audit committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the audit committee in its discretion may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of Datadog and our stockholders.

The affirmative vote of the holders of a majority of the shares present by virtual attendance or represented by proxy and entitled to vote on the matter at the Annual Meeting will be required to ratify the selection of Deloitte & Touche LLP.

Principal Accountant Fees and Services

The following table represents aggregate fees billed to us by Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu Limited, and their related entities for the periods set forth below.

	Fiscal Year Ended December 31,	
	2021	2020
	(in thousands)	
Audit Fees(1)	$ 2,011	$ 1,787
Audit-related Fees	—	—
Tax Fees	—	—
All Other Fees(2)	2	2
Total Fees	$ 2,013	$ 1,789

(1) Audit fees consist of fees for professional services provided in connection with the audit of our annual consolidated financial statements, the review of our quarterly consolidated financial statements, and audit services that are normally provided by an independent registered public accounting firm in connection with statutory and regulatory filings or engagements for those fiscal years. The audit fees for fiscal year 2020 also include fees for professional services provided in connection with our offering of convertible senior notes.
(2) Includes fees related to the subscription to Deloitte & Touche LLP's accounting research tool.

All fees described above were pre-approved by the audit committee.

Pre-Approval Policies and Procedures

The audit committee approves all audit and non-audit related services that our independent registered public accounting firm provides to us before the engagement begins. Pre-approval may be given as part of our audit committee's approval of the scope of the engagement of the independent registered public accounting firm or on an individual, explicit, case-by-case basis before the independent registered public accounting firm is engaged to provide each service.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the ownership of our common stock as of March 31, 2022 by:

- each person or entity known by us to be beneficial owners of more than five percent of our Class A common stock or Class B common stock;
- each of our named executive officers;
- each of our directors; and
- all of our executive officers and directors as a group.

We have determined beneficial ownership in accordance with the rules and regulations of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Except as indicated by the footnotes below, we believe, based on information furnished to us, that the persons and entities named in the table below have sole voting and sole investment power with respect to all shares that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 283,004,354 shares of Class A common stock and 31,916,651 shares of Class B common stock outstanding as of March 31, 2022. In computing the number of shares beneficially owned by a person and the percentage ownership of such person, we deemed to be outstanding all shares subject to options and RSUs held by the person that are currently exercisable, or exercisable or would vest based on service-based vesting conditions, as applicable, within 60 days of March 31, 2022. However, except as described above, we did not deem such shares outstanding for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address for each beneficial owner listed in the table below is c/o Datadog, Inc., 620 8th Avenue, 45th Floor, New York, New York 10018.

	Beneficial Ownership				
	Class A Common Stock		Class B Common Stock		% of Total Voting Power†
Beneficial Owner	**Number of Shares**	**%**	**Number of Shares**	**%**	
5% Stockholders:					
Entities associated with Index Ventures[(1)]	—	—	6,266,667	19.6	10.4
The Vanguard Group[(2)]	22,169,517	7.8	—	—	3.7
Ru-Net Enterprises Limited[(3)]	17,668,783	6.2	—	—	2.9
Entities associated with ICONIQ Strategic Partners[(4)]	17,333,935	6.1	—	—	2.9
T. Rowe Price Associates[(5)]	15,435,270	5.5	—	—	2.6
Morgan Stanley[(6)]	15,571,616	5.5	—	—	2.6
BlackRock, Inc.[(7)]	14,206,225	5.0	—	—	2.4
Directors and Named Executive Officers:					
Olivier Pomel[(8)]	6,609,327	2.3	20,307,267	51.8	31.1
David Obstler[(9)]	7,353	*	831,750	2.6	1.4
Alexis Lê-Quôc[(10)]	7,843	*	16,923,786	43.8	25.3
Amit Agarwal[(11)]	22,574	*	3,215,777	9.6	5.2
Adam Blitzer	—	—	—	—	—
Michael Callahan[(12)]	19,955	*	374,224	1.2	*
Dev Ittycheria[(13)]	439,231	*	234,879	*	*
Matthew Jacobson	263,174	*	—	—	*
Julie Richardson[(14)]	—	—	51,564	—	*
Shardul Shah	405,766	*	—	—	*
All executive officers and directors as a group (13 persons)[(15)]	7,811,164	2.8	41,955,747	86.9	55.8

* Less than one percent.

† Percentage of total voting power represents voting power with respect to all shares of our Class A and Class B common stock, as a single class. The holders of our Class B common stock are entitled to ten votes per share, and holders of our Class A common stock are entitled to one vote per share.

(1) Based solely on Schedule 13G/A filed on February 14, 2022 and Form 4s filed subsequent to that date, in each case, by entities associated with Index Ventures. Consists of (a) 4,558,350 shares of Class B common stock held by Index Ventures VI (Jersey), L.P. ("Index VI"), (b) 1,534,083

shares of Class B common stock held by Index Ventures Growth III (Jersey), L.P. ("Index III"), (c) 92,011 shares of Class B common stock held by Index Ventures VI Parallel Entrepreneur Fund (Jersey), L.P. ("Index VI Parallel"), and (d) 82,223 shares of Class B common stock held by Yucca (Jersey) SLP. Index Venture Associates VI Limited is the sole general partner of each of Index VI and Index VI Parallel, and Index Venture Growth Associates III Limited is the sole general partner of Index III. The address of each of these entities is 44 Esplanade, St. Helier, Jersey, Channel Islands JE4 9WG.

(2) Based solely on Schedule 13G/A filed by The Vanguard Group ("Vanguard") on February 9, 2022. The address of Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.

(3) Based solely on Schedule 13G filed by Ru-Net Enterprises Limited ("Ru-Net") on February 11, 2022. Ru-Net is a wholly-owned subsidiary of LBB Foundation, whose sole beneficiary is Leonid Boguslavskiy. As a result, each of LBB Foundation and Mr. Boguslavskiy may be deemed to beneficially own the shares held directly by Ru-Net. The address of Ru-Net is 3 Afentrikas, Office 101, 6018 Larnaca, Cyprus; the address of LBB Foundation is c/o Fundationsanstalt, Heligkreuz 6, 9490, Vaduz, Liechtenstein; and the address of Leonid Boguslavskiy is via Piana 3, 50124 Firenze, Italy.

(4) Based solely on Schedule 13G/A filed on February 14, 2022 and Form 4s filed subsequent to that date, in each case, by entities associated with ICONIQ Strategic Partners. Consists of (a) 4,927,187 shares of Class A common stock held by ICONIQ Strategic Partners II, L.P. ("ICONIQ II"), (b) 3,856,988 shares of Class A common stock held by ICONIQ Strategic Partners II-B, L.P. ("ICONIQ II-B"), (c) 1,791,277 shares of Class A common stock held by ICONIQ Strategic Partners II Co-Invest, L.P., DD Series ("ICONIQ DD"), (d) 337,301 shares of Class A common stock held by ICONIQ Strategic Partners III, L.P. ("ICONIQ III"), (e) 360,407 shares of Class A common stock held by ICONIQ Strategic Partners III-B, L.P. ("ICONIQ III-B"), (f) 1,666,966 shares of Class A common stock held by ICONIQ Strategic Partners IV, L.P ("ICONIQ IV"), (g) 2,709,083 shares of Class A common stock held by ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B"), (h) 721,708 shares of Class A common stock held by Divesh Makan, (i) 699,844 shares of Class A common stock held by William J.G. Griffith, and (j) 263,174 shares of Class A common stock held by Matthew Jacobson. ICONIQ Strategic Partners II GP, L.P. ("ICONIQ GP II"), is the sole general partner of ICONIQ II, ICONIQ II-B and ICONIQ DD. ICONIQ Strategic Partners II TT GP, Ltd. is the sole general partner of ICONIQ GP II. ICONIQ Strategic Partners III GP, L.P. ("ICONIQ GP III"), is the sole general partner of ICONIQ III and ICONIQ III-B. ICONIQ Strategic Partners III TT GP, Ltd. is the sole general partner of ICONIQ GP III. ICONIQ Strategic Partners IV GP, L.P. ("ICONIQ GP IV"), is the sole general partner of ICONIQ IV and ICONIQ IV-B. ICONIQ Strategic Partners IV TT GP, Ltd. is the sole general partner of ICONIQ GP IV. The address of each of these entities is 394 Pacific Avenue, 2nd Floor, San Francisco, CA 94111.

(5) Based solely on Schedule 13G/A filed by T. Rowe Price Associates, Inc. ("T. Rowe Price") on February 14, 2022, which reported that T. Rowe Price had sole voting power over 5,054,119 shares of Class A common stock and sole dispositive power over 15,435,270 shares of Class A common stock. The address of T. Rowe Price is 100 E. Pratt Street, Baltimore, MD 21202.

(6) Based solely on Schedule 13G filed by Morgan Stanley on February 11, 2022, which reported that Morgan Stanley had shared voting power over 13,572,688 shares of Class A common stock and shared dispositive power over 15,571,616 shares of Class A common stock. The address of Morgan Stanley is 1585 Broadway, New York, NY 10036.

(7) Based solely on Schedule 13G filed by BlackRock, Inc. on February 4, 2022, which reported that BlackRock, Inc. had sole voting power over 12,745,680 shares of Class A common stock and sole dispositive power over 14,206,225 shares of Class A common stock. The address of BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055.

(8) Consists of (a) 8,855 shares of Class A common stock and 8,160,382 shares of Class B common stock held by Mr. Pomel, (b) 1,775 shares of Class A common stock and 3,278,725 shares of Class B common stock held by the Olivier Pomel 2018 GRAT, (c) 7,303,200 shares of Class B common stock issuable upon the exercise of options within 60 days of March 31, 2022, and (d) 6,598,697 shares of Class A common stock and 1,564,960 shares of Class B common stock over which Mr. Pomel has voting power pursuant to an irrevocable proxy granted by certain of the investors who purchased shares in the third-party tender offer conducted in March 2019.

(9) Consists of (a) 7,353 shares of Class A common stock and 15,603 shares of Class B common stock held by Mr. Obstler, (b) 196,147 shares of Class B common stock held by the David Obstler 2019 GRAT, and (c) 620,000 shares of Class B common stock issuable upon the exercise of options within 60 days of March 31, 2022.

(10) Consists of (a) 6,571 shares of Class A common stock held by Mr. Lê-Quôc, (b) 7,666,266 shares of Class B common stock held by the Alexis Lê-Quôc Revocable Trust, (c) 1,272 shares of Class A common stock and 2,554,320 shares of Class B common stock held by the Alexis Lê-Quôc 2016 GRAT, and (d) 6,703,200 shares of Class B common stock issuable upon the exercise of options within 60 days of March 31, 2022.

(11) Consists of (a) 19,313 Class A common stock and 7 shares of Class B common stock held by Mr. Agarwal, (b) 3,261 shares of Class A and 606,739 shares of Class B common stock held by the Amit Agarwal 2019 GRAT, (c) 1,058,365 shares of Class B common stock held by the Amit Agarwal 2018 Family Trust, (d) 110,666 shares of Class B common stock held by Mr. Agarwal's spouse and (e) 1,440,000 shares of Class B common stock issuable upon the exercise of options within 60 days of March 31, 2022.

(12) Consists of (a) 7,709 shares of Class A common stock held by Mr. Callahan, (b) 12,246 shares of Class A common stock and 368,042 shares of Class B common stock held by The Callahan-Thernstrom Family Trust, and (c) 6,182 shares of Class B common stock issuable upon the exercise of options within 60 days of March 31, 2022.

(13) Consists of (a) 238,332 shares of Class A common stock held by Mr. Ittycheria, (b) 200,899 shares of Class A common stock held by LIDI 11 21 LLC, and (c) 234,879 shares of Class B common stock issuable upon the exercise of options within 60 days of March 31, 2022.

(14) Consists of 51,564 shares of Class B common stock issuable upon the exercise of options within 60 days of March 31, 2022.

(15) Consists of (a) 7,811,164 shares of Class A common stock and 25,580,222 shares of Class B common stock and (b) 16,375,525 shares of Class B common stock issuable upon the exercise of options within 60 days of March 31, 2022.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of Datadog. Officers, directors and greater than ten percent stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based on a review of the copies of such reports filed on the SEC's EDGAR system and written representations that no other reports were required, during the fiscal year ended December 31, 2021, all Section 16(a) filing requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with except that the exercise of options and sale of shares acquired upon exercise pursuant to a 10b5-1 plan was reported late for Ms. de

Madre, two transactions involving the conversion of Class B common stock to Class A common stock were reported late for Mr. Laszlo Kopits, our former General Counsel, and two transactions involving the acquisitions of Class A common stock in pro rata distribution from a fund and the same day sales of such shares were reported late for Mr. Agarwal.

TRANSACTIONS WITH RELATED PERSONS

Certain Related Person Transactions

The following is a summary of transactions since January 1, 2021 to which we were a party or will be a party, in which:

- the amounts involved exceeded or will exceed $120,000; and
- any of our directors, executive officers or holders of more than 5% of Class A common stock or Class B common stock, or any member of the immediate family of, or person sharing the household with, the foregoing persons, had or will have a direct or indirect material interest.

Employment Arrangements and Equity Grants

We have entered into offer letters and severance agreements with each of our named executive officers. For more information regarding these arrangements, see the section titled “Executive Compensation.” Each of our named executive officers has also executed our standard form of proprietary information and inventions agreement.

We have granted equity awards to our executive officers and certain members of our board of directors. For a description of these equity awards, see the sections titled “Executive Compensation” and “Non-Employee Director Compensation.”

Indemnification Agreements

Our amended and restated certificate of incorporation authorizes us to indemnify our directors, officers, employees and other agents to the fullest extent permitted by Delaware law. Our amended and restated bylaws require us to indemnify our directors and officers to the fullest extent permitted by Delaware law and provide that we may indemnify our other employees and agents. Our amended and restated bylaws also provide that, on satisfaction of certain conditions, we will advance expenses incurred by a director or officer in advance of the final disposition of any action or proceeding, and permit us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in that capacity regardless of whether we would otherwise be permitted to indemnify him or her under the provisions of Delaware law. In addition, we have entered into an indemnification agreement with each of our directors and executive officers, which requires us to indemnify them.

Policies and Procedures for Transactions with Related Persons

We have adopted a policy that our executive officers, directors, nominees for election as a director, beneficial owners of more than 5% of any class of our common stock and any members of the immediate family of any of the foregoing persons are not permitted to enter into a related person transaction with us without the approval or ratification of our board of directors or our audit committee. Any request for us to enter into a transaction with an executive officer, director, nominee for election as a director, beneficial owner of more than 5% of any class of our common stock or any member of the immediate family of any of the foregoing persons, in which the amount involved exceeds $120,000 and such person would have a direct or indirect interest, must be presented to our board of directors or our audit committee for review, consideration and approval. In approving or rejecting any such proposal, our board of directors or our audit committee is to consider the material facts of the transaction, including whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person’s interest in the transaction.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for Notices of Internet Availability of Proxy Materials or other Annual Meeting materials with respect to two or more stockholders sharing the same address by delivering a single Notice of Internet Availability of Proxy Materials or other Annual Meeting materials addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are our stockholders will likely be "householding" our proxy materials. A single Notice of Internet Availability of Proxy Materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate Notice of Internet Availability of Proxy Materials, please notify your broker or us. Direct your written request to us via email at *IR@datadoghq.com*. Stockholders who currently receive multiple copies of the Notice of Internet Availability of Proxy Materials at their addresses and would like to request "householding" of their communications should contact their brokers.

OTHER MATTERS

The board of directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

By Order of the Board of Directors

Kerry Acocella
General Counsel and Secretary

April 20, 2022

We have filed our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 with the SEC. It is available free of charge at the SEC's web site at www.sec.gov. Stockholders can also access this proxy statement and our Annual Report on Form 10-K at investors.datadoghq.com. A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 is also available without charge upon written request to us via email at IR@datadoghq.com.

DATADOG, INC.
620 8TH AVENUE, 45TH FLOOR
NEW YORK, NY 10018

SCAN TO
VIEW MATERIALS & VOTE

VOTE BY INTERNET
Before The Meeting - Go to **www.proxyvote.com or scan the QR Barcode above**

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on June 1, 2022. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to **www.virtualshareholdermeeting.com/DDOG2022**

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on June 1, 2022. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D75704-P71993 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DATADOG, INC.

The Board of Directors recommends you vote FOR all of the following director nominees:

1. To elect three Class III directors, each to hold office until our Annual Meeting of Stockholders in 2025:

Nominees:	**For**	**Withhold**
1a. Titi Cole	☐	☐
1b. Matthew Jacobson	☐	☐
1c. Julie Richardson	☐	☐

The Board of Directors recommends you vote FOR the following proposals:	**For**	**Against**	**Abstain**
2. Advisory vote to approve the compensation of our named executive officers.	☐	☐	☐
3. To ratify the selection by the Audit Committee of our Board of Directors of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022.	☐	☐	☐

NOTE: To conduct any other business properly brought before the Annual Meeting.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

D75705-P71993

DATADOG, INC.
Annual Meeting of Stockholders
June 2, 2022 2:00 PM, EDT
This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Olivier Pomel, Alexis Lê-Quôc and Kerry Acocella, or any of them, as proxies, each with the power to appoint his/her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Class A and/or Class B common stock of DATADOG, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held virtually, via live webcast at www.virtualshareholdermeeting.com/DDOG2022, originating from New York, New York at 2:00 PM, EDT on June 2, 2022, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side