

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>OBSTLER DAVID M</u> (Last) (First) (Middle) C/O DATADOG, INC. 620 8TH AVENUE, 45TH FLOOR (Street) NEW YORK NY 10018 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Datadog, Inc. [DDOG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/08/2020		A		117,262 ⁽¹⁾	A	\$0.00	164,078	D	
Class A Common Stock	05/11/2020		C		200,000	A	\$0.00	364,078	D	
Class A Common Stock	05/11/2020		s ⁽²⁾		3,700	D	\$53.1299 ⁽³⁾	360,378	D	
Class A Common Stock	05/11/2020		s ⁽²⁾		11,866	D	\$54.0609 ⁽⁴⁾	348,512	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Common Stock	(5)	05/11/2020		C			200,000	(5)	(5)	Class A Common Stock	200,000	\$0.00 ⁽⁵⁾	745,000	D	
Class B Common Stock	(5)							(5)	(5)	Class A Common Stock	618,750		618,750	I	By GRAT ⁽⁶⁾

Explanation of Responses:

- Represents the number of shares of Class A Common Stock underlying restricted stock units ("RSUs"). Each RSU represents the contingent right to receive one share of the Issuer's Class A Common Stock. 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 each 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 each 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 each September 1, December 1 and March 1 thereafter, in each case, subject to the Reporting Person remaining in Continuous Service (as defined in the Issuer's 2019 Equity Incentive Plan) of the Issuer as of each such date.
- Shares sold pursuant to a 10b5-1 plan entered into on December 11, 2019.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$52.80 to \$53.75. The reporting person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$53.83 to \$54.28. The reporting person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon the earliest of: (i) any transfer, whether or not for value, except for certain "Permitted Transfers" as defined in the Issuer's amended and restated certificate of incorporation, (ii) the death of the Reporting Person in the case of shares held directly or in a trustee capacity, and (iii) the tenth anniversary of the Issuer's initial public offering of its Class A Common Stock.
- Shares are held directly by the David Obstler 2019 GRAT, of which Reporting Person is Trustee.

Remarks:

David Obstler, by /s/ Ron A. Metzger, Attorney-in-Fact 05/11/2020
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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