

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Le-Quoc Alexis</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CTO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/03/2020		C <sup>(1)(2)</sup>		112,900	A	(1)	112,900	I	By Trust <sup>(3)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		42,797	D	\$44.1509 <sup>(4)</sup>	70,103	I	By Trust <sup>(3)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		59,677	D	\$45.058 <sup>(5)</sup>	10,426	I	By Trust <sup>(3)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		6,224	D	\$45.9243 <sup>(6)</sup>	4,202	I	By Trust <sup>(3)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		4,202	D	\$46.7791 <sup>(7)</sup>	0	I	By Trust <sup>(3)</sup>
Class A Common Stock	02/03/2020		C <sup>(1)(2)</sup>		29,200	A	(1)	29,200	I	By GRAT <sup>(8)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		4,279	D	\$44.1396 <sup>(9)</sup>	24,921	I	By GRAT <sup>(8)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		10,338	D	\$45.2348 <sup>(10)</sup>	14,583	I	By GRAT <sup>(8)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		11,183	D	\$45.9499 <sup>(11)</sup>	3,400	I	By GRAT <sup>(8)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		3,400	D	\$46.8471 <sup>(12)</sup>	0	I	By GRAT <sup>(8)</sup>
Class A Common Stock	02/03/2020		C <sup>(1)(2)</sup>		25,000	A	(1)	25,000	I	By Trust <sup>(13)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		9,310	D	\$44.1373 <sup>(14)</sup>	15,690	I	By Trust <sup>(13)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		13,590	D	\$45.0622 <sup>(15)</sup>	2,100	I	By Trust <sup>(13)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		1,400	D	\$46.11 <sup>(16)</sup>	700	I	By Trust <sup>(13)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		700	D	\$46.87 <sup>(17)</sup>	0	I	By Trust <sup>(13)</sup>
Class A Common Stock	02/03/2020		C <sup>(1)(2)</sup>		25,000	A	(1)	25,000	I	By Trust <sup>(18)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		9,327	D	\$44.138 <sup>(19)</sup>	15,673	I	By Trust <sup>(18)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		13,373	D	\$45.0572 <sup>(20)</sup>	2,300	I	By Trust <sup>(18)</sup>
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		1,400	D	\$45.9529 <sup>(21)</sup>	900	I	By Trust <sup>(18)</sup>

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/03/2020		S <sup>(2)</sup>		900	D	\$46.8056 <sup>(22)</sup>	0	I	By Trust <sup>(18)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	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 Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	02/03/2020		C <sup>(1)(2)</sup>			112,900	(1)	(1)	Class B Common Stock	112,900	\$0.00	13,332,595	I	By Trust <sup>(3)</sup>
Class B Common Stock	(1)	02/03/2020		C <sup>(1)(2)</sup>			29,200	(1)	(1)	Class B Common Stock	29,200	\$0.00	3,447,169	I	By GRAT <sup>(8)</sup>
Class B Common Stock	(1)	02/03/2020		C <sup>(1)(2)</sup>			25,000	(1)	(1)	Class B Common Stock	25,000	\$0.00	550,000	I	By Trust <sup>(13)</sup>
Class B Common Stock	(1)	02/03/2020		C <sup>(1)(2)</sup>			25,000	(1)	(1)	Class B Common Stock	25,000	\$0.00	550,000	I	By Trust <sup>(18)</sup>

**Explanation of Responses:**

- Each share of Class B Common Stock is convertible into an equal number of shares of Class A Common Stock at any time, at the holder's election, and has no expiration date. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon the earliest of: (i) any transfer, whether or not for value, except for certain "Permitted Transfers" as defined in the Issuer's amended and restated certificate of incorporation, (ii) the nine-month anniversary of the death of the Reporting Person in the case of shares held directly or in a trustee capacity, and (iii) the tenth anniversary of the Issuer's initial public offering of its Class A Common Stock.
- Shares sold pursuant to a 10b5-1 plan.
- Shares are held by the Alexis Le-Quoc Revocable Trust.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$43.57 to \$44.56. 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 \$44.57 to \$45.56. 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 \$45.59 to \$46.44. 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 \$46.62 to \$47.39. 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.
- Shares are held by the Alexis Le-Quoc 2016 GRAT.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$43.60 to \$44.58. 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 \$44.60 to \$45.575. 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 \$45.61 to \$46.49. 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 \$46.65 to \$47.40. 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.
- Shares are held by the Agathe Le-Quoc 2018 Trust, of which Reporting Person is Trustee. Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any, in the shares.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$43.57 to \$44.56. 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 \$44.58 to \$45.55. 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 \$45.67 to \$46.62. 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 \$46.70 to \$47.42. 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.
- Shares are held by the Artemis Le-Quoc 2018 Trust, of which Reporting Person is Trustee. Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any, in the shares.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$43.57 to \$44.56. 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 \$44.57 to \$45.55. 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 \$45.61 to \$46.44. 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 \$46.62 to \$47.31. The reporting person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

**Remarks:**

Alexis Le-Quoc, by /s/ Ron A. Metzger, Attorney-in-Fact      02/05/2020

\*\* 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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