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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**Datadog, Inc.**  
(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**27-2825503**  
(I.R.S. Employer  
Identification Number)

**620 8th Avenue, 45th Floor**  
**New York, New York 10018**  
**(866) 329-4466**  
(Address of principal executive offices) (Zip code)

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**Datadog, Inc. 2019 Equity Incentive Plan**  
**Datadog, Inc. 2019 Employee Stock Purchase Plan**  
(Full titles of the plans)

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**Kerry Acocella**  
**General Counsel**  
**Datadog, Inc.**  
**620 8th Avenue, 45th Floor**  
**New York, New York 10018**  
**(866) 329-4466**  
(Name, address and telephone number, including area code, of agent for service)

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*Copies to:*

**Jodie Bourdet**  
**Bradley P. Goldberg**  
**Cooley LLP**  
**55 Hudson Yards**  
**New York, New York 10001**  
**(212) 479-6000**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards pursuant to Section 7(a)(2)(B) of the Securities Act.

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**REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Datadog, Inc. (the “**Registrant**”) is filing this Registration Statement with the Securities and Exchange Commission (the “**Commission**”) to register (i) 31,627,763 additional shares of its Class A common stock under the 2019 Equity Incentive Plan (the “**2019 Plan**”), pursuant to the provisions of the 2019 Plan providing for an automatic increase in the number of shares Class A common stock reserved and available for issuance under the 2019 Plan on each of January 1, 2022 and January 1, 2023, and (ii) 6,325,552 additional shares of its Class A common stock under the 2019 Employee Stock Purchase Plan (the “**2019 ESPP**”), pursuant to the provisions of the 2019 ESPP providing for an automatic increase in the number of shares of Class A common stock reserved and available for issuance under the 2019 ESPP on each of January 1, 2022 and January 1, 2023. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

**PART II**

**ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The contents of the Registrant’s Registration Statements on Form S-8 (File Nos. 333-233903, 333-237176 and 333-254229), filed with the Commission on [September 23, 2019](#), [March 13, 2020](#) and [March 12, 2021](#), respectively.
- (b) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Commission on [February 24, 2023](#).
- (c) The description of the Registrant’s Class A common stock which is contained in a registration statement on Form 8-A filed on [September 16, 2019](#) (File No. 001-39051) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendment or report filed for the purpose of updating such description.
- (d) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**ITEM 8. EXHIBITS**

Exhibit Number	Description	Incorporated by Reference		
		Schedule Form	Exhibit	Filing Date
4.1	<a href="#">Amended and Restated Certificate of Incorporation of Datadog, Inc., as currently in effect.</a>	8-K	3.1	September 23, 2019
4.2	<a href="#">Amended and Restated Bylaws of Datadog, Inc., as currently in effect.</a>	S-1	3.4	August 23, 2019
4.3	<a href="#">Form of Class A Common Stock Certificate.</a>	S-1/A	4.1	September 9, 2019
5.1*	<a href="#">Opinion of Cooley LLP.</a>			
23.1*	<a href="#">Consent of Deloitte &amp; Touche LLP, Independent Registered Public Accounting Firm.</a>			
23.2*	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>			
24.1*	<a href="#">Power of Attorney (included on the signature page of this Form S-8).</a>			
99.1	<a href="#">Datadog, Inc. 2019 Equity Incentive Plan and terms of agreements thereunder.</a>	S-1/A	10.3	September 9, 2019
99.2	<a href="#">Datadog, Inc. 2019 Employee Stock Purchase Plan.</a>	S-1/A	10.4	September 9, 2019
99.3	<a href="#">Performance Stock Units (PSU) Grant Notice and Award Agreement.</a>	10-Q	10.1	August 8, 2022
107*	<a href="#">Filing Fee Table.</a>			

\* Filed herewith

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 3rd day of March, 2023.

### DATADOG, INC.

By: /s/ Olivier Pomel

Name: Olivier Pomel

Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Olivier Pomel and Alexis Lê-Quôc, and each one of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Olivier Pomel</u> Olivier Pomel	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 3, 2023
<u>/s/ David Obstler</u> David Obstler	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 3, 2023
<u>/s/ Alexis Lê-Quôc</u> Alexis Lê-Quôc	Chief Technology Officer and Director	March 3, 2023
<u>/s/ Michael Callahan</u> Michael Callahan	Director	March 3, 2023
<u>/s/ Titi Cole</u> Titi Cole	Director	March 3, 2023
<u>/s/ Dev Ittycheria</u> Dev Ittycheria	Director	March 3, 2023
<u>/s/ Matthew Jacobson</u> Matthew Jacobson	Director	March 3, 2023
<u>/s/ Julie Richardson</u> Julie Richardson	Director	March 3, 2023
<u>/s/ Shardul Shah</u> Shardul Shah	Director	March 3, 2023



Jodie Bourdet  
+1 415 693 2054  
jbourdet@cooley.com

March 3, 2023

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

**Re: Registration on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Datadog, Inc., a Delaware corporation (the “**Company**”), in connection with the filing of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the U.S. Securities and Exchange Commission (the “**Commission**”), covering the offering of up to 37,953,315 shares (the “**Shares**”) of the Company’s Class A common stock, par value \$0.00001 per share (“**Common Stock**”) consisting of (a) 31,627,763 shares of Common Stock issuable pursuant to the Company’s 2019 Equity Incentive Plan (the “**2019 EIP**”) and (b) 6,325,552 shares of Common Stock issuable pursuant to the Company’s 2019 Employee Stock Purchase Plan (together with the 2019 EIP, the “**Plans**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company’s certificate of incorporation and bylaws, each as currently in effect, (c) the Plans and (d) originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where due execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

COOLEY LLP 3 EMBARCADERO CENTER, SAN FRANCISCO, CA 94111  
T: (415) 693-2000 F: (415) 693-222 COOLEY.COM



Datadog, Inc.  
March 3, 2023  
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We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

COOLEY LLP

By: /s/ Jodie Bourdet  
Jodie Bourdet

COOLEY LLP 3 EMBARCADERO CENTER, SAN FRANCISCO, CA 94111  
T: (415) 693-2000 F: (415) 693-222 COOLEY.COM

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 24, 2023 relating to the financial statements of Datadog, Inc. (the “Company”) and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2022.

*/s/ Deloitte & Touche LLP*

New York, New York  
March 3, 2023

## Calculation of Filing Fee Tables

Form S-8

Datadog, Inc.

Table 1 – Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Class A Common Stock, par value \$0.00001 per share, 2019 Equity Incentive Plan	Other <sup>(2)</sup>	31,627,763 <sup>(4)</sup>	\$73.98 <sup>(2)</sup>	\$2,339,821,906.74	\$0.0001102	\$257,848.38
Fees to be Paid	Equity	Class A Common Stock, par value \$0.00001 per share, 2019 Employee Stock Purchase Plan	Other <sup>(3)</sup>	6,325,552 <sup>(5)</sup>	\$62.89 <sup>(3)</sup>	\$397,813,965.28	\$0.0001102	\$43,839.10
	Total Offering Amounts			<b>37,953,315</b>	–	<b>\$2,737,635,872.02</b>	–	<b>\$301,687.48</b>
	Total Fees Previously Paid				–	–	–	–
	Total Fee Offsets				–	–	–	–
	Net Fee Due				–	–	–	<b>\$301,687.48</b>

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s Class A common stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant’s Class A common stock.
- (2) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on March 2, 2023.
- (3) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Class A common stock as reported on the Nasdaq Global Select Market on March 2, 2023, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the Registrant’s 2019 Employee Stock Purchase Plan (the “*2019 ESPP*”).
- (4) Represents an automatic annual increase equal to: (i) 5% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on December 31, 2021; and (ii) 5% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on December 31, 2022, in each case, which annual increase is provided by the Registrant’s 2019 Equity Incentive Plan.
- (5) Represents an automatic increase equal to: (i) 1% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on December 31, 2021; and (ii) 1% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on December 31, 2022, in each case, which annual increase is provided by the 2019 ESPP.