

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>Jacobson Matthew</u> (Last) (First) (Middle) C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR (Street) SAN FRANCISCO CA 94111 (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2020	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/13/2020		J ⁽¹⁾		698,862	D	\$0.00 ⁽¹⁾	1,865,746	I	See Footnotes ⁽²⁾⁽⁷⁾⁽⁸⁾
Class A Common Stock	05/13/2020		J ⁽³⁾		547,067	D	\$0.00 ⁽³⁾	1,460,499	I	See Footnotes ⁽⁴⁾⁽⁷⁾⁽⁸⁾
Class A Common Stock	05/13/2020		J ⁽⁵⁾		254,071	D	\$0.00 ⁽⁵⁾	673,755	I	See Footnotes ⁽⁶⁾⁽⁷⁾⁽⁸⁾
Class A Common Stock	05/13/2020		J ⁽¹⁾⁽³⁾⁽⁵⁾		25,689	A	\$0.00 ⁽¹⁾⁽³⁾⁽⁵⁾	107,291	D ⁽⁹⁾	
Class A Common Stock								408,849	D ⁽⁷⁾⁽⁸⁾⁽¹⁰⁾	
Class A Common Stock								436,857	D ⁽⁷⁾⁽⁸⁾⁽¹¹⁾	
Class A Common Stock								199,500	D ⁽⁷⁾⁽⁸⁾⁽¹²⁾	
Class A Common Stock								325,500	D ⁽⁷⁾⁽⁸⁾⁽¹³⁾	

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					

Explanation of Responses:

- On May 13, 2020, ICONIQ Strategic Partners II, LP ("ICONIQ II") distributed, for no consideration, in the aggregate 698,862 shares of the Issuer's Class A Common Stock (the "ICONIQ II Shares") to its limited partners and to ICONIQ II GP, representing each such partner's pro rata interest in such ICONIQ II Shares. On the same date, ICONIQ II GP distributed, for no consideration, the ICONIQ II Shares it received in the distribution by ICONIQ II to its partners, representing each such partner's pro rata interest in such ICONIQ II Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- The shares are held by ICONIQ II.
- On May 13, 2020, ICONIQ Strategic Partners II-B, LP ("ICONIQ II-B") distributed, for no consideration, in the aggregate 547,067 shares of the Issuer's Class A Common Stock (the "ICONIQ II-B Shares") to its limited partners and to ICONIQ II GP, representing each such partner's pro rata interest in such ICONIQ II-B Shares. On the same date, ICONIQ II GP distributed, for no consideration, the ICONIQ II-B Shares it received in the distribution by ICONIQ II-B to its partners, representing each such partner's pro rata interest in such ICONIQ II-B Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- The shares are held by ICONIQ II-B.
- On May 13, 2020, ICONIQ Strategic Partners II Co-Invest, L.P., DD Series ("ICONIQ II Co-Invest") distributed, for no consideration, in the aggregate 254,071 shares of the Issuer's Class A Common Stock (the "ICONIQ II Co-Invest Shares") to its limited partners and to ICONIQ II GP, representing each such partner's pro rata interest in such ICONIQ II Co-Invest Shares. On the same date, ICONIQ II GP distributed, for no consideration, the ICONIQ II Co-Invest Shares it received in the distribution by ICONIQ II Co-Invest to its partners, representing each such partner's pro rata interest in such ICONIQ II Co-Invest Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- The shares are held by ICONIQ II Co-Invest.
- ICONIQ Strategic Partners II GP, L.P. ("ICONIQ II GP") is the sole general partner of each of ICONIQ II, ICONIQ II-B and ICONIQ II Co-Invest. ICONIQ Strategic Partners II TT GP, Ltd. ("ICONIQ II Parent GP") is the sole general partner of ICONIQ II GP. Iconiq Strategic Partners III GP, L.P. ("ICONIQ III GP") is the sole general partner of each of ICONIQ III and ICONIQ III-B. ICONIQ Strategic Partners III TT GP, Ltd. ("ICONIQ III Parent GP") is the sole general partner of ICONIQ III GP. ICONIQ Strategic Partners IV GP, L.P. ("ICONIQ IV GP") is the sole general partner of ICONIQ IV and ICONIQ IV-B. ICONIQ Strategic Partners IV TT GP, Ltd. ("ICONIQ IV Parent GP") is the general partner of ICONIQ IV GP. Divesh Makan ("Makan") and William J.G. Griffith ("Griffith") are the sole equity holders and directors of ICONIQ II Parent GP, ICONIQ III Parent GP and ICONIQ IV Parent GP.
- The Reporting Person is a General Partner and a Managing Director at ICONIQ Capital. The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Section 16

of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

9. These shares are directly held by the Reporting Person through family trust(s) that he controls. Includes ICONIQ II Shares, ICONIQ II-B Shares and ICONIQ II Co-Invest Shares received in the distributions described in footnotes (1), (3) and (5) above as well as prior distributions.

10. The shares are held by ICONIQ Strategic Partners III, LP ("ICONIQ III").

11. The shares are held by ICONIQ Strategic Partners III-B, LP ("ICONIQ III-B").

12. The shares are held by ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV").

13. The shares are held by ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B").

Remarks:

/s/ Matthew Jacobson

05/15/2020

** 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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