

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>Callahan Michael James</u> (Last) (First) (Middle) <u>C/O DATADOG, INC.</u> <u>620 8TH AVENUE, 45TH FLOOR</u> (Street) <u>NEW YORK NY 10018</u> (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) <u>09/23/2019</u>	
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			
Common Stock	09/23/2019		J		707,410 ⁽¹⁾	D	(1)	0	D	
Common Stock	09/23/2019		J		100,000 ⁽¹⁾	D	(1)	0	I	See footnote ⁽²⁾
Common Stock	09/23/2019		J		100,000 ⁽¹⁾	D	(1)	0	I	See footnote ⁽³⁾

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	(4)	09/23/2019		J		707,410		(4)	(4)	Class A Common Stock	707,410	\$0.00	707,410	D	
Class B Common Stock	(4)	09/23/2019		J		100,000		(4)	(4)	Class A Common Stock	100,000	\$0.00	100,000	I	See footnote ⁽²⁾
Class B Common Stock	(4)	09/23/2019		J		100,000		(4)	(4)	Class A Common Stock	100,000	\$0.00	100,000	I	See footnote ⁽³⁾
Series Seed Preferred Stock	(5)	09/23/2019		C		200,196		(5)	(5)	Class B Common Stock ⁽⁴⁾	200,196	\$0.00	0	D	
Class B Common Stock	(4)	09/23/2019		J		200,196		(4)	(4)	Class A Common Stock	200,196	\$0.00	907,606	D	
Stock Option (Right to Buy)	\$0.9092	09/23/2019		J		7,932		(6)	10/27/2027	Common Stock ⁽¹⁾	7,932	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.9092	09/23/2019		J		7,932		(6)	10/27/2027	Class B Common Stock	7,932	\$0.00	7,932	D	

Explanation of Responses:

- Immediately prior to the closing of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- Shares are held directly by The Michael Callahan Grantor Retained Annuity Trust, of which Reporting Person is Trustee.
- Shares are held directly by The Melanie Thernstrom Grantor Retained Annuity Trust, of which Reporting Person's spouse is Trustee.
- 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.
- All shares of Preferred Stock automatically converted into Common Stock on a 1:1 basis and were reclassified into shares of Series B Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering.
- Option vests in 48 equal monthly installments from November 7, 2015.

Remarks:

Michael James Callahan, by /s/ 09/23/2019
Ron A. Metzger, Attorney-in-

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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