

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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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>Shah Shardul</u> (Last) (First) (Middle) <u>C/O DATADOG, INC., 620 8TH AVENUE,</u> <u>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>12/10/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/12/2019</u>	

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	12/10/2019		C ⁽¹⁾		2,495,601	A	\$0.00 ⁽¹⁾	2,495,601	I	See footnote ⁽²⁾
Class A Common Stock	12/10/2019		J ⁽¹⁾		1,309,685	D	\$0.00 ⁽¹⁾	1,185,916	I	See footnote ⁽²⁾
Class A Common Stock	12/10/2019		C ⁽³⁾		7,783,147	A	\$0.00 ⁽³⁾	7,783,147	I	See footnote ⁽⁴⁾
Class A Common Stock	12/10/2019		J ⁽³⁾		3,891,573	D	\$0.00 ⁽³⁾	3,891,574	I	See footnote ⁽⁴⁾
Class A Common Stock	12/10/2019		C ⁽⁵⁾		157,104	A	\$0.00 ⁽⁵⁾	157,104	I	See footnote ⁽⁶⁾
Class A Common Stock	12/10/2019		C ⁽⁷⁾		138,508	A	\$0.00 ⁽⁷⁾	138,508	I	See footnote ⁽⁸⁾
Class A Common Stock								38,915 ⁽¹⁰⁾	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 Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	12/10/2019		C ⁽¹⁾			2,495,601	(9)	(9)	Class A Common Stock	2,495,601	\$0.00	10,601,253	I	See footnote ⁽²⁾
Class B Common Stock	(3)	12/10/2019		C ⁽³⁾			7,783,147	(9)	(9)	Class A Common Stock	7,783,147	\$0.00	31,132,589	I	See footnote ⁽⁴⁾
Class B Common Stock	(5)	12/10/2019		C ⁽⁵⁾			157,104	(9)	(9)	Class A Common Stock	157,104	\$0.00	628,416	I	See footnote ⁽⁶⁾
Class B Common Stock	(7)	12/10/2019		C ⁽⁷⁾			138,508	(9)	(9)	Class A Common Stock	138,508	\$0.00	563,459	I	See footnote ⁽⁸⁾

Explanation of Responses:

- On December 10, 2019, Index Ventures Growth III (Jersey), L.P. ("Index Growth III") converted in the aggregate 2,495,601 shares of the Issuer's Class B Common Stock into 2,495,601 shares of the Issuer's Class A Common Stock. Subsequently on the same date, Index Growth III distributed in-kind, without consideration, 1,309,685 shares of Class A Common Stock pro-rata to its limited partners, in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- The shares are held by Index Growth III. Index Venture Growth Associates III Limited ("IVGA III") is the general partner of Index Growth III. The Reporting Person is a partner within the Index Ventures group. Advisors within the Index Ventures group provide advice to each of Index Growth III, Index Ventures VI (Jersey) L.P. ("Index VI"), and Index Ventures VI Parallel Entrepreneur Fund (Jersey), L.P. ("Index VI Parallel") and together with Index Growth III and Index VI, the "Funds"). The Reporting Person disclaims Section 16 beneficial ownership of these securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- On December 10, 2019, Index VI converted in the aggregate 7,783,147 shares of the Issuer's Class B Common Stock into 7,783,147 shares of the Issuer's Class A Common Stock. Subsequently on the same date, Index VI distributed in-kind, without consideration, 3,891,573 shares of Class A Common Stock pro-rata to its partners, including its limited partners and its general partner, Index Venture Associates VI Limited ("IVA VI"), in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended. On the same date, IVA VI distributed in-kind, without consideration, the 972,893 shares of Class A Common Stock received in the Index VI distribution pro-rata to its shareholders, in accordance with the exemption under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- The shares are held by Index VI. The Reporting Person disclaims Section 16 beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.
- On December 10, 2019, Index VI Parallel converted in the aggregate 157,104 shares of the Issuer's Class B Common Stock into 157,104 shares of the Issuer's Class A Common Stock.

6. The shares are held by Index VI Parallel. IVA VI is the general partner of Index VI Parallel. The Reporting Person disclaims Section 16 beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.

7. On December 10, 2019, Yucca (Jersey) SLP ("Yucca") converted in the aggregate 138,508 shares of the Issuer's Class B Common Stock into 138,508 shares of the Issuer's Class A Common Stock.

8. The shares are held by Yucca. Yucca is the administrator of the Index co-investment vehicles that are contractually required to mirror the relevant Fund's investment in the Issuer (in this case, Index Growth III, Index VI and Index VI Parallel). The Reporting Person disclaims Section 16 beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that such shares are beneficially owned by him for Section 16 or any other purpose.

9. 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 earlier 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, and (ii) the tenth anniversary of the Issuer's initial public offering of its Class A Common Stock.

10. Represents shares received in the distribution described in footnote (3) above.

Remarks:

This Form 4/A is being filed to amend the Form 4 filed by the Reporting Person on December 12, 2019 to correct (1) the number of shares of Class A Common Stock held by Index Growth III in Table I following the distribution, (2) the number of shares of Class B Common Stock held by Index Growth III in Table II following the conversion, (3) the number of shares of Class B Common Stock held Index VI Parallel in Table II following the conversion, and (4) the number of shares of Class B Common Stock held by Yucca in Table II following the conversion.

/s/ Shardul Shah

03/03/2020

** 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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