

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

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>ICONIQ STRATEGIC PARTNERS II, L.P.</u>	2. Date of Event Requiring Statement (Month/Day/Year) 09/18/2019	3. Issuer Name and Ticker or Trading Symbol <u>Datadog, Inc. [DDOG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) _____ (First) _____ (Middle) _____ C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR			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
(Street) SAN FRANCISCO CA 94111			
(City) _____ (State) _____ (Zip) _____			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	91,461 ⁽¹⁾⁽²⁾	D ⁽³⁾⁽⁴⁾⁽⁵⁾	
Common Stock	97,725 ⁽¹⁾⁽²⁾	D ⁽⁶⁾⁽⁴⁾⁽⁵⁾	
Common Stock	1,890,426 ⁽¹⁾⁽²⁾	D ⁽⁷⁾⁽⁴⁾⁽⁵⁾	
Common Stock	3,084,381 ⁽¹⁾⁽²⁾	D ⁽⁸⁾⁽⁴⁾⁽⁵⁾	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series Seed Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾⁽²⁾	150,852	(1)	D ⁽⁹⁾⁽⁴⁾⁽⁵⁾	
Series Seed Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾⁽²⁾	118,092	(1)	D ⁽¹⁰⁾⁽⁴⁾⁽⁵⁾	
Series Seed Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾⁽²⁾	317,388	(1)	D ⁽³⁾⁽⁴⁾⁽⁵⁾	
Series Seed Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾⁽²⁾	339,132	(1)	D ⁽⁶⁾⁽⁴⁾⁽⁵⁾	
Series A Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾⁽²⁾	67,032	(1)	D ⁽⁹⁾⁽⁴⁾⁽⁵⁾	
Series A Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾⁽²⁾	52,464	(1)	D ⁽¹⁰⁾⁽⁴⁾⁽⁵⁾	
Series B Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾⁽²⁾	71,688	(1)	D ⁽⁹⁾⁽⁴⁾⁽⁵⁾	
Series B Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾⁽²⁾	56,112	(1)	D ⁽¹⁰⁾⁽⁴⁾⁽⁵⁾	
Series D Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾⁽²⁾	11,043,852	(1)	D ⁽⁹⁾⁽⁴⁾⁽⁵⁾	
Series D Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾⁽²⁾	8,645,100	(1)	D ⁽¹⁰⁾⁽⁴⁾⁽⁵⁾	
Series D Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾⁽²⁾	4,120,260	(1)	D ⁽¹¹⁾⁽⁴⁾⁽⁵⁾	

1. Name and Address of Reporting Person* <u>ICONIQ STRATEGIC PARTNERS II, L.P.</u>		
(Last) _____	(First) _____	(Middle) _____
C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR		
(Street) SAN FRANCISCO CA 94111		
(City) _____	(State) _____	(Zip) _____

1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners IV GP, L.P.](#)

(Last) (First) (Middle)

C/O ICONIQ CAPITAL
394 PACIFIC AVENUE, 2ND FLOOR

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Makan Divesh](#)

(Last) (First) (Middle)

C/O ICONIQ CAPITAL
394 PACIFIC AVENUE, 2ND FLOOR

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Griffith William J.G.](#)

(Last) (First) (Middle)

C/O ICONIQ CAPITAL
394 PACIFIC AVENUE, 2ND FLOOR

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

Explanation of Responses:

- The Preferred Stock is convertible into Class B Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the closing of the Issuer's initial public offering, (1) all shares of Preferred Stock will be automatically converted into shares of Common Stock on a 1:1 basis and (2) all shares of Common Stock shall then be reclassified into one share of Class B Common Stock on a 1:1 basis.
- After the completion of the Issuer's initial public offering, on any transfer of shares of Class B common stock, whether or not for value, each such transferred share will automatically convert into one share of Class A common stock, except for certain transfers described in the Issuer's amended and restated certificate of incorporation, including transfers for tax and estate planning purposes, so long as the transferring holder continues to hold sole voting and dispositive power with respect to the shares transferred. Additionally, the shares of Class B common stock will convert automatically into Class A common stock, on a 1:1 basis, upon the tenth anniversary of the Issuer's initial public offering.
- The shares are held by ICONIQ Strategic Partners III, L.P. ("ICONIQ III").
- Iconiq Strategic Partners GP II, L.P. ("ICONIQ GP II") 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 Parent GP II") is the sole general partner of ICONIQ GP II. Iconiq Strategic Partners GP III, L.P. ("ICONIQ GP III") is the sole general partner of each of ICONIQ III and ICONIQ III-B. ICONIQ Strategic Partners III TT GP, Ltd. ("ICONIQ Parent GP III") is the sole general partner of ICONIQ GP III. Iconiq Strategic Partners GP IV, L.P. ("ICONIQ GP IV") is the sole general partner of each of ICONIQ IV and ICONIQ IV-B. ICONIQ Strategic Partners IV TT GP, Ltd. ("ICONIQ Parent GP IV") is the sole general partner of ICONIQ GP IV. Divesh Makan ("Makan") and William J.G. Griffith ("Griffith") are the sole equity holders and directors of ICONIQ Parent GP II, ICONIQ Parent GP III and ICONIQ Parent GP IV.
- Each of ICONIQ GP II, ICONIQ GP III, ICONIQ GP IV, ICONIQ Parent GP II, ICONIQ Parent GP III, ICONIQ Parent GP IV, Makan and Griffith 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 its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- The shares are held by ICONIQ Strategic Partners III-B, L.P. ("ICONIQ III-B").
- The shares are held by ICONIQ Strategic Partners IV, LP ("ICONIQ IV").
- The shares are held by ICONIQ Strategic Partners IV-B, LP ("ICONIQ IV-B").
- The shares are held by ICONIQ Strategic Partners II, LP ("ICONIQ II").
- The shares are held by ICONIQ Strategic Partners II-B, LP ("ICONIQ II-B").
- The shares are held by ICONIQ Strategic Partners II Co-Invest, L.P., DD Series ("ICONIQ II Co-Invest").

Remarks:

Form 2 of 2 This Form 3 is the second of two Form 3s being filed relating to the same event. The Form 3 has been split into two filings because there are more than 10 Reporting Persons in total, and the SEC's EDGAR filing system limits a single Form 3 to a maximum of 10 Reporting Persons. Each Form 3 will be filed by Designated Filer ICONIQ Strategic Partners II, L.P.

[ICONIQ Strategic Partners IV GP, L.P., a Cayman Islands exempted limited partnership, By: ICONIQ Strategic Partners IV TT GP, Ltd., a Cayman Islands exempted company, its General Partner, By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster](#) 09/18/2019
[Divesh Makan, /s/ Divesh Makan](#) 09/18/2019
[William J.G. Griffith, /s/ William J.G. Griffith](#) 09/18/2019

** Signature of Reporting Person Date

* If the form is filed by more than one reporting person, see Instruction 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.