

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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> _____ (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	08/20/2020		J <sup>(1)</sup>		698,862	D	\$0.00 <sup>(1)</sup>	1,166,884	D <sup>(2)</sup> (7)(8)	
Class A Common Stock	08/20/2020		J <sup>(3)</sup>		547,067	D	\$0.00 <sup>(3)</sup>	913,432	D <sup>(4)</sup> (7)(8)	
Class A Common Stock	08/20/2020		J <sup>(5)</sup>		254,071	D	\$0.00 <sup>(5)</sup>	419,684	D <sup>(6)</sup> (7)(8)	
Class A Common Stock	08/20/2020		J <sup>(1)</sup> (3)(5)		116,771	A	\$0.00 <sup>(1)</sup> (3)(5)	224,062	D <sup>(7)</sup> (8)(9)	
Class A Common Stock	08/20/2020		J <sup>(1)</sup> (3)(5)		116,834	A	\$0.00 <sup>(1)</sup> (3)(5)	224,174	D <sup>(7)</sup> (8)(10)	
Class A Common Stock								408,849	D <sup>(7)</sup> (8)(11)	
Class A Common Stock								436,857	D <sup>(7)</sup> (8)(12)	
Class A Common Stock								199,500	D <sup>(7)</sup> (8)(13)	
Class A Common Stock								325,500	D <sup>(7)</sup> (8)(14)	

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)					

1. Name and Address of Reporting Person\*  
ICONIQ STRATEGIC PARTNERS II, 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\*  
ICONIQ STRATEGIC PARTNERS II-B, 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\*

[ICONIQ Strategic Partners II Co-Invest, L.P., DD Series](#)

(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 II 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\*

[ICONIQ Strategic Partners II TT GP, Ltd](#)

(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:**

1. On August 20, 2020, ICONIQ Strategic Partners II, LP ("CONIQ II") distributed, for no consideration, in the aggregate 698,862 shares of the Issuer's Class A Common Stock (the "CONIQ II Shares") to its limited partners and to ICONIQ II GP, representing each such partner's pro rata interest in such CONIQ II Shares. On the same date, ICONIQ II GP distributed, for no consideration, the CONIQ II Shares it received in the distribution by ICONIQ II to its partners, representing each such partner's pro rata interest in such CONIQ 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.
2. The shares are held by ICONIQ II.
3. On August 20, 2020, ICONIQ Strategic Partners II-B, LP ("CONIQ II-B") distributed, for no consideration, in the aggregate 547,067 shares of the Issuer's Class A Common Stock (the "CONIQ II-B Shares") to its limited partners and to ICONIQ II GP, representing each such partner's pro rata interest in such CONIQ II-B Shares. On the same date, ICONIQ II GP distributed, for no consideration, the CONIQ 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 CONIQ 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.
4. The shares are held by ICONIQ II-B.
5. On August 20, 2020, ICONIQ Strategic Partners II Co-Invest, L.P., DD Series ("CONIQ II Co-Invest") distributed, for no consideration, in the aggregate 254,071 shares of the Issuer's Class A Common Stock (the "CONIQ II Co-Invest Shares") to its limited partners and to ICONIQ II GP, representing each such partner's pro rata interest in such CONIQ II Co-Invest Shares. On the same date, ICONIQ II GP distributed, for no consideration, the CONIQ 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 CONIQ 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.
6. The shares are held by ICONIQ II Co-Invest.
7. ICONIQ Strategic Partners II GP, L.P. ("CONIQ 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. ("CONIQ II Parent GP") is the sole general partner of ICONIQ II GP. Iconiq Strategic Partners III GP, L.P. ("CONIQ III GP") is the sole general partner of each of ICONIQ III and ICONIQ III-B. ICONIQ Strategic Partners III TT GP, Ltd. ("CONIQ III Parent GP") is the sole general partner of ICONIQ III GP. ICONIQ Strategic Partners IV GP, L.P. ("CONIQ IV GP") is the sole general partner of ICONIQ IV and ICONIQ IV-B. ICONIQ Strategic Partners IV TT GP, Ltd. ("CONIQ 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.
8. Each of ICONIQ II GP, ICONIQ II Parent GP, 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.
9. These shares are directly held by Makan through family trust(s) that he controls. Includes CONIQ 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. These shares are directly held by Griffith through family trust(s) that he controls. Includes CONIQ 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.
11. The shares are held by ICONIQ Strategic Partners III, LP ("CONIQ III").
12. The shares are held by ICONIQ Strategic Partners III-B, LP ("CONIQ III-B").
13. The shares are held by ICONIQ Strategic Partners IV, L.P. ("CONIQ IV").
14. The shares are held by ICONIQ Strategic Partners IV-B, L.P. ("CONIQ IV-B").

**Remarks:**

[ICONIQ Strategic Partners II, L.P., By: ICONIQ Strategic Partners II GP, L.P., its General Partner, By: ICONIQ Strategic Partners II TT GP, Ltd, its General Partner, By: Kevin Foster, Title: Sr. Vice President, /s/ Kevin Foster](#) [08/24/2020](#)

[ICONIQ Strategic Partners II-B, L.P., By: ICONIQ Strategic Partners II GP, L.P., its General Partner, By: ICONIQ Strategic Partners II TT GP, Ltd., its General Partner, /s/ Kevin Foster](#) [08/24/2020](#)

[ICONIQ Strategic Partners II Co-Invest, L.P., a Delaware series limited partnership, DD Series, By: ICONIQ Strategic Partners II GP, L.P., its General Partner, By: ICONIQ Strategic Partners II TT GP, Ltd., its General Partner, /s/ Kevin Foster](#) [08/24/2020](#)

[ICONIQ Strategic Partners II GP, L.P., a Cayman Islands exempted limited partnership, By: ICONIQ Strategic Partners II TT GP, Ltd., a Cayman Islands exempted company, its General Partner, /s/ Kevin Foster](#) [08/24/2020](#)

[ICONIQ Strategic Partners II TT GP, Ltd., a Cayman Islands exempted company, /s/ Kevin Foster](#) [08/24/2020](#)

[/s/ Divesh Makan](#) [08/24/2020](#)

[/s/ William J.G. Griffith](#) [08/24/2020](#)

\*\* 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.

