

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

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) 03/08/2022	
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	03/08/2022		C <sup>(1)</sup>		1,231,797	A	\$0.00 <sup>(1)</sup>	1,568,560	I <sup>(2)(13)(14)</sup>	By ICONIQ Strategic Partners II, L.P.
Class A Common Stock	03/08/2022		C <sup>(3)</sup>		964,247	A	\$0.00 <sup>(3)</sup>	1,227,863	I <sup>(4)(13)(14)</sup>	By ICONIQ Strategic Partners II-B, L.P.
Class A Common Stock	03/08/2022		C <sup>(5)</sup>		447,819	A	\$0.00 <sup>(5)</sup>	570,249	I <sup>(6)(13)(14)</sup>	By ICONIQ Strategic Partners II Co-Invest, L.P., DD Series
Class A Common Stock	03/08/2022		C <sup>(7)</sup>		374,484	A	\$0.00 <sup>(7)</sup>	587,609	I <sup>(8)(13)(14)</sup>	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock	03/08/2022		C <sup>(9)</sup>		620,478	A	\$0.00 <sup>(9)</sup>	968,551	I <sup>(10)(13)(14)</sup>	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock								349,566	I <sup>(11)(13)(14)</sup>	By ICONIQ Strategic Partners III, L.P.
Class A Common Stock								373,513	I <sup>(12)(13)(14)</sup>	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock								246,752	D <sup>(15)</sup>	

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

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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 (e.g. C, V, A, D)				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 Class of Securities Underlying Derivative Securities (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	(3)	03/08/2022		C	V	(A)	964,247	(16)	(16)	Class A Common Stock	964,247	\$0.00	2,892,741	I(4)(13)(14)	By ICONIQ Strategic Partners II-B, L.P.		
Class B Common Stock	(5)	03/08/2022		C			447,819	(16)	(16)	Class A Common Stock	447,819	\$0.00	1,343,458	I(6)(13)(14)	By ICONIQ Strategic Partners II Co-Invest, L.P., DD Series		
Class B Common Stock	(7)	03/08/2022		C			374,484	(16)	(16)	Class A Common Stock	374,484	\$0.00	1,141,458	I(8)(13)(14)	By ICONIQ Strategic Partners IV, L.P.		
Class B Common Stock	(9)	03/08/2022		C			620,478	(16)	(16)	Class A Common Stock	620,478	\$0.00	1,843,426	I(10)(13)(14)	By ICONIQ Strategic Partners IV-B, L.P.		

**Explanation of Responses:**

- On March 8, 2022, ICONIQ Strategic Partners II, L.P. ("ICONIQ II") converted in the aggregate 1,231,797 shares of the Issuer's Class B Common Stock into 1,231,797 shares of the Issuer's Class A Common Stock. The shares are held by ICONIQ II.
- On March 8, 2022, ICONIQ Strategic Partners II-B, L.P. ("ICONIQ II-B") converted in the aggregate 964,247 shares of the Issuer's Class B Common Stock into 964,247 shares of the Issuer's Class A Common Stock. The shares are held by ICONIQ II-B.
- On March 8, 2022, ICONIQ Strategic Partners II Co-Invest, L.P., DD Series ("ICONIQ II Co-Invest") converted in the aggregate 447,819 shares of the Issuer's Class B Common Stock into 447,819 shares of the Issuer's Class A Common Stock. The shares are held by ICONIQ II Co-Invest.
- On March 8, 2022, ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV") converted in the aggregate 374,484 shares of the Issuer's Class B Common Stock into 374,484 shares of the Issuer's Class A Common Stock. The shares are held by ICONIQ IV.
- On March 8, 2022, ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B") converted in the aggregate 620,478 shares of the Issuer's Class B Common Stock into 620,478 shares of the Issuer's Class A Common Stock. The shares are held by ICONIQ IV-B.
- The shares are held by ICONIQ Strategic Partners III, LP ("ICONIQ III").
- The shares are held by ICONIQ Strategic Partners III-B, LP ("ICONIQ III-B").
- 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 of ICONIQ II Parent GP and ICONIQ III Parent GP and Makan, Griffith and Matthew Jacobson are the sole equity holders of 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.
- These shares are directly held by the Reporting Person through a trust of which he is a trustee and another estate planning trust having an independent 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 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.

**Remarks:**

/s/ Matthew Jacobson

03/10/2022

\*\* 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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