SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

Pomel Olivier

(Last)   (First)   (Middle)

C/O DATADOG, INC.

620 8TH AVENUE, 45TH FLOOR

(Street)

NEW YORK   NY   10018

(City)   (State)   (Zip)

2. Issuer Name and Ticker or Trading Symbol

Datadog, Inc. [DDOG]

3. Date of Earliest Transaction (Month/Day/Year)

04/01/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director   10% Owner

X Officer (give title below)   Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

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	04/01/2020		C[1]		54,800	A	[1]	54,800	D	
Class A Common Stock	04/01/2020		S[2]		44,750	D	$34.9871[3]	10,050	D	
Class A Common Stock	04/01/2020		S[2]		9,350	D	$36.1297[4]	700	D	
Class A Common Stock	04/01/2020		S[2]		700	D	$36.64	0	D	
Class A Common Stock	04/01/2020		C[1]		18,750	A	[1]	18,750	I	By GRAT[5]
Class A Common Stock	04/01/2020		S[2]		13,850	D	$34.9273[6]	4,900	I	By GRAT[5]
Class A Common Stock	04/01/2020		S[2]		4,400	D	$35.8896[7]	500	I	By GRAT[5]
Class A Common Stock	04/01/2020		S[2]		500	D	$36.484[8]	0	I	By GRAT[5]
Class A Common Stock	04/01/2020		C[1]		12,500	A	[1]	12,500	I	By Trust[9]
Class A Common Stock	04/01/2020		S[10]		9,169	D	$34.929[11]	3,331	I	By Trust[9]
Class A Common Stock	04/01/2020		S[10]		2,931	D	$35.8792[12]	400	I	By Trust[9]
Class A Common Stock	04/01/2020		S[10]		400	D	$36.5225[13]	0	I	By Trust[9]

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]	04/01/2020		C[1][2]			54,800	[1]	[1]	Class B Common Stock	54,800	$0.00	12,780,364	D	
Class B Common Stock	[1]	04/01/2020		C[1][2]			18,750	[1]	[1]	Class B Common Stock	18,750	$0.00	4,368,750	I	By GRAT[5]
Class B Common Stock	[1]	04/01/2020		C[1][2]			12,500	[1]	[1]	Class B Common Stock	12,500	$0.00	512,500	I	By Trust[9]

Explanation of Responses:

1. Each share of Class B Common Stock is convertible into an equal number of shares of Class A Common Stock at any time, at the holder's election, 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 nine-month anniversary of 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.

2. Shares sold pursuant to a 10b5-1 plan entered into on December 7, 2019.

3. Price reported is a weighted-average sales price. The shares were sold at prices ranging from $34.49 to $35.47. The reporting person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

4. Price reported is a weighted-average sales price. The shares were sold at prices ranging from $35.49 to $36.37. The reporting person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

5. Shares are held by the Olivier Pomel 2018 GRAT.

6. Price reported is a weighted-average sales price. The shares were sold at prices ranging from $34.36 to $35.35. The reporting person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

7. Price reported is a weighted-average sales price. The shares were sold at prices ranging from $35.36 to $36.30. The reporting person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

8. Price reported is a weighted-average sales price. The shares were sold at prices ranging from $36.45 to $36.59. The reporting person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

9. Shares are held by the Pomel Descendents' 2018 Trust. Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any, in the shares.

10. Shares sold pursuant to a 10b5-1 plan entered into on December 6, 2019.

11. Price reported is a weighted-average sales price. The shares were sold at prices ranging from $34.35 to $35.32. The reporting person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

12. Price reported is a weighted-average sales price. The shares were sold at prices ranging from $35.35 to $36.33. The reporting person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

13. Price reported is a weighted-average sales price. The shares were sold at prices ranging from $36.40 to $36.70. The reporting person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Remarks:

Olivier Pomel, by /s/ Ron A. Metzger, Attorney-in-Fact	04/03/2020
** 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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