

**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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Pomel Olivier</u>  (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 <u>Datadog, Inc.</u> [ <u>DDOG</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2021	
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	01/04/2021		c <sup>(1)</sup>		321,800	A	(1)	485,421	D	
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		195,854	D	\$91.3667 <sup>(3)</sup>	289,567	D	
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		45,005	D	\$92.1763 <sup>(4)</sup>	244,562	D	
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		25,180	D	\$93.5113 <sup>(5)</sup>	219,382	D	
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		30,513	D	\$94.2382 <sup>(6)</sup>	188,869	D	
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		19,109	D	\$95.3754 <sup>(7)</sup>	169,760	D	
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		2,000	D	\$96.4215 <sup>(8)</sup>	167,760	D	
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		1,339	D	\$97.2846 <sup>(9)</sup>	166,421	D	
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		2,800	D	\$98.7571 <sup>(10)</sup>	163,621	D	
Class A Common Stock	01/04/2021		c <sup>(1)</sup>		67,400	A	(1)	67,400	I	By GRAT <sup>(11)</sup>
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		33,420	D	\$91.345 <sup>(12)</sup>	33,980	I	By GRAT <sup>(11)</sup>
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		9,421	D	\$92.125 <sup>(13)</sup>	24,559	I	By GRAT <sup>(11)</sup>
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		5,775	D	\$93.5265 <sup>(14)</sup>	18,784	I	By GRAT <sup>(11)</sup>
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		9,794	D	\$94.1884 <sup>(15)</sup>	8,990	I	By GRAT <sup>(11)</sup>
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		6,790	D	\$95.3565 <sup>(16)</sup>	2,200	I	By GRAT <sup>(11)</sup>
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		600	D	\$96.6267 <sup>(17)</sup>	1,600	I	By GRAT <sup>(11)</sup>
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		400	D	\$97.3	1,200	I	By GRAT <sup>(11)</sup>
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		1,200	D	\$98.7333 <sup>(18)</sup>	0	I	By GRAT <sup>(11)</sup>
Class A Common Stock	01/04/2021		c <sup>(1)</sup>		50,000	A	(1)	50,000	I	By Trust <sup>(19)</sup>
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		26,229	D	\$91.3736 <sup>(20)</sup>	23,771	I	By Trust <sup>(19)</sup>
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		5,738	D	\$92.2408 <sup>(21)</sup>	18,033	I	By Trust <sup>(19)</sup>
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		5,287	D	\$93.6466 <sup>(22)</sup>	12,746	I	By Trust <sup>(19)</sup>
Class A Common Stock	01/04/2021		s <sup>(2)</sup>		6,546	D	\$94.2945 <sup>(23)</sup>	6,200	I	By Trust <sup>(19)</sup>

**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	01/04/2021		S <sup>(2)</sup>		4,600	D	\$95.3948 <sup>(24)</sup>	1,600	I	By Trust <sup>(19)</sup>
Class A Common Stock	01/04/2021		S <sup>(2)</sup>		300	D	\$96.5933 <sup>(25)</sup>	1,300	I	By Trust <sup>(19)</sup>
Class A Common Stock	01/04/2021		S <sup>(2)</sup>		500	D	\$97.302 <sup>(26)</sup>	800	I	By Trust <sup>(19)</sup>
Class A Common Stock	01/04/2021		S <sup>(2)</sup>		800	D	\$98.7875 <sup>(27)</sup>	0	I	By Trust <sup>(19)</sup>

**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)	01/04/2021		C <sup>(1)</sup>			321,800	(1)	(1)	Class B Common Stock	321,800	\$0.00	10,882,168	D	
Class B Common Stock	(1)	01/04/2021		C <sup>(1)</sup>			67,400	(1)	(1)	Class B Common Stock	67,400	\$0.00	3,847,800	I	By GRAT <sup>(11)</sup>
Class B Common Stock	(1)	01/04/2021		C <sup>(1)</sup>			50,000	(1)	(1)	Class B Common Stock	50,000	\$0.00	150,000	I	By Trust <sup>(19)</sup>

**Explanation of Responses:**

- 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.
- Shares sold pursuant to a 10b5-1 plan entered into on September 14, 2020.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$90.88 to \$91.87. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$91.88 to \$92.86. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$92.88 to \$93.87. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$93.88 to \$94.86. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$94.88 to \$95.75. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$95.95 to \$96.55. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$97.25 to \$97.30. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$98.49 to \$98.83. 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.
- Shares are held by the Olivier Pomel 2018 GRAT.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$90.83 to \$91.82. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$91.83 to \$92.78. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$92.83 to \$93.82. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$93.83 to \$94.80. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$94.84 to \$95.72. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$96.17 to \$97.16. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$98.35 to \$98.83. 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.
- Shares are held by the Pomel Descendants' 2018 Trust. Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any, in the shares.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$90.90 to \$91.89. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$91.90 to \$92.88. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$92.92 to \$93.91. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$93.92 to \$94.91. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$94.92 to \$95.69. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$96.17 to \$97.06. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$97.25 to \$97.36. 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.
- Price reported is a weighted-average sales price. The shares were sold at prices ranging from \$98.49 to \$98.83. 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

01/06/2021

\*\* 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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