SEC Form 4
------------

FORM 4

Check this box if no longer subject to

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNER	RSHIP
Filed purculant to Section 16(a) of the Securities Exchange Act of 1024	

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) DraftKings Inc. [ DKNG ] Salter John S. Х Director 10% Owner Other (specify Officer (give title 3. Date of Earliest Transaction (Month/Day/Year) (Middle) below) below) (Last) (First) 05/21/2020 C/O DRAFTKINGS INC. 222 BERKELEY STREET, 5TH FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) X Form filed by One Reporting Person BOSTON MA 02116 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 7. Nature of 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of Ownership Form: Direct (D) or Indirect (I) (Instr. 4) Indirect Beneficial Date Execution Date Transaction Securities if any (Month/Day/Year) Code (Instr 8) Beneficially Owned Following (Month/Day/Year) Ownership Reported (Instr. 4) Transaction(s) (Instr. 3 and 4) (A) or (D) Code v Price Amount Held by Class A Common Stock 05/21/2020 м 231,508 A 25,063,075 T **RPII DK** LLC Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date 5. Number of Derivative Securities 1. Title of 2. Conversion 3A. Deemed 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature 4. Transaction Derivative Execution Date. Expiration Date (Month/Day/Year) of Securities Derivative derivative Ownership of Indirect Security if any Underlying Derivative Security Form: Direct (D) or Exercise (Month/Day/Year) Code (Instr. Security Securities Beneficial (Instr. 3) Price of Derivative (Month/Day/Year) 8) Acquired (A) (Instr. 5) Beneficially Ownership (Instr. 3 and 4) or Indirect (Instr. 4) or Disposed Owned

		Security					of (D) (Instr. 3, 4 and 5)				( ,			Following Reported Transaction(s)	(I) (Instr. 4)		
	Code				v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 4)					
	Earnout Rights	(1)	05/21/2020		м			231,508	(1)	04/23/2024	Class A Common Stock	231,508	(1)	0	I	Held by RPII DK LLC	

## Explanation of Responses:

1. The shares of Class A Common Stock of the Issuer reported on this Form 4 were released from escrow and distributed to the Reporting Person pursuant to Section 1.8 of that certain Business Combination Agreement, dated as of December 22, 2019 (as amended by Amendment No. 1 thereto, dated as of April 7, 2020) (the "earnout rights"). The number of shares issuable pursuant to the earnout rights was determined, and the Reporting Person's right to receive such shares subject to the earnout rights became fixed and irrevocable, on April 23, 2020, the closing date of the business combination.

zo, zozo, ale closing date of the busiless comb	mation
<u>/s/ Faisal Hasan, attorney-in-</u> <u>fact</u>	05/26/2020

\*\* 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.

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.