FORM 4

\$0.63

Options

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
-------------	------	-------

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

> Held by the Paul

Liberman

Revocable Trust

2015

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Instruction 1(b)

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) <u>DraftKings Inc.</u> [DKNG] Liberman Paul 1 Director 10% Owner Officer (give title Other (specify 1 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 08/07/2024 See Remarks C/O DRAFTKINGS INC. 6. Individual or Joint/Group Filing (Check Applicable 222 BERKELEY STREET, 5TH FLOOR 4. If Amendment, Date of Original Filed (Month/Dav/Year) Form filed by One Reporting Person (Street) Form filed by More than One Reporting **BOSTON** MA 02116 Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2A. Deemed 5. Amount of 6. Ownership 7. Nature of Transaction Execution Date. Securities Form: Direct Indirect if any (Month/Day/Year) Beneficially Owned Following Reported Beneficial (Month/Day/Year) Code (Instr. 5) (D) or Indirect 8) Ownership (Instr. 4) (A) or (D) Transaction(s) ν Code Amount Price (Instr. 3 and 4) Held by the Paul Liberman $G^{(1)}$ 2,486,378(2)(3) Class A Common Stock 08/07/2024 7,860 D **\$0** 2015 Revocable Trust 08/09/2024 28,309 (4) 28,309(2) Class A Common Stock Α D Class A Common Stock 08/09/2024 13,688 D \$30.34 14,621 D Held by the Paul 205,962 Class A Common Stock T Liberman 2020 Trust Held by the Paul Liberman Class A Common Stock 213,597 2020 Irrevocable Trust Held by the Rachel Nager Class A Common Stock 200,000 Liberman Irrevocable Trust -2022 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature Execution Date, Expiration Date (Month/Day/Year) of Securities
Underlying
Derivative Security Ownership Date (Month/Day/Year) Derivative Securities Beneficial Security or Exercise if any (Month/Day/Year) Code (Instr. Security (Instr. 5) Form: Price of Direct (D) (Instr. 3) Securities Beneficially Ownership Acquired (A) or Disposed Owned Following Reported Derivative Security or Indirect (I) (Instr. 4) (Instr. 3 and 4) (Instr. 4) of (D) (Instr 3, 4 and 5) nsaction(s) (Instr. 4) Amount Date Exercisable Expiration Date Number of Shares (D) Code (A) Title Restricted Class A (4) (5) (5) 28.309 08/09/2024 28 309 Commo Stock \$0.00 169,852 D Units

Class A

Common

Stock

74,097

74,097⁽⁷⁾

02/18/2025

(6)

	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.		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				
Stock Options	\$0.63							(6)	02/18/2025	Class A Common Stock	0		0 ⁽⁷⁾	D	
Stock Options	\$0.63							(6)	08/27/2025	Class A Common Stock	191,226		191,226 ⁽⁸⁾	I	Held by the Paul Liberman 2015 Revocable Trust
Stock Options	\$0.63							(6)	08/27/2025	Class A Common Stock	0		0(8)	D	
Stock Options	\$0.63							(6)	03/24/2026	Class A Common Stock	430,547		430,547 ⁽⁹⁾	I	Held by the Paul Liberman 2015 Revocable Trust
Stock Options	\$0.63							(6)	03/24/2026	Class A Common Stock	0		0 ⁽⁹⁾	D	
Stock Options	\$3.29							(6)	04/18/2028	Class A Common Stock	89,159		89,159 ⁽¹⁰⁾	I	Held by the Paul Liberman 2015 Revocable Trust
Stock Options	\$3.29							(6)	04/18/2028	Class A Common Stock	0		0(11)	D	
Stock Options	\$4.7							(6)	06/04/2029	Class A Common Stock	629,591		629,591 ⁽¹¹⁾⁽¹²⁾	I	Held by the Paul Liberman 2015 Revocable Trust
Stock Options	\$4.7							(6)	06/04/2029	Class A Common Stock	0		0(11)(12)	D	
Stock Options	\$0.63							(6)	03/24/2026	Class A Common Stock	53,870		53,870	I	Held by the Paul Liberman 2020 Irrevocable Trust
Stock Options	\$3.29							(6)	04/18/2028	Class A Common Stock	184,968		184,968	I	Held by the Paul Liberman 2020 Irrevocable Trust
Stock Options	\$4.7							(6)	06/04/2029	Class A Common Stock	56,359		56,359	I	Held by the Paul Liberman 2020 Irrevocable Trust

Explanation of Responses:

- 1. Represents a bona fide gift of the Issuer's Class A Common Stock to a non-profit organization. There was no purchase or sale of Class A Common Stock in connection with the transfer.
- 2. Reflects the transfer of 777,832 shares of Class A Common Stock previously reported as directly held by the Reporting Person to the Paul Liberman 2015 Revocable Trust, a revocable trust of which the Reporting Person is the lifetime beneficiary and sole trustee. There was no purchase or sale of shares of Class A Common Stock in connection with the transfer.
- 3. The reported amount reflects an adjustment to correct previous filings which overreported the Reporting Person's holdings by 1,690 shares of Class A Common Stock.
- 4. No shares of Class A Common Stock were transferred or sold upon the vesting of the restricted stock units ("RSUs") other than to the Issuer to satisfy withholding taxes. The Reporting Person received the net of the 28,309 shares of Class A Common Stock underlying the RSUs listed in Table II, and 13,688 shares of Class A Common Stock withheld by the Issuer. Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- 5. On February 9, 2022, the Reporting Person was granted 452,940 RSUs vesting quarterly over four (4) years.
- 6. These options are vested and currently exercisable.
- 7. Reflects the transfer of 74,097 stock options previously reported as directly held by the Reporting Person to the Paul Liberman 2015 Revocable Trust, a revocable trust of which the Reporting Person is the lifetime beneficiary and sole trustee. There was no purchase or sale of shares of Class A Common Stock or stock options in connection with the transfer.
- 8. Reflects the transfer of 191,226 stock options previously reported as directly held by the Reporting Person to the Paul Liberman 2015 Revocable Trust, a revocable trust of which the Reporting Person is the lifetime beneficiary and sole trustee. There was no purchase or sale of shares of Class A Common Stock or stock options in connection with the transfer.
- 9. Reflects the transfer of 430,546 stock options previously reported as directly held by the Reporting Person to the Paul Liberman 2015 Revocable Trust, a revocable trust of which the Reporting Person is the lifetime beneficiary and sole trustee. There was no purchase or sale of shares of Class A Common Stock or stock options in connection with the transfer.
- 10. Reflects the transfer of 15,757 stock options previously reported as directly held by the Reporting Person to the Paul Liberman 2015 Revocable Trust, a revocable trust of which the Reporting Person is the lifetime beneficiary and sole trustee. There was no purchase or sale of shares of Class A Common Stock or stock options in connection with the transfer.
- 11. Reflects the transfer of 110,200 stock options previously reported as directly held by the Reporting Person to the Paul Liberman 2015 Revocable Trust, a revocable trust of which the Reporting Person is the lifetime beneficiary and sole trustee. There was no purchase or sale of shares of Class A Common Stock or stock options in connection with the transfer.
- 12. The reported amount reflects an adjustment to correct previous filings which underreported the Reporting Person's holdings by 82 stock options.

Remarks:

** 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.