

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>Dodge R Stanton</u>			2. Issuer Name and Ticker or Trading Symbol <u>DraftKings Inc. [ DKNG ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Legal Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>C/O DRAFTKINGS INC. 222 BERKELEY STREET, 5TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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.					
<u>BOSTON</u>	<u>MA</u>	<u>02116</u>						
(City)	(State)	(Zip)						

**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	08/08/2023		M		52,777 <sup>(2)</sup>	A	\$2.95	684,908	D	
Class A Common Stock	08/08/2023		S <sup>(3)</sup>		44,388	D	\$31.97 <sup>(4)</sup>	640,520	D	
Class A Common Stock	08/08/2023		S <sup>(3)</sup>		8,389	D	\$32.81 <sup>(5)</sup>	632,131	D	
Class A Common Stock	08/09/2023		M		14,154	A	(1)	646,285	D	
Class A Common Stock	08/09/2023		F		6,193	D	\$28.26	640,092	D	

**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		Date Exercisable	Expiration Date						Title
Stock Option	\$2.95	08/08/2023		M		52,777	(6)	11/07/2027	Class A Common Stock	52,777	\$0.00	631,469	D	
Restricted Stock Units	(1)	08/09/2023		M		14,154	(7)	(7)	Class A Common Stock	14,154	\$0.00	141,544	D	

**Explanation of Responses:**

- 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 14,154 shares of Class A Common Stock underlying the RSUs listed in Table II, and 6,193 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.
- The Reporting Person acquired shares of Class A Common Stock of the Issuer after the exercise of stock options in an exercise-and-hold transaction, and paid the aggregate exercise price in cash.
- The reported sale was made pursuant to a pre-arranged program for selling shares of Class A Common Stock adopted on February 26, 2023 pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.59 to \$32.57, inclusive. The Reporting Person has provided to the Issuer, and undertakes to provide any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes 4 and 5 to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.62 to \$33.19, inclusive. See the last sentence of footnote 4 to this Form 4 above.
- These stock options were granted on November 7, 2017. As of the date hereof, all such remaining stock options have vested.
- On February 9, 2022, the Reporting Person was granted 226,470 RSUs vesting quarterly over four (4) years.

/s/ Faisal Hasan, attorney-in-fact 08/10/2023

\*\* 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.