

| 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) _____ Chief Legal Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/22/2023</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 | | |
| C/O DRAFTKINGS INC. <u>222 BERKELEY STREET, 5TH FLOOR</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | (City) | (State) | (Zip) | 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. | | | | |

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 | 11/22/2023 | | M | | 2,446 | A | (1) | 663,392 | D | |
| Class A Common Stock | 11/22/2023 | | F | | 1,071 | D | \$38.68 | 662,321 | D | |
| Class A Common Stock | 11/23/2023 | | M | | 1,961 | A | (2) | 664,282 | D | |
| Class A Common Stock | 11/23/2023 | | F | | 858 | D | \$38.68 | 663,424 | 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 | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | (1) | 11/22/2023 | | M | | | 2,446 | (3) | (3) | Class A Common Stock | 2,446 | \$0.00 | 12,230 | D | |
| Restricted Stock Units | (2) | 11/23/2023 | | M | | | 1,961 | (4) | (4) | Class A Common Stock | 1,961 | \$0.00 | 9,804 | 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 2,446 shares of Class A Common Stock underlying the RSUs listed in the first row of Table II, and 1,071 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.
- No shares of Class A Common Stock were transferred or sold upon the vesting of the RSUs other than to the Issuer to satisfy withholding taxes. The Reporting Person received the net of the 1,961 shares of Class A Common Stock underlying the RSUs listed in the second row of Table II, and 858 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.
- On February 22, 2021, the Reporting Person was granted 39,136 RSUs vesting quarterly over 4 years.
- On April 28, 2023, the Reporting Person was granted 9,412 RSUs vesting in equal monthly installments over one (1) year from April 23, 2023. Further, on April 28, 2023, the vesting terms of an additional 14,119 RSUs previously granted to the Reporting Person on February 13, 2023 were amended to provide that such RSUs will vest on the same schedule.

/s/ Faisal Hasan, attorney-in-fact 11/24/2023

** 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.