

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Levin Woodrow</u>			2. Issuer Name and Ticker or Trading Symbol <u>DraftKings Holdings Inc. [ DKNG ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2022</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)								
<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	05/05/2022		D		24,974	D	(1)(2)	0	D	
Class A Common Stock	05/05/2022		D		10	D	(1)(2)	0	I	Held by OneSix Red, LLC
Class A Common Stock	05/05/2022		D		44,616	D	(1)(2)	0	I	Held by Levin Family 2015 Irrevocable Trust

**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	(3)(4)	05/05/2022		D			13,342	(5)	(5)	Class A Common Stock	13,342	(1)(2)(3)(4)	0	D	
Warrant for Common Stock	\$11.5 <sup>(6)</sup>	05/05/2022		D			1,693		05/23/2020 04/23/2025	Class A Common Stock	1,693	\$0.00	0	D	
Warrant for Common Stock	\$11.5 <sup>(6)</sup>	05/05/2022		D			271		05/23/2020 04/23/2025	Class A Common Stock	271	\$0.00	0	I	Held by Levin Family 2015 Irrevocable Trust
Warrant for Common Stock	\$11.5 <sup>(6)</sup>	05/05/2022		D			19		05/23/2020 04/23/2025	Class A Common Stock	19	\$0.00	0	I	Held by OneSix Red, LLC

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger, dated August 9, 2021 (the "Merger Agreement"), between DraftKings Inc. (now known as DraftKings Holdings Inc.) ("Old DraftKings"), Golden Nugget Online Gaming, Inc., New Duke Holdco, Inc. (now known as DraftKings Inc.) ("New DraftKings"), Duke Merger Sub, Inc. ("DK Merger Sub") and Gulf Merger Sub, Inc., upon the consummation of the merger of DK Merger Sub with and into Old DraftKings at 12:01 a.m. Eastern Time on May 5, 2022 (the "DraftKings Merger"), each issued and outstanding share of Class A common stock, par value \$0.0001 per share, of Old DraftKings ("Old DraftKings Class A Common Stock") was converted into the right to receive one share of Class A common stock, par value \$0.0001 per share, of New DraftKings ("New DraftKings Class A Common Stock"). The disposition of the Old DraftKings Class A Common Stock is exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (continued in footnote 2)
- (Continued from footnote 1) pursuant to Rule 16b-7 under the Exchange Act. Contemporaneously with the filing of this Form 4 to reflect the disposition of Old DraftKings Class A Common Stock by the Reporting Person in connection with the consummation of the DraftKings Merger, the Reporting Person is filing a Form 4 with respect to New DraftKings to report the acquisition by such Reporting Person of an equal number of shares of New DraftKings Class A Common Stock in connection with the consummation of the DraftKings Merger. This Form 4 only reports the disposition of securities of the Reporting Person pursuant to the Merger Agreement and does not reflect sales of securities by the Reporting Person. As used herein, the term "Class A Common Stock" refers to (i) Old DraftKings Class A Common Stock prior to the DraftKings Merger and (ii) New DraftKings Class A Common Stock following the DraftKings Merger, in each case, unless the context requires otherwise.
- Pursuant to the Merger Agreement and in connection with the consummation of the DraftKings Merger, each outstanding restricted stock unit denominated in Old DraftKings Class A Common Stock (collectively, the "Old DraftKings RSUs") was converted into an equivalent restricted stock unit denominated in New DraftKings Class A Common Stock (collectively, the "New DraftKings RSUs"), each of which represents a contingent right to receive one share of New DraftKings Class A Common Stock. Contemporaneously with the filing of this Form 4 to reflect the disposition of Old DraftKings RSUs by the Reporting Person in connection with the consummation of the DraftKings Merger, the Reporting Person is filing a Form 4 with respect to New DraftKings to report the acquisition by such Reporting Person of an equal number of New DraftKings RSUs in connection with the consummation of the DraftKings Merger. This Form 4 only reports the disposition of securities of the (continued in footnote 4)

4. (Continued from footnote 3) Reporting Person pursuant to the Merger Agreement and does not reflect the sale of securities by the Reporting Person. As used herein, the term "RSUs" refers to (i) Old DraftKings RSUs prior to the DraftKings Merger and (ii) New DraftKings RSUs following the DraftKings Merger, in each case, unless the context requires otherwise.

5. These RSUs were granted on May 3, 2022 and shall vest in full on the earlier of (i) the next annual meeting of the stockholders of New DraftKings following the grant date and (ii) the first anniversary of the grant date.

6. Each warrant to purchase Class A Common Stock is exercisable for one share of Class A Common Stock at an exercise price of \$11.50 per share.

/s/ Faisal Hasan, attorney-in-  
fact

05/09/2022

\*\* 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.**