

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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

1. Name and Address of Reporting Person* <u>Dodge R Stanton</u> (Last) (First) (Middle) <u>C/O DRAFTKINGS INC.</u> <u>222 BERKELEY STREET, 5TH FLOOR</u> (Street) <u>BOSTON</u> <u>MA</u> <u>02116</u> (City) (State) (Zip)	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) <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/23/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	01/23/2022		M		3,565	A	(1)	55,682	D	
Class A Common Stock	01/23/2022		F		1,220	D	\$19.46	54,462	D	
Class A Common Stock	01/23/2022		M		564	A	(2)	55,026	D	
Class A Common Stock	01/23/2022		F		193	D	\$19.46	54,833	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	Amount or Number of Shares				
Restricted Stock Units	(1)	01/23/2022		M		3,565	(3)	(3)	Class A Common Stock	3,565	\$0.00	32,088	D	
Restricted Stock Units	(2)	01/23/2022		M		564	(4)	(4)	Class A Common Stock	564	\$0.00	1,730	D	

Explanation of Responses:

1. No shares of Class A Common Stock were transferred or sold upon the vesting of the restricted stock units other than to the Issuer to satisfy withholding taxes. The Reporting Person received the net of the 3,565 shares of Class A Common Stock underlying the restricted stock units listed in Table II, and 1,220 shares of Class A Common Stock withheld by the Issuer. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A Common Stock.
2. No shares of Class A Common Stock were transferred or sold upon the vesting of the restricted stock units other than to the Issuer to satisfy withholding taxes. The Reporting Person received the net of the 564 shares of Class A Common Stock underlying the restricted stock units listed in Table II, and 193 shares of Class A Common Stock withheld by the Issuer. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A Common Stock.
3. On August 11, 2020, the Reporting Person was granted 57,045 restricted stock units, vesting quarterly over 4 years from April 23, 2020, with any restricted stock units scheduled to vest before September 12, 2020 vesting on September 12, 2020 and the vesting of the remaining restricted stock units occurring on October 23, 2020 and each quarter thereafter.
4. On February 22, 2021, the Reporting Person was granted 6,806 restricted stock units vesting in twelve (12) equal monthly installments from April 23, 2021.

/s/ Faisal Hasan, attorney-in-
fact 01/25/2022
** 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.