

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>Kalish Matthew</u>  (Last) (First) (Middle) C/O DRAFTKINGS INC. 222 BERKELEY STREET, 5TH FLOOR  (Street) BOSTON MA 02116  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DraftKings Inc. [ DKNK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 04/23/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	04/23/2020		A		530,442	A	(1)(2)	530,442	D	
Class A Common Stock	04/23/2020		A		6,507	A	(1)(2)	6,507	I	Held by Kalish Family 2020 Irrevocable Trusts
Class A Common Stock	04/23/2020		A		633,497	A	(1)(2)	633,497	I	Held by Matthew P. Kalish 2020 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	Amount or Number of Shares				
Stock Option	\$0.63	04/23/2020		A		73,314		(3)	09/22/2024	Class A Common Stock	73,314	(4)	73,314	D	
Stock Option	\$0.63	04/23/2020		A		264,384		(3)	02/18/2025	Class A Common Stock	264,384	(5)	264,384	D	
Stock Option	\$0.63	04/23/2020		A		209,754		(3)	08/27/2025	Class A Common Stock	209,754	(6)	209,754	D	
Stock Option	\$0.63	04/23/2020		A		838,656		(3)	03/24/2026	Class A Common Stock	838,656	(7)	838,656	D	
Stock Option	\$3.82	04/23/2020		A		371,750		(8)	05/03/2027	Class A Common Stock	371,750	(9)	371,750	D	
Stock Option	\$3.29	04/23/2020		A		221,962		(10)	04/18/2028	Class A Common Stock	221,962	(11)	221,962	D	
Stock Option	\$3.29	04/23/2020		A		362,537		(3)	04/18/2028	Class A Common Stock	362,537	(12)	362,537	D	
Stock Option	\$3.29	04/23/2020		A		1,511,843		(13)	05/03/2028	Class A Common Stock	1,511,843	(14)	1,511,843	D	
Stock Option	\$4.7	04/23/2020		A		106,088		(15)	06/04/2029	Class A Common Stock	106,088	(16)	106,088	D	
Stock Option	\$4.7	04/23/2020		A		300,584		(17)	06/04/2029	Class A Common Stock	300,584	(18)	300,584	D	
Stock Option	\$4.7	04/23/2020		A		300,584		(19)	06/04/2029	Class A Common Stock	300,584	(20)	300,584	D	
Restricted Stock Units	(21)	04/23/2020		A		2,610,611		(22)	(22)	Class A Common Stock	2,610,611	\$0.00(23)	2,610,611	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	Amount or Number of Shares				
Warrant for Common Stock	\$11.5 <sup>(24)</sup>	04/23/2020		A		3,251		05/23/2020 <sup>(25)</sup>	04/23/2025 <sup>(25)</sup>	Class A Common Stock	3,251	\$0.00 <sup>(26)</sup>	3,251	D	
Warrant for Common Stock	\$11.5 <sup>(24)</sup>	04/23/2020		A		40		05/23/2020 <sup>(25)</sup>	04/23/2025 <sup>(25)</sup>	Class A Common Stock	40	\$0.00 <sup>(26)</sup>	40	I	Held by Kalish Family 2020 Irrevocable Trusts
Warrant for Common Stock	\$11.5 <sup>(24)</sup>	04/23/2020		A		3,883		05/23/2020 <sup>(25)</sup>	04/23/2025 <sup>(25)</sup>	Class A Common Stock	3,883	\$0.00 <sup>(26)</sup>	3,883	I	Held by Matthew P. Kalish 2020 Trust
Earnout Rights	<sup>(27)</sup>	04/23/2020		J <sup>(27)</sup>		71,812		<sup>(27)</sup>	04/23/2024	Class A common Stock	71,812	<sup>(27)</sup>	1	D	
Earnout Rights	<sup>(28)</sup>	04/23/2020		J <sup>(28)</sup>		61		<sup>(28)</sup>	04/23/2024	Class A common Stock	61	<sup>(28)</sup>	1	I	Held by Kalish Family 2020 Irrevocable Trusts
Earnout Rights	<sup>(29)</sup>	04/23/2020		J <sup>(29)</sup>		5,906		<sup>(29)</sup>	04/23/2024	Class A common Stock	5,906	<sup>(29)</sup>	1	I	Held by Matthew P. Kalish 2020 Trust

**Explanation of Responses:**

- Received in exchange for 1,500,000 shares of common stock of DraftKings Inc., a Delaware corporation ("Former DraftKings"), held directly by Mr. Kalish, 18,400 shares of Former DraftKings common stock held indirectly by the Kalish Family 2020 Irrevocable Trusts and 1,791,421 shares of Former DraftKings common stock held indirectly by the Matthew P. Kalish 2020 Trust, in each case, pursuant to the Business Combination Agreement, dated as of December 22, 2019, by and among Diamond Eagle Acquisition Corp. ("DEAC"), Former DraftKings, SBTech (Global) Limited, a company limited by shares incorporated in Gibraltar and continued as a company under the Isle of Man Companies Act 2006 ("SBT"), the shareholders of SBT ("SBT Sellers"),
- (Continued from footnote 1) Shalom Meckenzie, in his capacity as the SBT Sellers' representative, DEAC NV Merger Corp., a Nevada corporation and a wholly-owned subsidiary of DEAC (and upon consummation of the business combination, the surviving "Issuer" as renamed "DraftKings Inc."), and DEAC Merger Sub Inc., a Delaware corporation and a wholly-owned subsidiary of DEAC (as amended by Amendment No. 1, dated as of April 7, 2020, the "BCA").
- The options are vested and currently exercisable.
- Received pursuant to the BCA in exchange for an option to purchase 207,320 shares of Former DraftKings common stock.
- Received pursuant to the BCA in exchange for an option to purchase 747,633 shares of Former DraftKings common stock.
- Received pursuant to the BCA in exchange for an option to purchase 593,148 shares of Former DraftKings common stock.
- Received pursuant to the BCA in exchange for an option to purchase 2,371,577 shares of Former DraftKings common stock.
- The options were granted on May 3, 2017. 278,812 options have vested. The remaining options will vest in four (4) equal quarterly installments beginning on June 1, 2020.
- Received pursuant to the BCA in exchange for an option to purchase 1,051,245 shares of Former DraftKings common stock.
- The options were granted on April 18, 2018. 110,981 options have vested. The remaining options will vest in eight (8) equal quarterly installments beginning on July 1, 2020.
- Received pursuant to the BCA in exchange for an option to purchase 627,670 shares of Former DraftKings common stock.
- Received pursuant to the BCA in exchange for an option to purchase 1,025,194 shares of Former DraftKings common stock.
- The options were granted on May 3, 2018. 287,250 options have vested. The remaining options will vest subject to satisfaction of certain performance thresholds.
- Received pursuant to the BCA in exchange for an option to purchase 4,275,236 shares of Former DraftKings common stock.
- The options were granted on June 4, 2019. The options will vest subject to satisfaction of certain performance thresholds.
- Received pursuant to the BCA in exchange for an option to purchase 300,000 shares of Former DraftKings common stock.
- The options were granted on June 4, 2019. 56,360 options have vested. The remaining options will vest in thirteen (13) equal quarterly installments beginning on June 1, 2020.
- Received pursuant to the BCA in exchange for an option to purchase 850,000 shares of Former DraftKings common stock.
- The options were granted on June 4, 2019. The options will vest subject to satisfaction of certain performance thresholds.
- Received pursuant to the BCA in exchange for an option to purchase 850,000 shares of Former DraftKings common stock.
- Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- The restricted stock units were granted on February 13, 2020 and will vest subject to satisfaction of certain performance thresholds.
- Received pursuant to the BCA in exchange for 7,382,364 restricted stock units of Former DraftKings.
- Each warrant is exercisable for one share of Class A Common Stock at an exercise price of \$11.50 per share, subject to adjustment.
- Each warrant becomes exercisable 30 days after the completion of the business combination and expires five years after the completion of the business combination or earlier upon redemption or liquidation, as described under the heading "Description of New DraftKings Securities - Warrants" in the Registration Statement on Form S-4 (File No. 333-235805).
- Received pursuant to the BCA.
- On April 23, 2020 (the "Closing Date"), Mr. Kalish received the right to acquire 71,812 shares of the Issuer's Class A Common Stock pursuant to the BCA, (i) one-third of which will be released from escrow if (a) the volume weighted average share price of Class A Common Stock for at least 20 of any 30 consecutive trading days following the Closing Date (the "VWAP") is at least \$12.50 or (b) the Issuer consummates a transaction resulting in its stockholders being able to exchange their shares for cash, securities or other property with a per share value ("Qualifying Value") of at least \$12.50; (ii) one-third if (a) the VWAP is at least \$14.00 or (b) the Issuer consummates a transaction with a Qualifying Value of at least \$14.00; and (iii) one-third if (a) the VWAP is at least \$16.00 or (b) the Issuer consummates a transaction with a Qualifying Value of at least \$16.00. Any shares not eligible to be released within 4 years of the Closing Date will be forfeited and canceled.
- On the Closing Date, the Kalish Family 2020 Irrevocable Trusts received the right to acquire 61 shares of the Issuer's Class A Common Stock, pursuant to the BCA, which are currently being held in escrow and which will be released upon the occurrence of the events described in footnote 27.
- On the Closing Date, the Matthew P. Kalish 2020 Trust received the right to acquire 5,906 shares of the Issuer's Class A Common Stock, pursuant to the BCA, which are currently being held in escrow and which will be released upon the occurrence of the events described in footnote 27.

**Remarks:**

President - DraftKings, North America

/s/ Faisal Hasan, attorney-in-fact 04/27/2020

\*\* 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.

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