# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 2)\*

# **DraftKings Inc.**

(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share (Title of Class of Securities)

> 26142R104 (CUSIP Number)

Alfred J. Chianese, Esq. The Raine Group LLC 65 East 55th Street, 24th Floor New York, NY 10022 (212) 603-5554

with a copy to:

Stephen B. Amdur Pillsbury Winthrop Shaw Pittman LLP 31 West 52nd Street New York, NY 10019 (212) 858-1000 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

> October 9, 2020 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13D

	INO. 2014	211107	Schedule 13D	Page 2 01 14 Pages			
(1)	Names	Names of reporting persons					
	RPII D	K LLC					
(2)	Check (a) □	the appi (b)	opriate box if a member of a group (see instructions) $\Box$				
(3)	SEC us	se only					
(4)	Source	of fund	s (see instructions):				
	00						
(5)	Check	if disclo	sure of legal proceedings is required pursuant to Items 2(d) or 2(e)				
(6)	Citizen	ship or	place or organization				
	Delawa	are, USA	A Contraction of the second seco				
		(7)	Sole voting power:				
Num	nber of		0				
sh	nares	(8)	Shared voting power:				
	ficially ned by		16,895,490				
	ach	(9)	Sole dispositive power:				
	orting						
	erson vith:	(10)	0 Shared dispositive power:				
		(10)					
			16,895,490				
(11)	Aggreg	gate amo	unt beneficially owned by each reporting person:				
	16,895,490						
(12)	Check	if the ag	gregate amount in Row (11) excludes certain shares (see instructions)				
(13)	Percen	t of clas	s represented by amount in Row (11):				
	4.5%1						
(14)	Type o	f reporti	ng person (see instructions):				
	00						

Calculations of the percentage of the shares of Class A Common Stock beneficially owned assumes 357,441,854 shares of Class A Common Stock outstanding, based on information included in the Prospectus dated October 6, 2020 (the "Prospectus") filed by the Issuer with the Securities and Exchange Commission pursuant to Rule 424(b)(4) under the Securities Act of 1933, that 16,000,000 shares of Class A Common Stock offered by the Issuer pursuant to the Prospectus are issued and outstanding, and that all of the shares underlying the Warrants (as defined in the Original Schedule 13D (as defined below)) to purchase 152,190 shares of Class A Common Stock have been exercised and are outstanding.

Schedule 13D

Page 3 of 14 Pages

ames of rep	orting persons			
ne Raine Gr	oup LLC			
heck the ap	propriate box if a member of a group (see instructions)			
) 🗆 (b				
EC use only				
ource of fun	ls (see instructions):			
0				
heck if disc	osure of legal proceedings is required pursuant to Items 2(d) or 2(e)			
tizenship o	place or organization			
elaware, US				
(7)	Sole voting power:			
of	0			
, (8)	Shared voting power:			
	16.895.490			
(9)	Sole dispositive power:			
(10)	Shared dispositive power:			
ggregate an				
	ggregate amount in Row (11) excludes certain shares (see instructions)			
rcent of class represented by amount in Row (11):				
4.5%1				
Type of reporting person (see instructions):				
pe of repor	ing person (see instructions):			
	neck the app   neck the app   C (b)   EC use only   ource of functory   ource of functory   neck if disclost   tizenship or   elaware, US   (7)   of   (7)   of   (8)   Dy   (9)   n   (10)   ggregate among   6,895,490   neck if the app	EC use only   Durce of funds (see instructions):   O   heck if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)   tizenship or place or organization   elaware, USA   (7) Sole voting power:   0   (8) Shared voting power:   16,895,490   (9) Sole dispositive power:   0   (10) Shared dispositive power:   16,895,490   gregate amount beneficially owned by each reporting person:		

Schedule 13D

Page 4 of 14 Pages

		1 460 4 01 14 1 48			
ames of re	porting persons				
aine Capit	al LLC				
heck the a	ppropriate box if a member of a group (see instructions)				
ı) ∐ (	b) 🗆				
EC use onl	у				
ource of fu	nds (see instructions):				
0					
heck if dis	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)				
itizenship	or place or organization				
elaware, U					
(7	) Sole voting power:				
r of	0				
s (8	) Shared voting power:				
ally by	16,895,490				
	) Sole dispositive power:				
n	0				
(10	) Shared dispositive power:				
	16,895,490				
Aggregate amount beneficially owned by each reporting person:					
16,895,490					
heck if the	aggregate amount in Row (11) excludes certain shares (see instructions)				
ercent of c	cent of class represented by amount in Row (11):				
4.5%1					
Type of reporting person (see instructions):					
	aine Capita heck the ap ) [ (f) EC use onl ource of fu ource of fu heck if dise itizenship of elaware, U (7 s of s (8 ally by (9) n (10) ggregate ap 5,895,490 heck if the ercent of cl 5%1	EC use only burce of funds (see instructions): O heck if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) itizenship or place or organization elaware, USA (7) Sole voting power: 0 (8) Shared voting power: 16,895,490 (9) Sole dispositive power: 16,895,490 ggregate amount beneficially owned by each reporting person: 5,895,490 heck if the aggregate amount in Row (11) excludes certain shares (see instructions) ercent of class represented by amount in Row (11): 5%1			

Schedule 13D

Page 5 of 14 Pages

895,490				
Percent of class represented by amount in Row (11):				
4.5%1 Type of reporting person (see instructions):				

Schedule 13D

Page 6 of 14 Pages

				1 uge 0 01 14 1 ug		
(1) N	Names of	f repoi	ting persons			
F	Raine As	sociat	es II LP			
			opriate box if a member of a group (see instructions)			
(	(a) 🗆	(b)				
(3) S	SEC use of	only				
(4) S	Source of	f funds	s (see instructions):			
0	00					
(5) (	Check if o	disclo	sure of legal proceedings is required pursuant to Items 2(d) or 2(e)			
(6)	Citizensh	ip or j	place or organization			
Γ	Delaware	, USA	L			
		(7)	Sole voting power:			
Numbe	er of		0			
share	es	(8)	Shared voting power:			
benefic owned			16,895,490			
each report		(9)	Sole dispositive power:			
perso	on		0			
with	n: (	(10)	Shared dispositive power:			
			16,895,490			
(11) A	Aggregate	e amo	unt beneficially owned by each reporting person:			
1	16,895,490					
(12) (	Check if t	the ag	gregate amount in Row (11) excludes certain shares (see instructions)			
(13) F	Percent o	rcent of class represented by amount in Row (11):				
	4.5%1					
(14) T	Type of reporting person (see instructions):					
` ´						

Schedule 13D

Page 7 of 14 Pages

(1) Nai	nes of repo	rting persons			
Rai	ne Manage	ment LLC			
(2) Che	ck the app	ropriate box if a member of a group (see instructions)			
(a)	□ (b)				
(3) SE0	C use only				
(4) Sou	rce of fund	ls (see instructions):			
00					
(5) Che	ck if disclo	osure of legal proceedings is required pursuant to Items 2(d) or 2(e)			
(6) Citi	zenship or	place or organization			
Del	aware, US				
	(7)	Sole voting power:			
Number o	f	0			
shares	(8)	Shared voting power:			
beneficial owned by		16,895,490			
each	(9)	Sole dispositive power:			
reporting person					
with:	(10)	0 Shared dispositive power:			
		16,895,490			
(11) Agg	regate amo	bunt beneficially owned by each reporting person:			
10					
	,895,490 neck if the aggregate amount in Row (11) excludes certain shares (see instructions)				
(13) Per	Percent of class represented by amount in Row (11):				
	4.5%1				
(1 4)	Type of reporting person (see instructions):				
(14) Typ	1				

Schedule 13D

JUSIP No. 26142R104			Schedule 13D	Page 8 of 14 Page	
(1)	Names	of repo	rting persons		
	John S	. Salter			
(2)			Topriate box if a member of a group (see instructions) $\Box$		
(3)	SEC us	se only			
(4)	Source	of fund	s (see instructions):		
	00				
(5)	Check	if disclo	sure of legal proceedings is required pursuant to Items 2(d) or 2(e)		
(6)	Citizen	ship or	place or organization:		
	USA				
		(7)	Sole voting power:		
N	nhor of		0		
	nber of 1ares	(8)	Shared voting power:		
	ficially				
	ned by each	(9)	16,895,490 Sole dispositive power:		
	orting	(5)	Sole dispositive power.		
pe	erson		0		
V	vith:	(10)	Shared dispositive power:		
			16,895,490		
(11)	Aggreg	gate amo	unt beneficially owned by each reporting person:		
	16,895	,490			
(12)					
(13)	Percen	t of clas	s represented by amount in Row (11):		
	4.5%1				
(14)	Туре о	f reporti	ng person (see instructions):		
	IN				

Schedule 13D

Page 9 of 14 Pages

				0 0				
(1)	Names	Names of reporting persons						
	Jeffrey	A. Sine						
(2)	Check	the appi	opriate box if a member of a group (see instructions)					
	(a) 🗆	(b)						
(3)	SEC us	se only						
(4)	Source	of fund	s (see instructions)					
	00							
(5)	Check	if disclo	sure of legal proceedings is required pursuant to Items 2(d) or 2(e)					
(6)	Citizer	ship or	place or organization					
	USA							
		(7)	Sole voting power:					
Nun	nber of		0					
	ares	(8)	Shared voting power:					
	ficially ned by		16,895,490					
	ach	(9)	Sole dispositive power:					
	orting							
	erson vith:	(10)	0 Shared dispositive power:					
		(10)	Shared aspositive power.					
			16,895,490					
(11)	Aggreg	Aggregate amount beneficially owned by each reporting person:						
		16,895,490						
(12)	Check	if the ag	gregate amount in Row (11) excludes certain shares (see instructions)					
(13)	Percen	Percent of class represented by amount in Row (11):						
	4.5%1							
(14)	Type o	f reporti	ng person (see instructions):					
	IN							

Schedule 13D

Page 10 of 14 Pages

(1)	Names	Names of reporting persons						
	Joseph	Ravitch	L					
(2)								
(3)	SEC us	se only						
(4)	Source	of fund	s (see instructions):					
	00							
(5)	Check	if disclo	sure of legal proceedings is required pursuant to Items 2(d) or 2(e)					
(6)	Citizer	ship or	place or organization					
	USA							
		(7)	Sole voting power:					
Num	nber of	(5)	0					
-	ares ficially	(8)	Shared voting power:					
own	ied by ach	(9)	16,895,490 Sole dispositive power:					
repo	orting	(9)						
	erson vith:	(10)	0 Shared dispositive power:					
		()						
(11)	16,895,490   Aggregate amount beneficially owned by each reporting person:							
16,895,490								
(12)								
(13)	Percen	t of clas	s represented by amount in Row (11):					
	4.5%1							
(14)	Туре о	f reporti	ng person (see instructions):					
	IN							

Schedule 13D

Page 11 of 14 Pages

(1)	Names	of repo	ting persons			
	Brando	on Gardr	er			
(2)			opriate box if a member of a group (see instructions)			
	(a) 🗆	(b)				
(3)	SEC us	se only				
(4)	Source	of fund	s (see instructions):			
	00					
(5)	Check	if disclo	sure of legal proceedings is required pursuant to Items 2(d) or 2(e)			
(6)	Citizen	ship or	place or organization			
	USA					
		(7)	Sole voting power:			
Nun	nber of		0			
sh	ares	(8)	Shared voting power:			
	ficially ned by		16,895,490			
	ach	(9)	Sole dispositive power:			
rep	orting	(-)				
	erson vith:		0			
N	/1011.	(10)	Shared dispositive power:			
			16,895,490			
(11)	Aggreg	Aggregate amount beneficially owned by each reporting person:				
		16,895,490				
(12)	Check	if the ag	gregate amount in Row (11) excludes certain shares (see instructions)			
(13)	Percen	Percent of class represented by amount in Row (11):				
	4.5%1					
(14)	Type o	f reporti	ng person (see instructions):			
	IN					

Schedule 13D

Page 12 of 14 Pages

(1)	Names							
	Debora	h Mei						
(2)		the appr	ropriate box if a member of a group (see instructions)					
	(a) 🗆	(b)						
(3)	SEC us	e only						
(4)	Source	of fund	s (see instructions):					
	00							
(5)	Check	if disclo	sure of legal proceedings is required pursuant to Items 2(d) or 2(e)					
(6)	Citizen	ship or	place or organization					
	USA	USA						
		(7)	Sole voting power:					
Num	nber of		0					
	ares	(8)	Shared voting power:					
	ficially ned by		16,895,490					
	ach	(9)	Sole dispositive power:					
	orting							
	erson vith:	(10)	0 Shared dispositive power:					
		(10)	Shared dispositive power:					
			16,895,490					
(11)	Aggreg	Aggregate amount beneficially owned by each reporting person:						
	16,895	16,895,490						
(12)								
(13)	Percent	t of clas	s represented by amount in Row (11):					
	4.5%1							
(14)	Type of	f reporti	ng person (see instructions):					
	IN							
I								

Schedule 13D

#### Item 1. Security and Issuer.

This Amendment No. 2 (this "<u>Amendment No. 2</u>") to Schedule 13D relates to the Class A Common Stock, par value \$0.0001 per share (the "<u>Class A Common Stock</u>"), of DraftKings Inc., a Nevada corporation (the "<u>Issuer</u>"), and amends and supplements the initial statement on Schedule 13D filed on May 1, 2020 (the "<u>Original Schedule 13D</u>"), as amended and supplemented by Amendment No. 1 to the Original Schedule 13D filed on July 25, 2020.

Each Item below amends and supplements the information disclosed under the corresponding Item of the Original Schedule 13D as described below. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Original Schedule 13D. Unless otherwise indicated herein, capitalized terms used but not defined in this Amendment No. 2 shall have the same meanings herein as are ascribed to such terms in the Original Schedule 13D. Information given in response to each Item shall be deemed incorporated by reference in all other Items, as applicable.

#### Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the following:

The information set forth in Item 5(c) of this Amendment No. 2 is incorporated herein by reference.

#### Item 5. Interest in Securities of the Issuer.

Paragraphs (a), (b) and (c) of Item 5 of the Original Schedule 13D are hereby amended and supplemented as follows:

(a), (b) The responses of the Reporting Persons with respect to Rows 7 through 13 of the respective cover pages of the individual Reporting Persons to this Amendment No. 2 are incorporated herein by reference.

(c) In connection with an underwritten public offering of the Issuer, on October 9, 2020, the Reporting persons sold 4,972,572 shares of Class A Common Stock at a price of \$50.83 per share, resulting in net proceeds to the Reporting Persons of approximately \$252.7 million (the "<u>Sale</u>"). The Sale was made pursuant to the Prospectus, under which the Issuer offered 16,000,000 shares of Class A Common Stock and certain selling stockholders, including the Reporting Persons, offered 16,000,000 shares of Class A Common Stock.

Except as set forth in this Amendment No. 2, none of the Reporting Persons nor, to the best of its knowledge, any of the Covered Persons has engaged in any transaction with respect to the Class A Common Stock during the sixty days prior to the date of filing of this Amendment No. 2.

(e) The Reporting Persons ceased to be the beneficial owners of more than five percent of Class A Common Stock on October 9, 2020.

Schedule 13D

# Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.

Item 6 of the Original Schedule 13D is hereby amended and supplemented by adding the following:

The information set forth in Item 5(c) of this Amendment No 2. is incorporated herein by reference.

After reasonable inquiry and to the best knowledge and belief of the undersigned, such person certifies that the information set forth in this Statement with respect to such person is true, complete and correct.

Dated: October 12, 2020

#### **RPII DK LLC**

By: /s/ Alfred J. Chianese Name: Alfred J. Chianese Title: Vice President

## RAINE PARTNERS II LP

- By: Raine Associates II LP, its general partner
- By: Raine Management LLC, its general partner
- By: /s/ Alfred J. Chianese

Name: Alfred J. Chianese Title: Vice President

#### RAINE CAPITAL LLC

By: /s/ Alfred J. Chianese Name: Alfred J. Chianese Title: Vice President

#### **RAINE ASSOCIATES II LP**

- By: Raine Management LLC, its general partner
- By: /s/ Alfred J. Chianese

Name: Alfred J. Chianese Title: Vice President

# RAINE MANAGEMENT LLC

By: /s/ Alfred J. Chianese Name: Alfred J. Chianese Title: Vice President

# THE RAINE GROUP LLC

By:	/s/ Alfred J. Chianese	
	Name: Alfred J. Chiane	se
	Title: Vice President	
		*
Joh	n S. Salter	
		*
Jeff	rey A. Sine	
		*
Jos	eph Ravitch	
		*
Bra	ndon Gardner	
		*
Deb	oorah Mei	
*Bv	: /s/ Alfred J. Chianese	

Name: Alfred J. Chianese Name: Alfred J. Chianese Title: Attorney-In-Fact