

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

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>WALDEN MARNI M</u> (Last) (First) (Middle) <u>C/O DRAFTKINGS INC.</u> <u>222 BERKELEY STREET, 5TH FLOOR</u> (Street) <u>BOSTON MA 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/23/2020</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	\$4.13	04/23/2020		A		110,961		(1)	10/04/2028	Class A Common Stock	110,961	(2)	110,961	D	
Stock Option	\$4.72	04/23/2020		A		43,409		(3)	12/05/2029	Class A Common Stock	43,409	(4)	43,409	D	
Earnout Rights	(5)	04/23/2020		J(5)		1,439		(5)	04/23/2024	Class A Common Stock	1,439	(5)	1	D	

Explanation of Responses:

- The options were granted on October 4, 2018. 81,001 options have vested. The remaining options will vest in six (6) equal monthly installments beginning April 28, 2020.
- Received pursuant to the Business Combination Agreement, dated as of December 22, 2019, by and among Diamond Eagle Acquisition Corp. ("DEAC"), DraftKings Inc., a Delaware corporation ("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"), 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") in exchange for an option to purchase 313,780 shares of Former DraftKings common stock.
- The options were granted on December 5, 2019. 10,852 options will vest on June 5, 2020, and the remainder will vest in 18 equal monthly installments beginning July 5, 2020.
- Received pursuant to the BCA in exchange for an option to purchase 122,755 shares of Former DraftKings common stock.
- On April 23, 2020 (the "Closing Date"), Ms. Walden received the right to acquire 1,439 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.

/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.

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.