

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>Robins Jason</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 Holdings Inc. [ DKNG ]</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) 05/05/2022	
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	05/05/2022		D		4,260,249	D	(1)(2)	0	D	
Class A Common Stock	05/05/2022		D		83,000	D	(1)(2)	0	I	Held by the Robins Family GST Trust 2021
Class A Common Stock	05/05/2022		D		141,092	D	(1)(2)	0	I	Held by Robins September 2020 Grantor Retained Annuity 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		92,698	(5)	(5)	04/18/2028	Class A Common Stock	92,698	(1)(2)(3)(4)	0	D	
Restricted Stock Units	(3)(4)	05/05/2022		D		70,189	(6)	(6)	06/04/2029	Class A Common Stock	70,189	(1)(2)(3)(4)	0	D	
Restricted Stock Units	(3)(4)	05/05/2022		D		611,468	(7)	(7)	04/18/2028	Class A Common Stock	611,468	(1)(2)(3)(4)	0	D	
Stock Option	\$3.29	05/05/2022		D		113,598	(8)(9)(10)	(8)(9)(10)	04/18/2028	Class A Common Stock	113,598	(1)(2)(8)(9)	0	D	
Stock Option	\$4.7	05/05/2022		D		419,993	(8)(9)(11)	(8)(9)(11)	06/04/2029	Class A Common Stock	419,993	(1)(2)(8)(9)	0	D	
Stock Option	\$3.82	05/05/2022		D		574,710	(8)(9)(10)	(8)(9)(10)	05/03/2027	Class A Common Stock	574,710	(1)(2)(8)(9)	0	I	Held by Robins December 2021 Grantor Retained Annuity Trust
Stock Option	\$3.29	05/05/2022		D		280,190	(8)(9)(10)	(8)(9)(10)	04/18/2028	Class A Common Stock	280,190	(1)(2)(8)(9)	0	I	Held by Robins December 2021 Grantor Retained Annuity 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	\$4.7	05/05/2022		D		1,192,737		(8)(9)(10)	06/04/2029	Class A Common Stock	1,192,737	(1)(2)(8)(9)	0	I	Held by Robins December 2021 Grantor Retained Annuity Trust
Stock Option	\$0.63	05/05/2022		D		327,461		(8)(9)(10)	02/18/2025	Class A Common Stock	327,461	(1)(2)(8)(9)	0	I	Held by Robins Grantor Retained Annuity Trust 2020
Stock Option	\$0.63	05/05/2022		D		1,286,924		(8)(9)(10)	03/24/2026	Class A Common Stock	1,286,924	(1)(2)(8)(9)	0	I	Held by Robins Grantor Retained Annuity Trust 2020
Stock Option	\$3.29	05/05/2022		D		6,862,289		(8)(9)(10)	05/03/2028	Class A Common Stock	6,862,289	(1)(2)(8)(9)	0	I	Held by Robins September 2020 Grantor Retained Annuity Trust
Stock Option	\$4.7	05/05/2022		D		67,066		(8)(9)(10)	06/04/2029	Class A Common Stock	67,066	(1)(2)(8)(9)	0	I	Held by Robins September 2020 Grantor Retained Annuity Trust
Warrant for Common Stock	\$11.5 <sup>(12)</sup>	05/05/2022		D		3,610			05/23/2020 04/23/2025	Class A Common Stock	3,610	\$0.00	0	D	
Warrant for Common Stock	\$11.5 <sup>(12)</sup>	05/05/2022		D		125			05/23/2020 04/23/2025	Class A Common Stock	125	\$0.00	0	I	Held by Jason Robins Revocable Trust u/d/t January 8, 2014
Warrant for Common Stock	\$11.5 <sup>(12)</sup>	05/05/2022		D		4,335			05/23/2020 04/23/2025	Class A Common Stock	4,335	\$0.00	0	I	Held by Robins Family Trust 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)
- (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.
- The Reporting Person was granted 185,396 RSUs on August 11, 2020 vesting quarterly over four (4) years from April 23, 2020, with the vesting of the first tranche occurring on September 12, 2020.
- On February 22, 2021, the Reporting Person was granted 93,586 RSUs vesting quarterly over four (4) years.
- On February 9, 2022, the Reporting Person was granted 611,468 RSUs vesting quarterly over four (4) years.
- Pursuant to the Merger Agreement and in connection with the consummation of the DraftKings Merger, each outstanding stock option to purchase Old DraftKings Class A Common Stock ("Old DraftKings Options") was converted into an equivalent stock option to purchase New DraftKings Class A Common Stock ("New DraftKings Options"). Contemporaneously with the filing of this Form 4 to reflect the disposition of Old DraftKings Options 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 Options 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 the sale of securities by the Reporting Person. As used herein, the term "Stock Options" (continued in footnote 9)
- (Continued from footnote 8) refers to (i) Old DraftKings Options prior to the DraftKings Merger and (ii) New DraftKings Options following the DraftKings Merger, in each case, unless the context requires otherwise.
- These Stock Options are vested and exercisable as of the date hereof.
- These Stock Options were granted on June 4, 2019. As of the date hereof, 69,989 of such Stock Options have vested. The remaining Stock Options will vest in five (5) equal quarterly installments beginning on June 1, 2022.
- 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.

**Remarks:**

Chief Executive Officer and Chairman of the Board. In addition, pursuant to the Merger Agreement and in connection with the consummation of the DraftKings Merger, each issued and outstanding share of Class B common stock, par value \$0.0001 per share, of Old DraftKings ("Old DraftKings Class B Common Stock") was converted into one share of Class B common stock, par value \$0.0001 per share, of New DraftKings ("New DraftKings Class B Common Stock"). Immediately prior to the consummation of the DraftKings Merger, the Reporting Person was the sole holder of all 393,013,951 shares of Old DraftKings Class B Common Stock issued and outstanding, and, immediately following the consummation of the DraftKings Merger, the Reporting Person became the sole holder of all 393,013,951 shares of New DraftKings Class B Common Stock issued and outstanding, which, in each case, are not registered securities.

/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.**