

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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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>Durable Capital Partners LP</u>  (Last) (First) (Middle) 4747 BETHESDA AVENUE, SUITE #1002  (Street) BETHESDA MD 20814  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Duolingo, Inc. [ DUOL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>
	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2022	
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	11/14/2022		C		414,981	A	(1)	4,156,738	I	See footnote <sup>(2)</sup>

**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
Class B Common Stock	(1)	11/14/2022		C			414,981	(1)	(1)	Class A Common Stock	414,981	(1)	0	I	See footnote <sup>(2)</sup>

**Explanation of Responses:**

1. The shares of the Issuer's Class B Common Stock, \$0.0001 par value per share ("Class B Common Stock"), are convertible into shares of the Issuer's Class A Common Stock, \$0.0001 par value per share ("Class A Common Stock"), on a one-for-one basis at the option of the holder, and each share of Class B Common Stock will convert automatically into one share of Class A Common Stock in connection with any transfer that does not fall within an exception for transfers to affiliates, or on a date set by the board of directors following the date that the Class B Common Stock then outstanding ceases to represent at least 5% of the aggregate number of all shares of Common Stock then outstanding.

2. The securities are held directly by Durable Capital Master Fund LP ("Durable Capital Master Fund"). Durable Capital Partners LP ("Durable Capital") acts as the investment adviser to Durable Capital Master Fund and has sole voting power and sole investment power over the securities reported on this Form 4. Durable Capital Partners GP LLC ("Durable GP") is the general partner of Durable Capital, and Henry Ellenbogen is the chief investment officer of Durable Capital and the managing member of Durable GP. Each of Durable Capital Master Fund, Durable Capital, Durable GP and Mr. Ellenbogen disclaim beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein.

/s/ Julie Jack - for Durable Capital Partners LP, By: Julie Jack, its Authorized Person 02/08/2023

\*\* 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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