

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Union Square Ventures 2012 Fund, L.P.</u> (Last) (First) (Middle) C/O UNION SQUARE VENTURES 915 BROADWAY, 19TH FLOOR (Street) NEW YORK NY 10010 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/27/2021	3. Issuer Name and Ticker or Trading Symbol <u>Duolingo, Inc. [DUOL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Class B Common Stock	2,394,100	(1)	I	See footnote ⁽²⁾⁽³⁾
Series A Preferred Stock	(1)	(1)	Class B Common Stock	92,618	(1)	I	See footnote ⁽²⁾⁽⁴⁾
Series B Preferred Stock	(5)	(5)	Class B Common Stock	1,166,113	(5)	I	See footnote ⁽²⁾⁽³⁾
Series B Preferred Stock	(5)	(5)	Class B Common Stock	45,113	(5)	I	See footnote ⁽²⁾⁽⁴⁾

1. Name and Address of Reporting Person*
Union Square Ventures 2012 Fund, L.P.
 (Last) (First) (Middle)
 C/O UNION SQUARE VENTURES
 915 BROADWAY, 19TH FLOOR
 (Street)
 NEW YORK NY 10010
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
USV Investors 2012 Fund, L.P.
 (Last) (First) (Middle)

C/O UNION SQUARE VENTURES

915 BROADWAY, 19TH FLOOR

(Street)

NEW YORK NY 10010

(City)

(State)

(Zip)

Explanation of Responses:

1. The shares of Series A Preferred Stock of the Issuer will automatically convert on a 1-for-1 basis into Class B Common Stock of the Issuer immediately prior to the closing of the Issuer's initial public offering.
2. Union Square 2012 GP, L.L.C. ("Union Square 2012" and together with affiliated entities, "Union Square Ventures") is the general partner of USV 2012 Fund and USV Investors 2012 Fund, and has sole voting and investment power with regard to the shares held by USV 2012 Fund and USV Investors 2012 Fund. Fred Wilson, Brad Burnham, Albert Wenger, John Buttrick, and Andy Weissman are partners at Union Square Ventures and, therefore, may be deemed to have shared voting and investment power with regard to the shares held directly by USV 2012 Fund and USV Investors 2012 Fund. Each of these individuals disclaims beneficial ownership of these shares except to the extent of their pecuniary interest therein, if any.
3. Shares held by Union Square Ventures 2012 Fund, L.P. ("USV 2012 Fund").
4. Shares held by USV Investors 2012 Fund, L.P. ("USV Investors 2012 Fund").
5. The shares of Series B Preferred Stock of the Issuer will automatically convert on a 1-for-1 basis into Class B Common Stock of the Issuer immediately prior to the closing of the Issuer's initial public offering.

Remarks:

Union Square Ventures
2012 Fund, L.P. By: Union
Square 2012 GP, L.L.C., 07/27/2021
its General Partner By: /s/
Brad Burnham, its
Managing Member
USV Investors 2012 Fund,
L.P. By: Union Square
2012 GP, L.L.C., its 07/27/2021
General Partner By: /s/
Brad Burnham, its
Managing Member

** 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 5 (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.