(Last)

(Street)

MENLO PARK CA

(First)

2750 SAND HILL ROAD (STREET)

C/O KLEINER PERKINS CAUFIELD & BYERS

(Middle)

94025

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# OMB APPROVAL OMB Number: 32350104

Estimated average burden hours per response: 0.5

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

			16(a) of the Securities Exc f the Investment Company		1934			
1. Name and Address of Reporting Person KPCB DGF Associates, LLC	I Requirin	g Statement Day/Year)	3. Issuer Name and Ticker or Trading Symbol  Duolingo, Inc. [ DUOL ]					
(Last) (First) (Middle) C/O KLEINER PERKINS CAUFIELD & BYERS			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)		
2750 SAND HILL ROAD			Officer (give title below)	Other below)	(specify	6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting		
(Street)  MENLO PARK  CA  94025						Person	by More than One	
(City) (State) (Zip)								
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)			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration Day/\ (Month/Day/\	ate	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Convers or Exerc		6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivativ Security	ve or Indirect	3)	
Series C Preferred Stock	(1)	(1)	Class B Common Stock	2,652,949	(1)	I	See footnote <sup>(2)(3)</sup>	
Series D Preferred Stock	(4)	(4)	Class B Common Stock	70,084	(4)	I	See footnote <sup>(3)(5)</sup>	
Name and Address of Reporting Person     KPCB DGF Associates, LLC		_						
(Last) (First) C/O KLEINER PERKINS CAUFIE 2750 SAND HILL ROAD	(Middle)	RS						
(Street) MENLO PARK CA	94025							
(City) (State)	(Zip)							
1. Name and Address of Reporting Person KPCB Digital Growth Fund,								

(City)	(State)	(Zip)				
1. Name and Address of Reporting Person*						
KPCB Digital Growth Founders Fund,						
<u>LLC</u>						
,						
(Last)	(First)	(Middle)				
C/O KLEINER PERKINS CAUFIELD & BYERS						
2750 SAND HILL ROAD						
-						
(Street)						
MENLO PARK	CA	94025				
(City)	(State)	(Zip)				

#### **Explanation of Responses:**

- 1. The shares of Series C 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. Consists of (i) 2,500,670 shares of Series C Preferred Stock held by KPCB Digital Growth Fund, LLC ("KPCB DGF"), and (ii) 152,279 shares of Series C Preferred Stock held by KPCB Digital Growth Founders Fund, LLC ("KPCB DGF FF"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee" for the accounts of such entities.
- 3. The managing member of KPCB DGF and KPCB DGF FF is KPCB DGF Associates, LLC ("KPCB DGF Associates"). L. John Doerr, Brook Byers, Mary Meeker, William "Bing" Gordon, a member of our board of directors, and Theodore E. Schlein, the managing members of KPCB DGF Associates, exercise shared voting and dispositive control over the shares held by KPCB DGF and KPCB DGF FF. Such managing members disclaim beneficial ownership of all shares held by KPCB DGF and KPCB DGF FF except to the extent of their pecuniary interest therein.
- 4. The shares of Series D 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.
- 5. Consists of (i) 66,061 shares of Series D Preferred Stock held by KPCB DGF and (ii) 4,023 shares of Series D Preferred Stock held by KPCB DGF FF. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee" for the accounts of such entities.

#### Remarks:

**KPCB DGF Associates**, LLC By: /s/ Susan 07/27/2021 Biglieri, Chief Financial Officer **KPCB** Digital Growth Fund, LLC Bv: KPCB DGF Associates, LLC, Its 07/27/2021 Managing Member, By: /s/ Susan Biglieri, Chief Financial Officer **KPCB** Digital Growth Founders Fund, LLC By: **KPCB DGF Associates.** LLC, Its Managing 07/27/2021 Member, By: /s/ Susan Biglieri, Chief Financial Officer \*\* Signature of Reporting 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.