

OMB APPROVAL	
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**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>Meese Robert</u>  (Last) (First) (Middle) C/O DUOLINGO, INC 5900 PENN AVENUE  (Street) PITTSBURGH PA 15206  (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 <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <p style="text-align:center"><b>Chief Business Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/29/2022</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	04/29/2022		M		15,356	A	\$8.15	193,437	D	
Class A Common Stock	05/03/2022		M		4,375	A	\$14.42	197,812	D	
Class A Common Stock	05/03/2022		M		269	A	\$8.15	198,081	D	
Class A Common Stock								1,800	I	See footnote <sup>(1)</sup>
Class A Common Stock								1,800	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
Stock Options	\$8.15	04/29/2022		M		15,356	(3)	09/25/2029	Class A Common Stock	15,356	\$0.00	9,644	D	
Stock Options	\$14.42	05/03/2022		M		4,375	(4)	03/10/2030	Class A Common Stock	4,375	\$0.00	5,625	D	
Stock Options	\$8.15	05/03/2022		M		269	(3)	09/25/2029	Class A Common Stock	269	\$0.00	9,375	D	

**Explanation of Responses:**

- Shares held by Eliot Meese Qualified Minor's Trust.
- Shares held by Isaac Meese Qualified Minor's Trust.
- 1/24th of the shares subject to the option vest on each monthly anniversary measured from September 6, 2020 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the second anniversary of the Vesting Commencement Date.
- 1/48th of the shares subject to the option vest on each monthly anniversary measured from March 9, 2020 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date.

**Remarks:**

/s/ Stephen Chen, as Attorney-in-Fact for Robert Meese 05/03/2022

\*\* 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.

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