UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person
   Skaruppa Matthew
   C/O Duolingo, Inc.
   5900 PENN AVENUE
   PITTSBURGH PA 15206

2. Issuer Name and Ticker or Trading Symbol
   Duolingo, Inc. [DLNG]

3. Date of Earliest Transaction (Month/Day/Year)
   07/15/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   X Director
   10% Owner
   Officer (give title below)
   Chief Financial Officer
   Other (specify below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 1)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Price</th>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>(A) or (D)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/15/2022</td>
<td>M</td>
<td>D</td>
<td>$14.42</td>
<td>14,000</td>
<td>A</td>
<td>68,157</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/15/2022</td>
<td>$1</td>
<td>D</td>
<td>$93.6458</td>
<td>1,387</td>
<td>D</td>
<td>66,770</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/15/2022</td>
<td>$1</td>
<td>D</td>
<td>$94.4975</td>
<td>1,613</td>
<td>D</td>
<td>65,157</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/15/2022</td>
<td>$1</td>
<td>D</td>
<td>$95.5601</td>
<td>913</td>
<td>D</td>
<td>64,244</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/15/2022</td>
<td>$1</td>
<td>D</td>
<td>$96.7386</td>
<td>1,705</td>
<td>D</td>
<td>62,539</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/15/2022</td>
<td>$1</td>
<td>D</td>
<td>$98.1155</td>
<td>3,332</td>
<td>D</td>
<td>59,207</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/15/2022</td>
<td>$1</td>
<td>D</td>
<td>$98.8256</td>
<td>4,367</td>
<td>D</td>
<td>54,340</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>07/15/2022</td>
<td>$1</td>
<td>D</td>
<td>$99.4934</td>
<td>683</td>
<td>D</td>
<td>54,157</td>
<td>D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price or Underlying Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Underlying Securities Underlying Right(s) to acquisition of Securities (Instr. 3 and 4)</th>
<th>Number of derivative Securities Beneficially Owned or Disposed of (D) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$14.42</td>
<td>07/15/2022</td>
<td>M</td>
<td>D</td>
<td>$14.00</td>
<td>14,000</td>
<td>14.42 [1]</td>
<td>Class A Common Stock</td>
<td>14,000</td>
<td>244,165</td>
<td>D</td>
<td>** Signature of Reporting Person</td>
</tr>
</tbody>
</table>

Explanations:
1. The rules adopted in this Form 4 were effective pursuant to the Reporting Person's Rule 16b-1 trading plan.
2. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sale. These shares were sold in multiple transactions at prices ranging from $93.08 to $93.96, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
3. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sale. These shares were sold in multiple transactions at prices ranging from $94.05 to $94.89, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
4. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sale. These shares were sold in multiple transactions at prices ranging from $95.12 to $95.96, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
5. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sale. These shares were sold in multiple transactions at prices ranging from $96.25 to $97.21, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
6. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sale. These shares were sold in multiple transactions at prices ranging from $97.47 to $99.46, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
7. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sale. These shares were sold in multiple transactions at prices ranging from $98.47 to $99.56, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
8. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sale. These shares were sold in multiple transactions at prices ranging from $99.47 to $99.54, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
9. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sale. These shares were sold in multiple transactions at prices ranging from $100.47 to $100.56, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

Remarks:

/s/ Stephen Chen, as Attorney-in-Fact for
Matthew Skaruppa
07/19/2022

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* The form is filed by more than one reporting person, see Instruction 4 (b)(v).
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.
With respect to holdings of and transactions in securities issued by Duolingo, Inc. (the "Company"), the undersigned hereby constitutes an
1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Comm
2. execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any suc
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of !
The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever.
The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assum
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of April, 2021.

By: /s/ Matthew Skaruppa
Name: Matthew Skaruppa

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Luis von Ahn
2. Stephen Chen
3. Matt Skaruppa