Filing Number: 103764-019
Filing Date: 08/02/2022
Form 4
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

1. Name and Address of Reporting Person
   CapitalG 2014 LP
   1600 AMPHITHEATRE PARKWAY
   MOUNTAIN VIEW CA 94043

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

3. Date of Earliest Transaction (Month/Day/Year)
   07/13/2022

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

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

6. Individual or Joint/Group Filing (Check Applicable Line)
   Form filed by One Reporting Person X
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>07/13/2022</td>
<td>C</td>
<td>500,000</td>
<td>A</td>
<td>578,755</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</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 Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (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>Class B Common Stock (1)</td>
<td>07/13/2022</td>
<td>C</td>
<td>500,000</td>
<td>(1)</td>
<td>Class A Common Stock 500,000</td>
<td>(1)</td>
<td>445,920</td>
<td>I</td>
<td>See Footnote(2)(3)</td>
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<td></td>
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<tr>
<td>Class B Common Stock (8)</td>
<td>(6)</td>
<td>Class A Common Stock (6)</td>
<td>(6)</td>
<td>789,001</td>
<td>I</td>
<td>See Footnote(3)(4)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock (8)</td>
<td>(6)</td>
<td>Class A Common Stock (6)</td>
<td>(6)</td>
<td>758,146</td>
<td>I</td>
<td>See Footnote(3)(5)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

1. Name and Address of Reporting Person
   CapitalG 2014 LP
   1600 AMPHITHEATRE PARKWAY
   MOUNTAIN VIEW CA 94043

1. Name and Address of Reporting Person
   Alphabet Holdings LLC
   1600 AMPHITHEATRE PARKWAY
   MOUNTAIN VIEW CA 94043

1. Name and Address of Reporting Person
   CapitalG II GP LLC
**Explanation of Responses:**

1. Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock in connection with: (i) any transfer, whether or not for value, except for certain permitted transfers further described in the Issuer's amended and restated certificate of incorporation and (ii) such time as the aggregate number of shares of Class B Common Stock outstanding ceases to represent 5% of the aggregate number of shares of Common Stock outstanding.

2. Shares held by CapitalG 2014 LP. CapitalG 2014 GP LLC, the general partner of CapitalG 2014 LP, Alphabet Holdings LLC, the managing member of CapitalG 2014 GP LLC, XXVI Holdings Inc., the managing member of Alphabet Holdings LLC, and Alphabet Inc., the controlling stockholder of XXVI Holdings Inc., may each be deemed to have sole voting and dispositive power with respect to the shares held directly by CapitalG 2014 LP.

3. Each of CapitalG 2014 GP LLC, CapitalG 2015 GP LLC, CapitalG II GP LLC, Alphabet Holdings LLC, XXVI Holdings Inc., and Alphabet Inc. disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

4. Shares held by CapitalG 2015 LP. CapitalG 2015 GP LLC, the general partner of CapitalG 2015 GP LLC, Alphabet Holdings LLC, the managing member of CapitalG 2015 GP LLC, XXVI Holdings Inc., the managing member of Alphabet Holdings LLC, and Alphabet Inc., the controlling stockholder of XXVI Holdings Inc., may each be deemed to have sole voting and dispositive power with respect to the shares held directly by CapitalG 2015 LP.

5. Shares held by CapitalG II LP. CapitalG II GP LLC, the general partner of CapitalG II LP, Alphabet Holdings LLC, the managing member of CapitalG II GP LLC, XXVI Holdings Inc., the managing member of Alphabet Holdings LLC, and Alphabet Inc., the controlling stockholder of XXVI Holdings Inc., may each be deemed to have sole voting and dispositive power with respect to the shares held directly by CapitalG II LP.
6. No transaction is being reported. The holding of such shares by the reporting person was previously reported.

/s/ Bryan Keighery, as attorney-in-fact for CAPITALG 2014 LP
07/15/2022

/s/ Bryan Keighery, as attorney-in-fact for ALPHABET HOLDINGS LLC
07/15/2022

/s/ Bryan Keighery, as attorney-in-fact for CAPITALG II GP LLC
07/15/2022

/s/ Bryan Keighery, as attorney-in-fact for ALPHABET INC
07/15/2022

/s/ Bryan Keighery, as attorney-in-fact for CAPITALG II LP
07/15/2022

/s/ Bryan Keighery, as attorney-in-fact for CAPITALG 2015 GP LLC
07/15/2022

/s/ Bryan Keighery, as attorney-in-fact for CAPITALG 2015 LP
07/15/2022

/s/ Bryan Keighery, as attorney-in-fact for CAPITALG 2014 GP LLC
07/15/2022

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).


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.