

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>CapitalG 2014 LP</u> <hr/> (Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY <hr/> (Street) MOUNTAIN VIEW CA 94043 <hr/> (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)
---------------------------------	---	--	---

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 D Preferred Stock	(1)	(1)	Class B Common Stock	1,690,436	(1)	I	See footnotes ⁽²⁾⁽³⁾
Series D Preferred Stock	(1)	(1)	Class B Common Stock	1,112,941	(1)	I	See footnotes ⁽²⁾⁽⁴⁾
Series F Preferred Stock	(5)	(5)	Class B Common Stock	758,146	(5)	I	See footnotes ⁽²⁾⁽⁶⁾

1. Name and Address of Reporting Person* <u>CapitalG 2014 LP</u> <hr/> (Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY <hr/> (Street) MOUNTAIN VIEW CA 94043 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>CapitalG 2014 GP LLC</u> <hr/> (Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY <hr/> (Street) MOUNTAIN VIEW CA 94043 <hr/> (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CapitalG 2015 GP LLC](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN
VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CapitalG 2015 LP](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN
VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CapitalG II GP LLC](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN
VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CapitalG II LP](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN
VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Alphabet Holdings LLC](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN
VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Alphabet Inc.](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(City) (State) (Zip)

Explanation of Responses:

1. 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.
2. 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.
3. 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.
4. Shares held by CapitalG 2015 LP. CapitalG 2015 GP LLC, the general partner of CapitalG 2015 LP, 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. The shares of Series F 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.
6. 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.

Remarks:

[CAPITALG 2014 LP, By: CapitalG 2014 GP LLC its General Partner, By: /s/ Jeremiah Gordon, Name: 07/27/2021 Jeremiah Gordon, Title: General Counsel and Secretary.](#)

[CAPITALG 2014 GP LLC, By: /s/ Jeremiah Gordon, Name: Jeremiah Gordon, Title: General Counsel and Secretary. 07/27/2021](#)

[CAPITALG 2015 LP, By: CapitalG 2015 GP LLC its General Partner, By: /s/ Jeremiah Gordon, Name: 07/27/2021 Jeremiah Gordon, Title: General Counsel and Secretary.](#)

[CAPITALG 2015 GP LLC, By: /s/ Jeremiah Gordon, Name: Jeremiah Gordon, Title: General Counsel and Secretary. 07/27/2021](#)

[CAPITALG II LP, By: CapitalG II GP LLC its General Partner, By: /s/ Jeremiah Gordon, Name: 07/27/2021 Jeremiah Gordon, Title: General Counsel and Secretary.](#)

[CAPITALG II GP LLC, By: /s/ Jeremiah Gordon, Name: Jeremiah Gordon, Title: General Counsel and Secretary. 07/27/2021](#)

[ALPHABET HOLDINGS LLC By: Name: Kathryn W. Hall Title: Secretary. 07/27/2021](#)

ALPHABET INC. Name: 07/27/2021

Kathryn W. Hall Title:

Assistant Secretary.

** 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.