

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>KPCB DGF Associates, LLC</u> (Last) (First) (Middle) C/O KLEINER PERKINS 2750 SAND HILL ROAD (Street) MENLO PARK CA 94025 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/07/2022	
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	03/07/2022		C		2,438,394	A	\$0	2,438,394	I	See footnote ⁽¹⁾
Class A Common Stock	03/07/2022		C		148,487	A	\$0	148,487	I	See footnote ⁽²⁾
Class A Common Stock	03/07/2022		J ⁽³⁾		942,600	D	\$0	1,495,794	I	See footnote ⁽¹⁾
Class A Common Stock	03/07/2022		J ⁽⁴⁾		57,400	D	\$0	91,087	I	See footnote ⁽²⁾
Class A Common Stock	03/07/2022		J ⁽⁵⁾		306,075	A	\$0	306,075	I	See footnote ⁽⁶⁾
Class A Common Stock	03/07/2022		J ⁽⁷⁾		279,439	D	\$0	26,636	I	See footnote ⁽⁶⁾

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	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(8)	03/07/2022		C		2,438,394		(8)	(8)	Class A Common Stock	2,438,394	\$0	0	I	SEE FOOTNOTE ⁽¹⁾
Class B Common Stock	(8)	03/07/2022		C		148,487		(8)	(8)	Class A Common Stock	148,487	\$0	0	I	See footnote ⁽²⁾

1. Name and Address of Reporting Person*
KPCB DGF Associates, LLC

 (Last) (First) (Middle)
 C/O KLEINER PERKINS
 2750 SAND HILL ROAD

 (Street)
 MENLO PARK CA 94025

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
KPCB Digital Growth Founders Fund, LLC

 (Last) (First) (Middle)
 C/O KLEINER PERKINS
 2750 SAND HILL ROAD

 (Street)
 MENLO PARK CA 94025

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

Explanation of Responses:

- All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee" for the account of KPCB Digital Growth Fund, LLC ("KPCB DGF"). The managing member of KPCB DGF is KPCB DGF Associates, LLC ("KPCB DGF Associates"). L. John Doerr, Brook Byers, Mary Meeker, William "Bing" Gordon, a member of the Issuer's 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. Such managing members disclaim beneficial ownership of all shares held by KPCB DGF except to the extent of their pecuniary interest therein.
- All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee" for the account of KPCB Digital Growth Founders Fund, LLC ("KPCB DGF FF"). The managing member of KPCB DGF FF is KPCB DGF Associates, L. John Doerr, Brook Byers, Mary Meeker, William "Bing" Gordon, a member of the Issuer's 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 FF. Such managing members disclaim beneficial ownership of all shares held by KPCB DGF FF except to the extent of their pecuniary interest therein.
- Represents a pro-rata in-kind distribution of Class A Common Stock of the Issuer by KPCB DGF without consideration to its members (the "KPCB DGF Distribution").
- Represents a pro-rata in-kind distribution of Class A Common Stock of the Issuer by KPCB DGF FF without consideration to its members (the "KPCB DGF FF Distribution").
- Represents a change in the form of ownership as a result of the receipt by KPCB DGF Associates of shares of Class A Common Stock in the KPCB DGF Distribution.
- All shares are held directly by KPCB DGF Associates, L. John Doerr, Brook Byers, Mary Meeker, William "Bing" Gordon, a member of the Issuer's 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 Associates. Such managing members disclaim beneficial ownership of all shares held by KPCB DGF Associates except to the extent of their pecuniary interest therein.
- Represents a pro-rata in-kind distribution of Class A Common Stock of the Issuer by KPCB DGF Associates without consideration to its members.
- 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.

[KPCB DGF Associates, LLC](#)
By: [/s/ Susan Biglieri, Chief](#) [03/09/2022](#)
[Financial Officer](#)

[KPCB Digital Growth Fund, LLC](#)
By: [KPCB DGF Associates, LLC, Its Managing](#) [03/09/2022](#)
[Member, By: /s/ Susan Biglieri, Chief Financial Officer](#)

[KPCB Digital Growth Founders Fund, LLC](#)
By: [KPCB DGF Associates, LLC, Its Managing](#) [03/09/2022](#)
[Member, By: /s/ Susan Biglieri, Chief Financial Officer](#)

** 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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