SEC Form 4												
FORM 4 U	NITED ST/	ATES S		FIES Ishingtor			NGE	COMMIS	SION		OMB APPRO	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	STATEME Fi	led pursuant		OMB I Estima	OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5							
Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		01360			suner		101 1340					
1. Name and Address of Reporting Person [*] Hacker Severin			Name and T <u>go, Inc.</u>			ng Symbol			k all applicabl		Person(s) to Issu	
(Last) (First) (Midd C/O DUOLINGO, INC. 5900 PENN AVEN 5900 PENN AVENUE	,	3. Date of 12/11/20		nsaction	ı (Mon	th/Day/Year)			Officer (gi below)			specify
(Street) PITTSBURGH PA 1520	6	4. If Amen	e of Orig	inal Fi	led (Month/Da		Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)									1 onn nied	by word		
Table	I - Non-Deriv	vative Se	curities	Acqui	red,	Disposed	of, or B	eneficially	Owned			
1. Title of Security (Instr. 3)	2. Transactio Date (Month/Day/	Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Of (D) (Instr. 3, 4 and 5)			5. Amount Securities Beneficiall Owned Fol	/	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price	Reported Transaction (Instr. 3 and			(Instr. 4)
Class A Common Stock	12/11/20	24		С		188,901	A	\$ <u>0</u>	188,9	73	D	
Class A Common Stock	12/11/20	24		S ⁽¹⁾		900	D	\$321.2915 ⁽²	²⁾ 188,0)73	D	
Class A Common Stock	12/11/20	24		S ⁽¹⁾		622	D	\$322.7295	³⁾ 187,4	51	D	
Class A Common Stock	12/11/20	24		S ⁽¹⁾		2,482	D	\$323.4003(¹⁾ 184,9	969	D	
Class A Common Stock	12/11/20	12/11/2024		S ⁽¹⁾		1,700	D	\$ 324.8834 ⁽⁵⁾ 183,		269	D	
Class A Common Stock	12/11/20	24		S ⁽¹⁾		2,257	D	\$325.7078(⁵⁾ 181,0)12	D	
Class A Common Stock	_	12/11/2024		S ⁽¹⁾		3,327	D	\$326.8021	,		D	
Class A Common Stock	12/11/20			S ⁽¹⁾		1,927	D	\$328.0988			D	
Class A Common Stock	12/11/20			S ⁽¹⁾		2,389	D	\$329.02320	· · ·		D	
Class A Common Stock	12/11/20			S ⁽¹⁾		904	D	\$330.2398 ⁽¹	´		D	
Class A Common Stock	12/11/20			S ⁽¹⁾		1,501	D	\$331.1279 ⁽¹	· · · ·		D	
Class A Common Stock Class A Common Stock	12/11/20			S ⁽¹⁾ S ⁽¹⁾	<u> </u>	2,110 4,224	D D	\$332.0945 ⁽¹⁾ \$333.1642 ⁽¹⁾			D D	
Class A Common Stock	12/11/20			S ⁽¹⁾	-	8,370	D	\$334.2356 ⁽¹			D	
Class A Common Stock	12/11/20			S ⁽¹⁾	\vdash	7,683	D	\$335.1055 ⁽¹			D	
Class A Common Stock	12/11/20			S ⁽¹⁾	-	11,554	D	\$336.0707 ⁽¹			D	
Class A Common Stock	12/11/20			S ⁽¹⁾		3,992	D	\$337.3306 ⁽¹	´		D	
Class A Common Stock	12/11/20	24		S ⁽¹⁾		1,311	D	\$338.112(18			D	
Class A Common Stock	12/11/20			S ⁽¹⁾		6,781	D	\$339.312(19			D	
Class A Common Stock	12/11/20	24		S ⁽¹⁾		17,469	D	\$340.3457(2	⁰⁾ 107,4	70	D	
Class A Common Stock	12/11/20	24		S ⁽¹⁾		14,026	D	\$ 341.4177 ⁽²	¹⁾ 93,4	44	D	
Class A Common Stock	12/11/20	24		S ⁽¹⁾		39,297	D	\$342.4759(2	²⁾ 54,1	47	D	
Class A Common Stock	12/11/20	24		S ⁽¹⁾		27,536	D	\$343.3779(2	³⁾ 26,6	11	D	
Class A Common Stock	12/11/20	24		S ⁽¹⁾		23,975	D	\$344.2585(2	⁴⁾ 2,63	6	D	
Class A Common Stock	12/11/20	24		S ⁽¹⁾		1,064	D	\$351.16	1,57	2	D	
Class A Common Stock	12/11/20	24		S ⁽¹⁾		1,500	D	\$352.72	72		D	
Та	ble II - Deriva (e.g., i					isposed of s, converti			wned			
1. Title of 2. 3. Transaction 3A. De			Number of			xercisable and	-	and Amount of	8. Price of	9. Numb	er of 10.	11. Nature

Security or (Instr. 3) Pri De	Conversion	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)	Securities Underlying Derivative Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
									Reported		

			Table II - D (e	erivat .g _{od} pi	ive S ut/s, c	ecuritie ąNs, wa	es Acqu angants	ired, Disp Date Spitiens	osed of, Expiration convertib	or Bene le _{itS} ecu	fictrativ Ow Number of i sigs b	ned	Transaction(s) (Instr. 4)		
Stocke of Optiontive (Right to Buy) ^{r. 3)}	2. Conversion or £7.48ise Price of Derivative	3. Transaction Data (Mc ^{12/11/2024} Jar)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Tr≏nsa C <u>M</u> e (8)		5. Numbe Derivativ Securitie Acquired Disposed	e s ^{161,000} (A) or	6. Date Exerc Expiration Da (Mor:Day/Y	isable and te e ^{02/14/2029}	Class Bas Commone (IrStock; ar	A mount of U_1 Amount of S_1 161,000 d 4)	8. Price of Derivative Seculyty (Instr. 5)	9. Number of derivative Securi@ss Beneficially Owned	10. Ownership Form Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock	Security (26)	12/11/2024		C		(Instr. 3, 161,000	4 and 5)	(26)	(26)	_Class A_ Common Stock		\$ 0	Following Reported 218,845	(I) (Instr. 4) D	
Class B Common _Stock	(26)	12/11/2024		Cude	v	(A)	161,000 رس	Date ₍₂₆₎ Exercisable	Expisation Date	Class A Common Stock	Amount or N161,000	\$ <u>0</u>	Transaction(s) (Instr. 4) 57,845	D	
Stock Option (Right to Buy)	\$14.42	12/11/2024		М			27,901	(25)	12/12/2029	Class B Common Stock	27,901	\$0	145,599	D	
Class B Common Stock	(26)	12/11/2024		С		27,901		(26)	(26)	Class A Common Stock	27,901	\$ 0	85,746	D	
Class B Common Stock	(26)	12/11/2024		С			27,901	(26)	(26)	Class A Common Stock	27,901	\$ 0	57,845	D	
Class B Common Stock	(26)							(26)	(26)	Class A Common Stock	2,956,917		2,956,917	I	See footnote ⁽²⁷⁾

Explanation of Responses:

1. The sale was effected pursuant to the Reporting Person's Rule 10b5-1 trading plan adopted on September 11, 2024.

2. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$320.68 to \$321.49, 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 sales. These shares were sold in multiple transactions at prices ranging from \$322.17 to \$323.15, 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 sales. These shares were sold in multiple transactions at prices ranging from \$323.17 to \$324.00, 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 sales. These shares were sold in multiple transactions at prices ranging from \$324.28 to \$325.24, 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 sales. These shares were sold in multiple transactions at prices ranging from \$325.28 to \$326.23, 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 sales. These shares were sold in multiple transactions at prices ranging from \$326.28 to \$327.22, 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 sales. These shares were sold in multiple transactions at prices ranging from \$327.39 to \$328.35, 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 sales. These shares were sold in multiple transactions at prices ranging from \$328.40 to \$329.24, 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.

10. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$329.68 to \$330.67, 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.

11. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$330.68 to \$331.59, 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.

12. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$331.68 to \$332.63, 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.

13. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$332.72 to \$331.71, 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.

14. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$333.77 to \$334.75, 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.

15. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$334.77 to \$335.76, 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.

16. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$335.77 to \$336.67, 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.

17. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$336.80 to \$337.71, 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.

18. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$337.81 to \$338.73, 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.

19. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$338.84 to \$339.82, 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.

20. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$339.84 to \$340.83, 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.

21. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$340.85 to \$341.83, 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.

22. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$341.85 to \$342.84, 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.

23. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$342.85 to \$343.84, 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.

24. The price reported in Column 4 is a weighted average sale price calculated by the broker executing the sales. These shares were sold in multiple transactions at prices ranging from \$343.87 to \$344.82, 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.

25. The shares subject to the option are fully vested and exercisable.

26. 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, (ii) such time as the aggregate number of shares of Class B Common Stock outstanding, cases to represent 5% of the aggregate number of shares of Common Stock outstanding, and (iii) the death of the Reporting Person.

27. Shares held by SBH Trust dated March 10, 2020, of which Reporting Person is Trustee.

Remarks:

<u>/s/ Stephen Chen, as Attorney-in-</u> <u>Fact for Severin Hacker</u> <u>12/13/2024</u>

** 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.

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.