

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Duolingo, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

26603R106

(CUSIP Number)

December 31, 2021

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY). CapitalG 2014 LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 1,024,675 ⁽¹⁾	
	6	SHARED VOTING POWER 0	
	7	SOLE DISPOSITIVE POWER 1,024,675 ⁽¹⁾	
	8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,024,675 ⁽¹⁾		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.1% ⁽²⁾		
12	TYPE OF REPORTING PERSON (See Instructions) PN		

(1) Consists of 78,755 shares of Class A common stock, par value \$0.0001 per share (“Class A Common Stock”) and 945,920 shares of Class B common stock, par value \$0.0001 per share (“Class B Common Stock”) held of record by CapitalG 2014 LP. The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis, including at the affirmative written election of the holder thereof. The rights of the holders of Class A Common Stock and Class B Common Stock are identical, except with respect to the aforementioned conversion rights and voting rights. Each share of Class A Common Stock is entitled to one vote per share, whereas each share of Class B Common Stock is entitled to 20 votes per share.

(2) Based on the quotient obtained by dividing: (a) the aggregate number of shares of Class A Common Stock and Class B Common Stock beneficially owned by the Reporting Person as set forth in Row 9 by (b) the sum of (i) 15,796,838 shares of Class A Common Stock outstanding as of November 11, 2021, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the United States Securities and Exchange Commission ("SEC") on November 12, 2021 and (ii) 945,920 shares of Class B Common Stock beneficially owned by the Reporting Person that are convertible into shares of Class A Common Stock. The aggregate numbers of shares of Class B Common Stock beneficially owned by the Reporting Person as set forth in clauses (a) and (b) of this footnote are treated as converted into Class A Common Stock solely for the purpose of computing the percentage ownership of the Reporting Person

1	NAME OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
	CapitalG 2014 GP LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER	1,024,675 ⁽¹⁾
	6	SHARED VOTING POWER	0
	7	SOLE DISPOSITIVE POWER	1,024,675 ⁽¹⁾
	8	SHARED DISPOSITIVE POWER	0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,024,675 ⁽¹⁾		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	6.1% ⁽²⁾		
12	TYPE OF REPORTING PERSON (See Instructions)		
	OO		

(1) Consists of 78,755 shares of Class A Common stock and 945,920 shares of Class B Common Stock held of record by CapitalG 2014 LP. The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis, including at the affirmative written election of the holder thereof. The rights of the holders of Class A Common Stock and Class B Common Stock are identical, except with respect to the aforementioned conversion rights and voting rights. Each share of Class A Common Stock is entitled to one vote per share, whereas each share of Class B Common Stock is entitled to 20 votes per share.

(2) Based on the quotient obtained by dividing: (a) the aggregate number of shares of Class A Common Stock and Class B Common Stock beneficially owned by the Reporting Person as set forth in Row 9 by (b) the sum of (i) 15,796,838 shares of Class A Common Stock outstanding as of November 11, 2021, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2021 and (ii) 945,920 shares of Class B Common Stock beneficially owned by the Reporting Person that are convertible into shares of Class A Common Stock. The aggregate numbers of shares of Class B Common Stock beneficially owned by the Reporting Person as set forth in clauses (a) and (b) of this footnote are treated as converted into Class A Common Stock solely for the purpose of computing the percentage ownership of the Reporting Person.

1	NAME OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
	CapitalG 2015 LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER	
		854,690 ⁽¹⁾	
	6	SHARED VOTING POWER	
		0	
	7	SOLE DISPOSITIVE POWER	
		854,690 ⁽¹⁾	
	8	SHARED DISPOSITIVE POWER	
		0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	854,690 ⁽¹⁾		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	5.2% ⁽²⁾		
12	TYPE OF REPORTING PERSON (See Instructions)		
	PN		

(1) Consists of 65,689 shares of Class A Common stock and 789,001 shares of Class B Common Stock held of record by CapitalG 2015 LP. The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis, including at the affirmative written election of the holder thereof. The rights of the holders of Class A Common Stock and Class B Common Stock are identical, except with respect to the aforementioned conversion rights and voting rights. Each share of Class A Common Stock is entitled to one vote per share, whereas each share of Class B Common Stock is entitled to 20 votes per share.

(2) Based on the quotient obtained by dividing: (a) the aggregate number of shares of Class A Common Stock and Class B Common Stock beneficially owned by the Reporting Person as set forth in Row 9 by (b) the sum of (i) 15,796,838 shares of Class A Common Stock outstanding as of November 11, 2021, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2021 and (ii) 789,001 shares of Class B Common Stock beneficially owned by the Reporting Person that are convertible into shares of Class A Common Stock. The aggregate numbers of shares of Class B Common Stock beneficially owned by the Reporting Person as set forth in clauses (a) and (b) of this footnote are treated as converted into Class A Common Stock solely for the purpose of computing the percentage ownership of the Reporting Person.

1	NAME OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
	CapitalG 2015 GP LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER	854,690 ⁽¹⁾
	6	SHARED VOTING POWER	0
	7	SOLE DISPOSITIVE POWER	854,690 ⁽¹⁾
	8	SHARED DISPOSITIVE POWER	0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	854,690 ⁽¹⁾		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	5.2% ⁽²⁾		
12	TYPE OF REPORTING PERSON (See Instructions)		
	OO		

(1) Consists of 65,689 shares of Class A Common stock and 789,001 shares of Class B Common Stock held of record by CapitalG 2015 LP. The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis, including at the affirmative written election of the holder thereof. The rights of the holders of Class A Common Stock and Class B Common Stock are identical, except with respect to the aforementioned conversion rights and voting rights. Each share of Class A Common Stock is entitled to one vote per share, whereas each share of Class B Common Stock is entitled to 20 votes per share.

(2) Based on the quotient obtained by dividing: (a) the aggregate number of shares of Class A Common Stock and Class B Common Stock beneficially owned by the Reporting Person as set forth in Row 9 by (b) the sum of (i) 15,796,838 shares of Class A Common Stock outstanding as of November 11, 2021, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2021 and (ii) 789,001 shares of Class B Common Stock beneficially owned by the Reporting Person that are convertible into shares of Class A Common Stock. The aggregate numbers of shares of Class B Common Stock beneficially owned by the Reporting Person as set forth in clauses (a) and (b) of this footnote are treated as converted into Class A Common Stock solely for the purpose of computing the percentage ownership of the Reporting Person.

13	NAME OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).	
	CapitalG II LP	
14	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
15	SEC USE ONLY	
16	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	17	SOLE VOTING POWER 758,146 ⁽¹⁾
	18	SHARED VOTING POWER 0
	19	SOLE DISPOSITIVE POWER 758,146 ⁽¹⁾
	20	SHARED DISPOSITIVE POWER 0
21	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 758,146 ⁽¹⁾	
22	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
23	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.6% ⁽²⁾	
24	TYPE OF REPORTING PERSON (See Instructions) PN	

(1) Consists of shares of Class B Common Stock held of record by CapitalG II LP. The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis, including at the affirmative written election of the holder thereof. The rights of the holders of Class A Common Stock and Class B Common Stock are identical, except with respect to the aforementioned conversion rights and voting rights. Each share of Class A Common Stock is entitled to one vote per share, whereas each share of Class B Common Stock is entitled to 20 votes per share.

(2) Based on the quotient obtained by dividing: (a) the aggregate number of shares of Class A Common Stock and Class B Common Stock beneficially owned by the Reporting Person as set forth in

Row 9 by (b) the sum of (i) 15,796,838 shares of Class A Common Stock outstanding as of November 11, 2021, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2021 and (ii) 758,146 shares of Class B Common Stock beneficially owned by the Reporting Person that are convertible into shares of Class A Common Stock. The aggregate numbers of shares of Class B Common Stock beneficially owned by the Reporting Person as set forth in clauses (a) and (b) of this footnote are treated as converted into Class A Common Stock solely for the purpose of computing the percentage ownership of the Reporting Person.

25	NAME OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
	CapitalG II GP LLC		
26	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
27	SEC USE ONLY		
28	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	29	SOLE VOTING POWER	
		758,146 ⁽¹⁾	
	30	SHARED VOTING POWER	
		0	
	31	SOLE DISPOSITIVE POWER	
		758,146 ⁽¹⁾	
	32	SHARED DISPOSITIVE POWER	
		0	
33	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	758,146 ⁽¹⁾		
34	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		<input type="checkbox"/>
35	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	4.6% ⁽²⁾		
36	TYPE OF REPORTING PERSON (See Instructions)		
	OO		

(1) Consists of shares of Class B Common Stock held of record by CapitalG II LP. The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis, including at the affirmative written election of the holder thereof. The rights of the holders of Class A Common Stock and Class B Common Stock are identical, except with respect to the aforementioned conversion rights and voting rights. Each share of Class A Common Stock is entitled to one vote per share, whereas each share of Class B Common Stock is entitled to 20 votes per share.

(2) Based on the quotient obtained by dividing: (a) the aggregate number of shares of Class A Common Stock and Class B Common Stock beneficially owned by the Reporting Person as set forth in Row 9 by (b) the sum of (i) 15,796,838 shares of Class A Common Stock outstanding as of November 11, 2021, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2021 and (ii) 758,146 shares of Class B Common Stock beneficially owned by the Reporting Person that are convertible into shares of Class A Common Stock. The aggregate numbers of shares of Class B Common Stock beneficially owned by the Reporting Person as set forth in clauses (a) and (b) of this footnote are treated as converted into Class A Common Stock solely for the purpose of computing the percentage ownership of the Reporting Person.

1	NAME OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY). Alphabet Holdings LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 2,637,511 ⁽¹⁾	
	6	SHARED VOTING POWER 0	
	7	SOLE DISPOSITIVE POWER 2,637,511 ⁽¹⁾	
	8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,637,511 ⁽¹⁾		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 14.4% ⁽²⁾		
12	TYPE OF REPORTING PERSON (See Instructions) OO		

(1) Consists of 144,444 shares of Class A Common stock and 2,493,067 shares of Class B Common Stock held of record by CapitalG 2014 LP, CapitalG 2015 LP and CapitalG II LP. The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis, including at the affirmative written election of the holder thereof. The rights of the holders of Class A Common Stock and Class B Common Stock are identical, except with respect to the aforementioned conversion rights and voting rights. Each share of Class A Common Stock is entitled to one vote per share, whereas each share of Class B Common Stock is entitled to 20 votes per share.

(2) Based on the quotient obtained by dividing: (a) the aggregate number of shares of Class A Common Stock and Class B Common Stock beneficially owned by the Reporting Person as set forth in Row 9 by (b) the sum of (i) 15,796,838 shares of Class A Common Stock outstanding as of November 11, 2021, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2021 and (ii) 2,493,067 shares of Class B Common Stock beneficially owned by the Reporting Person

that are convertible into shares of Class A Common Stock. The aggregate numbers of shares of Class B Common Stock beneficially owned by the Reporting Person as set forth in clauses (a) and (b) of this footnote are treated as converted into Class A Common Stock solely for the purpose of computing the percentage ownership of the Reporting Person.

1	NAME OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY). Alphabet Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 2,637,511 ⁽¹⁾	
	6	SHARED VOTING POWER 0	
	7	SOLE DISPOSITIVE POWER 2,637,511 ⁽¹⁾	
	8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,637,511 ⁽¹⁾		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 14.4% ⁽²⁾		
12	TYPE OF REPORTING PERSON (See Instructions) CO		

(1) Consists of 144,444 shares of Class A Common stock and 2,493,067 shares of Class B Common Stock held of record by CapitalG 2014 LP, CapitalG 2015 LP and CapitalG II LP. The Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis, including at the affirmative written election of the holder thereof. The rights of the holders of Class A Common Stock and Class B Common Stock are identical, except with respect to the aforementioned conversion rights and voting rights. Each share of Class A Common Stock is entitled to one vote per share, whereas each share of Class B Common Stock is entitled to 20 votes per share.

(2) Based on the quotient obtained by dividing: (a) the aggregate number of shares of Class A Common Stock and Class B Common Stock beneficially owned by the Reporting Person as set forth in Row 9 by (b) the sum of (i) 15,796,838 shares of Class A Common Stock outstanding as of November 11, 2021, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2021 and (ii) 2,493,067 shares of Class B Common Stock beneficially owned by the Reporting Person that are convertible into shares of Class A Common Stock. The aggregate numbers of shares of Class B

Common Stock beneficially owned by the Reporting Person as set forth in clauses (a) and (b) of this footnote are treated as converted into Class A Common Stock solely for the purpose of computing the percentage ownership of the Reporting Person.

Item 1. (a) Name of Issuer

Duolingo, Inc.

(b) Address of Issuer's Principal Executive Offices

5900 Penn Avenue
Pittsburgh, PA 15206

Item 2. (a) Name of Person Filing

This statement is filed by the following entities (collectively, referred to as the "Reporting Persons"):

- CapitalG 2014 LP, a Delaware limited partnership;
- CapitalG 2014 GP LLC, a Delaware limited liability company;
- CapitalG 2015 LP, a Delaware limited partnership;
- CapitalG 2015 GP LLC, a Delaware limited liability company;
- CapitalG II LP, a Delaware limited partnership;
- CapitalG II GP LLC, a Delaware limited liability company;
- Alphabet Holdings LLC, a Delaware limited liability company; and
- Alphabet Inc., a Delaware corporation.

CapitalG 2014 GP LLC, the general partner of CapitalG 2014 LP, may be deemed to have sole voting and dispositive power with respect to the shares held by CapitalG 2014 LP.

CapitalG 2015 GP LLC, the general partner of CapitalG 2015 LP, may be deemed to have sole voting and dispositive power with respect to the shares held by CapitalG 2015 LP.

CapitalG II GP LLC, the general partner of CapitalG II LP, may be deemed to have sole voting and dispositive power with respect to the shares held by CapitalG II LP.

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

(b) Address of Principal Business Office or, if none, Residence

The address of the principal business office for each of the Reporting Persons is:

1600 Amphitheatre Parkway
Mountain View, CA 94043

(c) Citizenship

See Row 4 of cover page for each Reporting Person.

(d) Title of Class of Securities

Class A Common Stock, par value \$0.0001 per share.

(e) CUSIP Number

26603R106

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof certain of the Reporting Persons have ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

Exhibit No. Exhibit

99.1 Joint Filing Agreement by and among the Reporting Persons, dated February 14, 2022.
99.2 Power of Attorney, dated February 7, 2022

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2022

CAPITALG 2014 LP

By: CapitalG 2014 GP LLC
its General Partner

By: /s/ Bryan Keighery
Name: Bryan Keighery
Title: Attorney-in-fact

CAPITALG 2014 GP LLC

By: /s/ Bryan Keighery
Name: Bryan Keighery
Title: Attorney-in-fact

CAPITALG 2015 LP

By: CapitalG 2015 GP LLC
its General Partner

By: /s/ Bryan Keighery
Name: Bryan Keighery
Title: Attorney-in-fact

CAPITALG 2015 GP LLC

By: /s/ Bryan Keighery
Name: Bryan Keighery
Title: Attorney-in-fact

CAPITALG II LP

By: CapitalG II GP LLC
its General Partner

By: /s/ Bryan Keighery
Name: Bryan Keighery
Title: Attorney-in-fact

CAPITALG II GP LLC

By: /s/ Bryan Keighery
Name: Bryan Keighery
Title: Attorney-in-fact

ALPHABET HOLDINGS LLC

By: /s/ Bryan Keighery
Name: Bryan Keighery
Title: Attorney-in-fact

ALPHABET INC.

By: /s/ Bryan Keighery
Name: Bryan Keighery
Title: Attorney-in-fact

JOINT FILING AGREEMENT

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Class A Common Stock of Duolingo, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 14, 2022

CAPITALG 2014 LP

By: CapitalG 2014 GP LLC
its General Partner

By: /s/ Bryan Keighery
Name: Bryan Keighery
Title: Attorney-in-fact

CAPITALG 2014 GP LLC

By: /s/ Bryan Keighery
Name: Bryan Keighery
Title: Attorney-in-fact

CAPITALG 2015 LP

By: CapitalG 2015 GP LLC
its General Partner

By: /s/ Bryan Keighery
Name: Bryan Keighery
Title: Attorney-in-fact

CAPITALG 2015 GP LLC

By: /s/ Bryan Keighery
Name: Bryan Keighery
Title: Attorney-in-fact

CAPITALG II LP

By: CapitalG II GP LLC
its General Partner

By: /s/ Bryan Keighery_____

Name: Bryan Keighery

Title: Attorney-in-fact

CAPITALG II GP LLC

By: /s/ Bryan Keighery_____

Name: Bryan Keighery

Title: Attorney-in-fact

ALPHABET HOLDINGS LLC

By: /s/ Bryan Keighery_____

Name: Bryan Keighery

Title: Attorney-in-fact

ALPHABET INC.

By: /s/ Bryan Keighery_____

Name: Bryan Keighery

Title: Attorney-in-fact

POWER OF ATTORNEY

Know all by these presents, that each of the undersigned hereby makes, constitutes and appoints each of Bryan S. Keighery and Christopher A. Rose, or either of them acting singly, and with full power of substitution and resubstitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "Attorney-in-Fact"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

1. Prepare, execute, and submit to the Securities and Exchange Commission ("SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required or considered by the Attorney-in-Fact to be advisable under Section 13 or Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") or any rule or regulation of the SEC;
2. Prepare, execute and submit to the SEC, Duolingo, Inc. (the "Company"), and/or any national securities exchange on which the Company's securities are listed any and all reports (including any amendments thereto) the undersigned is required to file with the SEC, or which the Attorney-in-Fact considers it advisable to file with the SEC, under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder, or under Rule 144 under the Securities Act of 1933 ("Rule 144"), with respect to the any security of the Company, including Forms 3, 4 and 5, Schedules 13D and 13G, and Forms 144; and
3. Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact.

The undersigned acknowledges that:

- a. This Power of Attorney authorizes, but does not require, the Attorney-in-Fact to act in his or her discretion on information provided to such Attorney-in-Fact without independent verification of such information;
 - b. Any documents prepared or executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information as the Attorney-in-Fact, in his or her discretion, deems necessary or desirable;
 - c. Neither the Company nor the Attorney-in-Fact assumes any liability for the undersigned's responsibility to comply with the requirements of Section 13 or Section 16 of the Exchange Act or Rule 144, any liability of the undersigned for any failure to comply with such requirements, or any liability of the undersigned for disgorgement of profits under Section 16(b) of the Exchange Act; and
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- d. This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under Section 13 or Section 16 of the Exchange Act, including, without limitation, the reporting requirements under Section 13 or Section 16 of the Exchange Act.

The undersigned hereby grants to the Attorney-in-Fact full power and authority to do and perform each and every act and thing requisite, necessary or advisable to be done in connection with the foregoing, as fully, to all intents and purposes, as the undersigned might or could do in person, hereby ratifying and confirming all that the Attorney-in-Fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by authority of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 or 5 or Schedules 13D or 13G or Forms 144 with respect to the undersigned's holdings of and transactions in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact. This Power of Attorney revokes all previous powers of attorney with respect to the subject matter of this Power of Attorney.

IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney this 7th day of February, 2022.

CapitalG 2014 LP

By: CapitalG 2014 GP LLC
its General Partner

By: /s/ Jeremiah Gordon
Name: Jeremiah Gordon
Title: General Counsel and Secretary

CapitalG 2014 GP LLC

By: /s/ Jeremiah Gordon
Name: Jeremiah Gordon
Title: General Counsel and Secretary

CapitalG 2015 LP

By: CapitalG 2015 GP LLC
its General Partner

By: /s/ Jeremiah Gordon
Name: Jeremiah Gordon
Title: General Counsel and Secretary

CapitalG 2015 GP LLC

By: /s/ Jeremiah Gordon
Name: Jeremiah Gordon
Title: General Counsel and Secretary

CapitalG II LP

By: CapitalG II GP LLC
its General Partner

By: /s/ Jeremiah Gordon

Name: Jeremiah Gordon

Title: General Counsel and Secretary

CapitalG II GP LLC

By: /s/ Jeremiah Gordon

Name: Jeremiah Gordon

Title: General Counsel and Secretary

Alphabet Holdings LLC

By: /s/ Kathryn W. Hall

Name: Kathryn W. Hall

Title: Secretary

Alphabet Inc.

By: /s/ Kathryn W. Hall

Name: Kathryn W. Hall

Title: Assistant Secretary