

| 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>NewView Capital Fund I, L.P.</u> (Last) (First) (Middle) 1201 HOWARD AVE., SUITE 101 (Street) BURLINGAME CA 94010 (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) 07/30/2021 | |
| 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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 | | | | |
| Series B Preferred Stock | (1) | 07/30/2021 | | C | | | 4,916,730 | (1) | (1) | Class B Common Stock | 4,916,730 | (1) | 0 | I | See footnote(2) |
| Series C Preferred Stock | (1) | 07/30/2021 | | C | | | 147,894 | (1) | (1) | Class B Common Stock | 147,894 | (1) | 0 | I | See footnote(2) |
| Series D Preferred Stock | (1) | 07/30/2021 | | C | | | 175,211 | (1) | (1) | Class B Common Stock | 175,211 | (1) | 0 | I | See footnote(2) |
| Class B Common Stock | (3) | 07/30/2021 | | C | | | 5,239,835 | (3) | (3) | Class A Common Stock | 5,239,835 | (3) | 5,239,835 | I | See footnote(2) |

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|---|
| 1. Name and Address of Reporting Person* <u>NewView Capital Fund I, L.P.</u> (Last) (First) (Middle) 1201 HOWARD AVE., SUITE 101 (Street) BURLINGAME CA 94010 (City) (State) (Zip) |
| 1. Name and Address of Reporting Person* <u>NewView Capital Partners I, LLC</u> (Last) (First) (Middle) 1201 HOWARD AVE., SUITE 101 (Street) BURLINGAME CA 94010 (City) (State) (Zip) |

Explanation of Responses:

- Each share of Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock automatically converted on a 1-for-1 basis into the Issuer's Class B Common Stock immediately prior to the closing of the Issuer's initial public offering.
- Shares held by NewView Capital Fund I, L.P. ("NewView Fund I"). NewView Capital Partners I, LLC is the general partner of NewView Fund I. Ravi Viswanathan is the managing member of NewView Capital Partners I, LLC and therefore may be deemed to hold voting and dispositive power over the shares held by NewView Fund I. Such managing member disclaims beneficial ownership of the shares held by NewView Fund I except to the extent of his pecuniary interest therein.
- 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.

Remarks:

NEWVIEW CAPITAL FUND I, L.P., by: NewView Capital Partners I, LLC, by: /s/ Ravi Viswanathan, Managing Member 08/02/2021

NEWVIEW CAPITAL 08/02/2021
PARTNERS I, LLC, /s/ Ravi
Viswanathan, Managing Member

by: /s/ Ravi Viswanathan 08/02/2021

** 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.