

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Lawson James A</u>  (Last) (First) (Middle) C/O ADTHEORENT HOLDING COMPANY, INC. 330 HUDSON STREET, 13TH FLOOR  (Street) NEW YORK NY 10013  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AdTheorent Holding Company, Inc. [ ADTH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/21/2024</u>	
	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			
Common Stock	06/21/2024		D <sup>(1)</sup>		2,481,450	D	\$3.21	0	D	

**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
Option	\$0.47	06/21/2024		D			820,668	(2)	10/01/2027	Common Stock	820,668	(4)	0	D	
Option	\$0.74	06/21/2024		D			945,858	(3)	05/06/2029	Common Stock	945,858	(4)	0	D	

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger, dated as of April 1, 2024 (the "Merger Agreement"), by and among Issuer, Cadent, LLC, a limited liability corporation organized under the laws of Delaware ("Parent"), Award Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Parent, and the other parties listed thereto, each share of Issuer common stock, par value \$0.0001 per share, then outstanding (with certain exceptions) was converted into the right to receive \$3.21 in cash without interest, subject to applicable withholding taxes. In addition, pursuant to the Merger Agreement, each Issuer restricted stock unit award became fully vested and was automatically cancelled and converted into the right to receive \$3.21 in cash without interest, subject to applicable withholding taxes.
- This Option grant was vested in full on December 31, 2020.
- This Option grant was vested in full on December 31, 2022.
- Pursuant to the Merger Agreement, each Issuer stock option award became fully vested and was automatically cancelled and converted into the right to receive, in cash without interest, an amount by which \$3.21 exceeds the applicable stock option exercise price, subject to applicable withholding taxes.

/s/ Thomas P. Conaghan,  
Attorney-in-Fact

06/21/2024

\*\* 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.