

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL	
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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>KOENIG THEODORE L</u> (Last) (First) (Middle) <u>C/O MCAP ACQUISITION CORPORATION</u> <u>311 SOUTH WACKER DRIVE, SUITE 6400</u> (Street) <u>CHICAGO IL 60606</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/25/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>MCAP Acquisition Corp [MACQ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Class B Common Stock</u>	<u>(1)</u>	<u>(1)</u>	<u>Class A Common Stock</u>	<u>7,873,250⁽²⁾⁽³⁾</u>	<u>(1)</u>	<u>I</u>	<u>See footnote (3)</u>

Explanation of Responses:

- The shares of Class B common stock have no expiration date and will automatically convert into shares of Class A common stock at the time of the Issuer's initial business combination, or earlier at the option of the holder, on a one-for-one basis, subject to adjustment as set forth in the Issuer's registration statement on Form S-1 (File No. 333-252607).
- Includes up to 1,031,250 shares subject to forfeiture depending on the extent to which the underwriters' over-allotment option is exercised, if at all.
- The securities are held directly by MCAP Acquisition, LLC, the sponsor of the issuer (the "Sponsor"). The manager of the Sponsor is Monroe Capital Management Advisors, LLC ("MCMA"). Theodore L. Koenig, the issuer's Chief Executive Officer, may be deemed to beneficially own shares held by the Sponsor by virtue of his control over MCMA. Mr. Koenig disclaims beneficial ownership of the shares of the issuer's Class B common stock held by the Sponsor other than to the extent of his pecuniary interest in such shares.

Remarks:

Exhibit List - Exhibit 24 Power of Attorney

/s/ Theodore L. Koenig, by
Nelson Mullins Riley &
Scarborough LLP with
Power of Attorney.

02/25/2021

** 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 5 (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.