# United States Securities and Exchange Commission

## 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.**

### 1. Name and Address of Reporting Person

**Tatta Ben**

**C/O ADTHEORENT HOLDING COMPANY, INC.**

**330 HUDSON STREET, 13TH FLOOR**

**NEW YORK NY 10013**

### 2. Issuer Name and Ticker or Trading Symbol

**AdTheorent Holding Company, Inc. [ADTH]**

### 3. Date of Earliest Transaction (Month/Day/Year)

**05/24/2023**

### 4. If Amendment, Date of Original Filed (Month/Day/Year)

**6. Individual or Joint/Group Filing (Check Applicable Line)**

- **X** Form filed by One Reporting Person
- Form filed by More than One Reporting Person

### Rule 10b5-1(c) Transaction Indication

- Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Acquired Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, $0.0001 Par Value</td>
<td>05/24/2023</td>
<td>A</td>
<td>40,000</td>
<td>$0.00</td>
<td>94,881</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

**Explanation of Responses:**

1. Pursuant to the terms of the Issuer’s 2021 Long-Term Incentive Plan, the Reporting Person was granted Restricted Stock Units (“RSUs”), which shall vest into common stock of the Company in the following schedule, subject to the Reporting Person’s continuous service with the issuer: 100% of the RSUs will vest on January 1, 2024.

**Remarks:**

**/s/ Thomas P. Conaghan,**  05/25/2023  
**Attorney-in-Fact**

**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).


**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.**