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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**AdTheorent Holding Company, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**85-3978415**  
(I.R.S. Employer  
Identification Number)

**AdTheorent Holding Company, Inc. Long-Term Incentive Plan**  
**AdTheorent Holding Company, Inc. 2021 Employee Stock Purchase Plan**  
**AdTheorent Holding Company, LLC 2017 Interest Option Plan**  
(Full title of the plan)

**James Lawson**  
**Chief Executive Officer**  
**330 Hudson Street, 13<sup>th</sup> Floor**  
**New York, New York 10013**  
(Name and address of agent for service)

**(800) 804-1359**  
(Telephone number, including area code, of agent for service)

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*With copies to:*

**Teri O'Brien**  
**4747 Executive Drive, 12th Floor**  
**San Diego, CA 92121**  
**Telephone: (858) 458-3031**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “**Securities Act**”). The document(s) containing the information specified in Part I will be sent or given to participants in the AdTheorent Holding Company, Inc. Long-Term Incentive Plan (formerly the MCAP Acquisition Corporation 2021 Long-Term Incentive Plan), participants in the AdTheorent Holding Company, Inc. 2021 Employee Stock Purchase Plan (formerly the MCAP Acquisition Corporation 2021 Employee Stock Purchase Plan), and participants in the AdTheorent Holding Company, LLC 2017 Interest Option Plan, as specified by Rule 428(b)(1) of the Securities Act. Such documents are not being filed with the Securities and Exchange Commission (the “**Commission**”) as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These document(s) and the documents incorporated by reference in the Registration Statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the registrant with the Commission are hereby incorporated by reference in this Registration Statement:

- (a) the registrant’s current reports on [Form 8-K](#) filed with the Commission on December 29, 2021 (other than information furnished under Item 7.01 and exhibits related to such items);
- (b) the registrant’s prospectus dated January 31, 2022, filed with the Commission on [February 1, 2022](#) pursuant to Rule 424(b) under the Securities Act (File No. 333-262201), relating to the registrant’s registration statement on Form S-1 (File No. 333-262201), filed with the Commission on [January 18, 2022](#), including any amendment or report filed with the Commission for the purpose of updating, amending or otherwise modifying such prospectus; and
- (c) the description of the common stock of the registrant, par value \$0.0001 per share, contained in the registration statement on [Form S-1](#) (File No. 333-262201) filed with the Commission on January 18, 2022, including any amendment or report filed with the Commission for the purpose of updating, amending or otherwise modifying such description.

All reports and other documents filed by the registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, other than current reports furnished under Item 2.02 and Item 7.01 of Form 8-K and any exhibits furnished on such form that relate to such items, after the date of this Registration Statement, and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

## Item 6. Indemnification of Directors and Officers.

Section 145(a) of the Delaware General Corporation Law (the “*DGCL*”) provides, in general, that a corporation may indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), because he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 145(b) of the *DGCL* provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made with respect to any claim, issue or matter as to which he or she shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses that the Court of Chancery or other adjudicating court shall deem proper.

Section 145(g) of the *DGCL* provides, in general, that a corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under Section 145 of the *DGCL*.

Additionally, the registrant’s Second Amended and Restated Certificate of Incorporation eliminates its directors’ liability to the fullest extent permitted under the *DGCL*. The *DGCL* provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability:

- for any transaction from which the director derives an improper personal benefit;
- for any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- for any unlawful payment of dividends or redemption of shares; or
- for any breach of a director’s duty of loyalty to the corporation or its stockholders.

If the *DGCL* is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the registrant’s directors will be eliminated or limited to the fullest extent permitted by the *DGCL*, as so amended.

In addition, the registrant has entered into separate indemnification agreements with its directors and officers. These agreements, among other things, require the registrant to indemnify its directors and officers for certain expenses, including attorneys’ fees, judgments, liabilities, fines, penalties and settlement amounts incurred by a director or officer in any action or proceeding arising out of their services as a director or officer of the registrant or any other company or enterprise to which the person provides services at the registrant’s request.

The registrant maintains a directors’ and officers’ insurance policy pursuant to which its directors and officers are insured against liability for actions taken in their capacities as directors or officers.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description of Exhibits</u>	<u>Incorporation by Reference</u>
4.1	<a href="#">Second Amended and Restated Certificate of Incorporation of AdTheorent Holding Company, Inc.</a>	Exhibit 3.1 to the Current Report on Form 8-K filed on December 29, 2021
4.2	<a href="#">Amended and Restated Bylaws of AdTheorent Holding Company, Inc.</a>	Exhibit 3.2 to the Current Report on Form 8-K filed on December 29, 2021
5.1*	<a href="#">Opinion of Paul Hastings LLP</a>	
23.1*	<a href="#">Consent of BDO USA LLP</a>	
23.2*	<a href="#">Consent of Marcum LLP</a>	
23.3	<a href="#">Consent of Paul Hastings LLP (included in Exhibit 5.1)</a>	
24.1	<a href="#">Power of Attorney (included on the signature page hereof)</a>	
99.1	<a href="#">AdTheorent Holding Company, Inc. Long-Term Incentive Plan</a>	Exhibit 10.4 to the Current Report on Form 8-K filed on December 29, 2021
99.2	<a href="#">Form of Stock Option Grant Notice under the AdTheorent Holding Company, Inc. Long-Term Incentive Plan</a>	Exhibit 10.6 to the Current Report on Form 8-K filed on December 29, 2021
99.3	<a href="#">Form of RSU Award Grant Notice under the AdTheorent Holding Company, Inc. Long-Term Incentive Plan</a>	Exhibit 10.7 to the Current Report on Form 8-K filed on December 29, 2021
99.4	<a href="#">AdTheorent Holding Company, Inc. 2021 Employee Stock Purchase Plan</a>	Exhibit 10.5 to the Current Report on Form 8-K filed on December 29, 2021
99.5	<a href="#">AdTheorent Holding Company, LLC 2017 Interest Option Plan</a>	Exhibit 10.12 to Registration Statement on Form S-4 filed on December 3, 2021
99.6	<a href="#">AdTheorent Holding Company, LLC Form(s) of Participant Interest Agreement</a>	Exhibit 10.13 to Registration Statement on Form S-4 filed on December 3, 2021
99.7	<a href="#">AdTheorent Holding Company, LLC Form of Notice of Restricted Interest Unit Award</a>	Exhibit 10.14 to Registration Statement on Form S-4 filed on December 3, 2021
107*	<a href="#">Filing Fee Table</a>	

\* Filed herewith.

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on February 28, 2022.

**ADTHEORENT HOLDING COMPANY, INC.**

/s/ James Lawson

Name: James Lawson

Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints James Lawson and Charles Jordan, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James Lawson</u> James Lawson	Chief Executive Officer and Director (Principal Executive Officer)	February 28, 2022
<u>/s/ Charles Jordan</u> Charles Jordan	Chief Financial Officer, Secretary and Vice President (Principal Financial Officer and Principal Accounting Officer)	February 28, 2022
<u>/s/ Erin Tencer</u> Eric Tencer	Director	February 28, 2022
<u>/s/ Richard Boghosian</u> Richard Boghosian	Director	February 28, 2022
<u>/s/ Danielle Qi</u> Danielle Qi	Director	February 28, 2022
<u>/s/ John Black</u> John Black	Director	February 28, 2022
<u>/s/ Zia Uddin</u> Zia Uddin	Director	February 28, 2022
<u>/s/ Ben Tatta</u> Ben Tatta	Director	February 28, 2022
<u>/s/ Vineet Mehra</u> Vineet Mehra	Director	February 28, 2022
<u>/s/ Kihara Kiarie</u> Kihara Kiarie	Director	February 28, 2022

[Signature Page to S-8 Registration Statement]



February 28, 2022

AdTheorent Holding Company, Inc.  
330 Hudson Street, 13th Floor  
New York, New York 10013

Re: AdTheorent Holding Company, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to AdTheorent Holding Company, Inc., a Delaware corporation (the "**Company**"), in connection with the preparation of the Registration Statement on Form S-8 to be filed by the Company with the U.S. Securities and Exchange Commission (the "**Commission**") on or about the date hereof (the "**Registration Statement**") to effect the registration under the Securities Act of 1933, as amended (the "**Act**"), of 16,450,088 shares (the "**Shares**") of the Company's common stock, \$0.0001 par value per share, consisting of (a) 10,131,638 Shares issuable pursuant to the AdTheorent Holding Company, Inc. Long-Term Incentive Plan (the "**2021 Plan**"); (b) 2,026,328 Shares issuable pursuant to the AdTheorent Holding Company, Inc. 2021 Employee Stock Purchase Plan (the "**2021 ESPP**"); and (c) 4,292,122 Shares issuable pursuant to the AdTheorent Holding Company, LLC 2017 Interest Option Plan (the "**2017 Plan**" and together with the 2021 Plan and the 2021 ESPP, the "**Plans**").

As such counsel and for purposes of our opinion set forth herein, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, resolutions, certificates and instruments of the Company, certificates of public officials and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth herein, including, without limitation:

- (i) the Registration Statement;
- (ii) the Second Amended and Restated Certificate of Incorporation of the Company, certified by the Secretary of State of the State of Delaware as of December 22, 2021, and certified by an officer of the Company as of the date hereof;
- (iii) the Amended and Restated Bylaws of the Company, certified by an officer of the Company as of the date hereof;
- (iv) resolutions of the Board of Directors of MCAP Acquisition Corporation, a Delaware corporation ("**MCAP**"), the Company's legal predecessor, adopted on December 21, 2021, approving the 2021 Plan and the 2021 ESPP;
- (v) resolutions of the Board of Directors of MCAP and the resolutions of MCAP, as the sole member of each of GRNT Merger Sub 1 LLC, a Delaware limited liability company ("**GRNT Merger Sub 1**"), GRNT Merger Sub 2 LLC, a Delaware limited liability company ("**GRNT Merger Sub 2**"), GRNT Merger Sub 3 LLC, a Delaware limited liability company ("**GRNT Merger Sub 3**"), and GRNT Merger Sub 4 LLC, a Delaware limited liability company ("**GRNT Merger Sub 4**"), each dated July 26, 2021, approving the form, terms and provisions of the Business Combination Agreement, by and among MCAP, GRNT Merger Sub 1, GRNT Merger Sub 2, GRNT Merger Sub 3, GRNT Merger Sub 4, H.I.G. Growth – AdTheorent Intermediate, LLC, a Delaware limited liability company, H.I.G. Growth – AdTheorent, LLC, a Delaware limited liability company, and AdTheorent Holding Company, LLC, a Delaware limited liability company;

- (vi) the current report on Form 8-K filed by MCAP with the Commission on December 21, 2021 disclosing the final voting results of MCAP's special meeting of stockholders held on December 21, 2021, evidencing the approval by the stockholders of the 2021 Plan, the 2021 ESPP, and the assumption of the 2017 Plan;
- (vii) the Plans; and
- (viii) a certificate, dated as of February 28, 2022, from the Secretary of State of the State of Delaware, certifying as to the existence and good standing of the Company under the laws of the State of Delaware (the "**Good Standing Certificate**").

In addition to the foregoing, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth herein.

In such examination and in rendering the opinion set forth herein, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the legal capacity, competency and authority of all individuals executing documents; (iii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iv) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to the originals thereof, and that such originals are authentic and complete; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto (other than the Company); (vi) that no documents submitted to us have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true and correct on and as of the date hereof; (viii) that there has not been nor will there be any change in the good standing status of the Company from that reported in the Good Standing Certificate; and (ix) that each of the officers and directors of the Company has properly exercised his or her fiduciary duties. As to all questions of fact material to this opinion letter and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation or verification) upon representations and certificates or comparable documents of officers and representatives of the Company.

Based upon the foregoing, and in reliance thereon, and subject to the assumptions, limitations, qualifications and exceptions set forth herein, we are of the opinion that the Shares are duly authorized and, when issued and sold as described in the Registration Statement and in accordance with the terms of the Plans and the applicable award agreements thereunder (including the receipt by the Company of the full consideration therefor), will be validly issued, fully paid and nonassessable.

Without limiting any of the other assumptions, limitations, qualifications and exceptions stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than the General Corporation Law of the State of Delaware as in effect on the date hereof.



**PAUL**  
**HASTINGS**

AdTheorent Holding Company, Inc.

February 28, 2022

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This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

This opinion letter is rendered solely in connection with the issuance and delivery of the Shares as described in the Registration Statement and in accordance with the terms of the Plans and the applicable award agreements thereunder. This opinion letter is rendered as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein even if the change may affect the legal analysis or a legal conclusion or other matters in this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings LLP

Consent of Independent Registered Public Accounting Firm

AdTheorent Holding Company, Inc.  
New York, New York

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our reports dated August 23, 2021, relating to the consolidated financial statements and schedules of AdTheorent Holding Company, LLC appearing in the Registration Statement on Form S-1 (File No. 333-262201) of AdTheorent Holding Company, Inc.

/s/ BDO USA, LLP

New York, New York  
February 28, 2022

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of AdTheorent Holding Company, Inc. (formerly MCAP Acquisition Corp.) (the "Company") on Form S-8 of our report dated February 22, 2021, except for Notes 3, 5 and 7 which are dated March 1, 2021, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the financial statements of MCAP Acquisition Corp. as of December 31, 2020 and for the period from November 12, 2020 (inception) through December 31, 2020 appearing in the Prospectus on Form 424B4 (File Nos. 333-252607 and 333-253556) of MCAP Acquisition Corp. We were dismissed as auditors on December 22, 2021 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements appearing in such Registration Statement for the periods after the date of our dismissal.

/s/ Marcum LLP

Marcum LLP  
Melville, NY  
February 28, 2022

**FEE TABLES FOR  
FORM S-8**

**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**AdTheorent Holding Company, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(10)
Common Stock, par value \$0.0001 per share:				
AdTheorent Holding Company, Inc. Long-Term Incentive Plan	10,131,638 (2)(3)	\$6.07 (8)	\$61,499,043	\$5,700.97
AdTheorent Holding Company, Inc. 2021 Employee Stock Purchase Plan	2,026,328 (4)(5)	\$6.07 (8)	\$12,299,811	\$1,140.20
AdTheorent Holding Company, LLC 2017 Interest Option Plan (options)	3,718,789 (6)	\$0.61 (9)	\$2,268,461	\$210.29
AdTheorent Holding Company, LLC 2017 Interest Option Plan (RIUs)	573,333 (7)	\$6.07 (8)	\$3,480,131	\$322.61
<b>TOTAL:</b>	16,450,088		\$79,547,446	\$7,374.07

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement also covers an indeterminate number of additional shares of common stock of the registrant, par value \$0.0001 per share (“**Common Stock**”), that may be issued to adjust the number of shares issued pursuant to the AdTheorent Holding Company, Inc. Long-Term Incentive Plan (the “**2021 Plan**”), the AdTheorent Holding Company, Inc. 2021 Employee Stock Purchase Plan (the “**2021 ESPP**”), and the AdTheorent Holding Company, LLC 2017 Interest Option Plan (the “**2017 Plan**”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction which results in an increase in the number of shares of the registrant’s outstanding Common Stock.
- (2) Represents 10,131,638 shares of Common Stock reserved for issuance pursuant to future awards under the 2021 Plan.

- (3) The number of shares reserved for issuance under the 2021 Plan will automatically increase on January 1 of each year for a period of up to ten years, beginning on January 1, 2022 and continuing through January 1, 2031, by the lesser of (i) 5% of the total number of shares of our Common Stock outstanding on December 31 of the immediately preceding year, or (ii) such smaller number of shares of our Common Stock as is determined by our Board of Directors (the “**Board**”). However, before the date of any such increase, the Board may determine that that there will be no annual increase or that such increase will be less than the amount set forth in the preceding sentence. This explanation is provided for informational purposes only. The issuance of such shares is not being registered on this Registration Statement.
- (4) Represents 2,026,328 shares of Common Stock reserved for future issuance under the 2021 ESPP.
- (5) The number of shares reserved for issuance under the 2021 ESPP will automatically increase on January 1 of each year for a period of ten years, beginning on January 1, 2022 and ending on (and including) January 1, 2031, by the lesser of (i) 1% of the total number of shares of our Common Stock outstanding on December 31 of the immediately preceding year, (ii) 1,013,164 shares of our Common Stock, or (iii) such smaller number of shares of our Common Stock as is determined by the Board. However, before the date of any such increase, the Board may determine that that there will be no annual increase or that such increase will be less than the amount set forth in the preceding sentence. This explanation is provided for informational purposes only. The issuance of such shares is not being registered on this Registration Statement.
- (6) Represents 3,718,789 shares of Common Stock underlying stock option awards previously granted and outstanding under the 2017 Plan and not previously registered by the registrant, as assumed by the registrant on December 22, 2021 pursuant to the Business Combination Agreement dated as of July 27, 2021 (as amended, restated, supplemented or otherwise modified, the “**Business Combination Agreement**”), by and among MCAP Acquisition Corporation, a Delaware Corporation, GRNT Merger Sub 1 LLC, a Delaware limited liability company, GRNT Merger Sub 2 LLC, a Delaware limited liability company, GRNT Merger Sub 3 LLC, a Delaware limited liability company, GRNT Merger Sub 4 LLC, a Delaware limited liability company, H.I.G. Growth—AdTheorent Intermediate, LLC, a Delaware limited liability company, H.I.G. Growth—AdTheorent, LLC, a Delaware limited liability company, and AdTheorent Holding Company, LLC, a Delaware limited liability company.
- (7) Represents 573,333 shares of Common Stock underlying restricted stock unit awards previously granted and outstanding under the 2017 Plan and not previously registered by the registrant, as assumed by the registrant on December 22, 2021 pursuant to the Business Combination Agreement.
- (8) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h) of the Securities Act based on the average of the high and low prices of the registrant’s Common Stock as reported on the Nasdaq Capital Market on February 23, 2022, which date is within five business days prior to the filing of this Registration Statement.
- (9) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) of the Securities Act solely on the basis of the weighted-average exercise prices of stock option awards outstanding under the 2017 Plan as of the date of this Registration Statement.
- (10) Calculated pursuant to Rule 457 of the Securities Act, solely for purposes of calculating the registration fee.