

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>MCAP Acquisition, LLC</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. 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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/22/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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

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	12/22/2021		C		7,873,250	A	(1)	7,873,250	D	
Common Stock	04/13/2023		J(2)		1,910,377	D	(2)	5,962,873	D	
Common Stock	06/13/2023		J(2)		27,807	D	(2)	5,935,066	D	
Common Stock	02/15/2024		J(2)		4,127,858	D	(2)	1,807,208	D	
Common Stock	02/15/2024		J(3)		1,807,208	D	(3)	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	Amount or Number of Shares				
Class B Common Stock	(1)	12/22/2021		C			7,873,250	(1)	(1)	Common Stock	7,873,250	(1)	0	D	
Warrants	\$11.5	04/13/2023		J(2)			1,997,376	(4)	12/22/2026	Common Stock	1,997,376	(2)	3,434,861	D	
Warrants	\$11.5	06/13/2023		J(2)			30,263	(4)	12/22/2026	Common Stock	30,263	(2)	3,404,598	D	
Warrants	\$11.5	02/15/2024		J(2)			3,056,572	(4)	12/22/2026	Common Stock	3,056,572	(2)	348,026	D	
Warrants	\$11.5	02/15/2024		J(3)			348,026	(4)	12/22/2026	Common Stock	348,026	(3)	0	D	

Explanation of Responses:

- As described in the Issuer's registration statement on Form S-1 (File No. 333-252607), under the heading "Description of Securities - Founder Shares," upon consummation of the Issuer's initial business combination, the shares of Class B common stock converted into shares of common stock on a one-for-one basis. The Issuer's initial business combination was consummated on December 22, 2021.
- The reported transactions reflect distributions in kind to the reporting person's investors in exchange for the investors' pro rata ownership interests in the reporting person.
- In connection with the February 15, 2024 distribution, the reporting person assigned its remaining interests in the Issuer to its parent and the reporting person was liquidated.
- These warrants are currently exercisable.

/s/ MCAP Acquisition, LLC, by
Monroe Capital Management
Advisors, LLC, its manager, by 04/12/2024
Theodore L. Koenig, Authorized
Signatory

** 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.