

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Anderson Andrew L.</u>  (Last) (First) (Middle) 330 HUDSON STREET, 13TH FLOOR  (Street) NEW YORK NY 10013  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/01/2022	3. Issuer Name and Ticker or Trading Symbol <u>AdTheorent Holding Company, Inc.</u> [ ADTH ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Technology 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)
Common Stock	58,540 <sup>(1)</sup>	D	
Restricted Interest Units	117,199 <sup>(2)</sup>	D	

**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				
Option	(3)	10/01/2027	Common Stock 112,545	0.47	D	
Option	(4)	02/15/2028	Common Stock 112,545	0.59	D	
Option	(5)	05/06/2029	Common Stock 62,524	0.74	D	

**Explanation of Responses:**

- Pursuant to the terms of the Issuer's 2021 Long-Term Incentive Plan, the Reporting Person was granted Restricted Stock Units, which shall vest in four equal, annual installments, beginning on January 1, 2023, subject to the Reporting Person's continuous employment with the Issuer.
- 50% of these Restricted Interest Units vest on 7/01/2022. The remaining 50% of these Restricted Interest Units vest in four equal quarterly installments thereafter, such that the Restricted Interest Units shall be fully vested on the two year anniversary of the grant date, subject to Mr. Anderson's continuous employment through such date. These Restricted Interest Units can only be settled in shares of Common Stock.
- This Option grant was vested in full on December 31, 2020.
- This Option grant was vested in full on December 31, 2021.
- This Option grant is 75% vested as of April 1, 2022, with the remaining 25% of the Option grant vesting on December 31, 2022, subject to Mr. Anderson remaining continuously employed through the final vesting date.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Thomas P. Conaghan,  
Attorney-in-Fact      04/11/2022  
 \*\* 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.**

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that I, Andrew L. Anderson, hereby constitute and appoint Daniel L. Woodard, Brandon Sloane and Thomas P. Conaghan, and each of them, my true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for me and in my name, place and stead, to sign any Form ID (Uniform Application for Access Codes to File on EDGAR), reports on Form 3 (Initial Statement of Beneficial Ownership of Securities), Form 4 (Statement of Changes in Beneficial Ownership of Securities) and Form 5 (Annual Statement of Beneficial Ownership of Securities) relating to transactions by me in shares of Common Stock or other securities of AdTheorent Holding Company, Inc. and all amendments thereto, and to file the same, with the Securities and Exchange Commission and the appropriate securities exchange, granting unto said attorneys-in-fact and agents, and each of them, or their substitutes, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or their substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall be effective until such time as I deliver a written revocation thereof to the above-named attorneys-in-fact and agents.

Dated: 04/05/2022

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/s/ Andrew L. Anderson

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Andrew L. Anderson