1. Name and Address of Reporting Person
Elliott Patrick Allen
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)

5. Relationship of Reporting Person(s) to Issuer
Director
Officer (give title below)
Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
Form filed by One Reporting Person
Form filed by More than One Reporting Person

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 Beneficially Owned 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>258,620</td>
<td>A</td>
<td>$0.00</td>
<td>258,620</td>
<td>D</td>
</tr>
</tbody>
</table>

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

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 ("RSU"), which shall vest into common stock of the Company in four equal annual installments, beginning on January 1, 2024, subject to the Reporting Person's continuous service with the Issuer.

Remarks:
/s/ Thomas P. Conaghan
Attorney-in-Fact
05/25/2023

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.