

November 10, 2021

**Via EDGAR**

Division of Corporation Finance  
U.S. SECURITIES AND EXCHANGE COMMISSION  
100 F Street, N.E.  
Washington, DC 20549  
Attn: Alexandra Barone, Staff Attorney  
Kathleen Krebs, Special Counsel

**Re: MCAP Acquisition Corporation  
Amendment No. 2 to Registration Statement on Form S-4  
Filed October 28, 2021  
File No. 333-259027**

Dear Ms. Barone and Ms. Krebs:

On behalf of MCAP Acquisition Corporation (the “*Company*”), we are hereby responding to the letter dated November 8, 2021 (the “*Comment Letter*”) from the staff (the “*Staff*”) of the Securities and Exchange Commission, regarding the Company’s Amendment No. 2 to Registration Statement on Form S-4 filed on October 28, 2021 (the “*Registration Statement*”). In response to the Comment Letter and to update certain information in the Registration Statement, the Company is publicly filing its Amendment No. 3 to the Registration Statement on Form S-4 (the “*Amended Registration Statement*”) with the Commission today.

For ease of reference, the text of the Staff’s comments are included in bold-face type below, followed by the Company’s response.

Amendment No. 2 to Form S-4 filed October 28, 2021

Information About AdTheorent, page 160

- We note your revised disclosures to prior comment 12, where you indicate that you monitor the metrics of active customers and high-spend customers to evaluate how the active customer base is growing and the extent to which active customers are becoming high-spend customers. As these appear to be key business metrics based on your current disclosure, please include a discussion of such measures in your Management’s Discussion and Analysis (MD&A) for each period presented and address the disclosure requirements in Item 303(a) of Regulation S-K and SEC Release No. 33-10751. Alternatively, revise to disclose within MD&A the metrics you do use to monitor your business.**

**Response:** The Company has revised and added to the disclosure on pages 176, 178, 189 and 201 of the Amended Registration Statement to describe active customers as a key business metric and to remove discussion of high-spend customers, as the number of high-spend customers is not used by management to manage or monitor the performance of the business.

Exhibits

2. **In the tax opinion filed as Exhibit 8.1, counsel opines that “the Company Mergers will qualify as a ‘reorganization’ for U.S. federal income tax purposes within the meaning of Section 368(a) of the Code”; however, the disclosure on page 138 states that it is the opinion of counsel that these mergers “should” so qualify and there is a discussion of the uncertainties. Please ensure that the tax opinion and prospectus disclosure are consistent.**

**Response:** The Company has filed a revised tax opinion to conform to the disclosure in the section entitled “Material U.S. Federal Income Tax Considerations of the Redemption Rights and the Company Mergers.”

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Please direct any questions or further communications relating to the above to the undersigned at (202) 689-2806 or E. Peter Strand at (202) 689-2983. Thank you for your attention to this matter.

Very truly yours,

/s/ Jonathan H. Talcott

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Jonathan H. Talcott

cc: MCAP Acquisition Corporation  
Theodore L. Koenig

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