

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>KOENIG THEODORE L</u> <hr/> (Last) (First) (Middle) <u>C/O MONROE CAPITAL CORPORATION</u> <u>311 SOUTH WACKER DRIVE, SUITE 6400</u> <hr/> (Street) <u>CHICAGO IL 60606</u> <hr/> (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)					
			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 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)	9,077,691	I	See Footnote ⁽²⁾
Common stock	12/22/2021		P		500,000	A	\$10 ⁽³⁾	9,577,691	I	See Footnote ⁽³⁾

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
Class B common stock	(1)	12/22/2021		C			7,873,250	(1)	(1)	Class A Common Stock	7,873,250	(1)	0	I	See Footnote ⁽²⁾

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 7,873,250 shares are held by MCAP Acquisition, LLC, the sponsor of the Issuer (the "Sponsor"). The manager of the Sponsor is Monroe Capital Management Advisors, LLC ("MCMA"). Theodore L. Koenig may be deemed to beneficially own shares held by the Sponsor by virtue of his control over MCMA, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Consists of 500,000 shares acquired by certain funds (the "Funds") managed by Monroe Capital LLC and/or its affiliates ("Monroe") pursuant to a PIPE investment in connection with the completion of the Issuer's initial business combination. Mr. Koenig is the Chief Executive Officer of Monroe. By reason of the provisions of Rules 13d-3 and 16a-1 under the Securities Exchange Act of 1934, as amended, Mr. Koenig may be deemed to be the beneficial owner of the securities beneficially owned by the Funds. The filing of this statement shall not be deemed an admission that Mr. Koenig is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise. Mr. Koenig hereby disclaims beneficial ownership of all such securities, except to the extent of any indirect pecuniary interest therein.

Theodore L. Koenig, by Nelson Mullins Riley & Scarborough 12/28/2021
with Power of Attorney

** 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.