SEC Form 4

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

1. Name and Address of Reporting Person
   Mehra Vineet
   (Last) (First) (Middle)
   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
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   X 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 Acquired 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></td>
<td>A</td>
<td>40,000(1) A</td>
<td>$0.00</td>
<td>94,881</td>
<td>D</td>
</tr>
</tbody>
</table>

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 the following schedule, subject to the Reporting Person's continuous service with the Issuer: 100% of the RSUs will vest on January 1, 2024.

Remarks:

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

** 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).


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.