

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 6, 2021

MCAP Acquisition Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40116
(Commission
File Number)

85-3978415
(I.R.S. Employer
Identification No.)

311 South Wacker Drive, Suite 6400
Chicago, Illinois
(Address of principal executive offices)

60606
(Zip Code)

(312) 258-8300
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A Common Stock and one-third of one Warrant	MACQU	The Nasdaq Stock Market LLC
Class A Common Stock, par value \$0.0001 per share	MACQ	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A Common Stock at an exercise price of \$11.50	MACQW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On December 6, 2021, MCAP Acquisition Corporation (“MCAP”) issued a press release announcing effectiveness of its registration statement on Form S-4 and a special meeting date of December 21, 2021 in connection with the proposed business combination with AdTheorent Holding Company, LLC (“AdTheorent”).

A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference. The foregoing (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act.

Additional Information and Where to Find It

In connection with the Business Combination, the registration statement has been declared effective by the U.S. Securities and Exchange Commission (the “SEC”), which includes the related proxy statement and prospectus of MCAP with respect to the special meeting. MCAP’s stockholders and other interested persons are advised to read the registration statement and the related proxy statement/prospectus and any documents filed in connection therewith, as these materials will contain important information about AdTheorent, MCAP and the proposed business combination. MCAP has mailed the definitive proxy statement/prospectus and a proxy card to each stockholder of record as of November 4, 2021 entitled to vote at the meeting relating to the approval of the business combination and other proposals set forth in the proxy statement/prospectus. Before making any voting or investment decision, investors and stockholders of MCAP are urged to carefully read the entire registration statement and proxy statement/prospectus and any other relevant documents filed with the SEC, as well as any amendments or supplements to these documents, because they will contain important information about the proposed transaction.

The documents filed by MCAP with the SEC may be obtained free of charge at the SEC’s website at www.sec.gov, or by directing a request to MCAP Acquisition Corporation, 311 South Wacker Drive, Suite 6400, Chicago, Illinois 60606.

No Offer or Solicitation

This Current Report on Form 8-K is for informational purposes only and is not intended to and shall not constitute a proxy statement or the solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Business Combination and is not intended to and shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy or subscribe for any securities or a solicitation of any vote of approval, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Participants in Solicitation

MCAP and its directors and executive officers may be deemed participants in the solicitation of proxies from MCAP’s stockholders with respect to the Business Combination. A list of the names of those directors and executive officers and a description of their interests in MCAP is contained in MCAP’s Registration Statement on Form S-1, as filed on February 1, 2021, which was filed with the SEC and is available free of charge at the SEC’s web site at www.sec.gov, or by directing a request to MCAP Acquisition Corp., 311 South Wacker Drive, Suite 6400, Chicago, Illinois 60606, USA. Additional information regarding the interests of such participants is contained in the registration statement on Form S-4, which includes a proxy statement/prospectus.

AdTheorent and its directors and executive officers may also be deemed to be participants in the solicitation of proxies from the stockholders of MCAP in connection with the Business Combination. A list of the names of such directors and executive officers and information regarding their interests in the Business Combination is contained in the registration statement on Form S-4, which includes a proxy statement/prospectus.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about future financial and operating results, our plans, objectives, expectations and intentions with respect to future operations, products and services; and other statements identified by words such as “will likely result,” “are expected to,” “will continue,” “is anticipated,” “estimated,” “believe,” “intend,” “plan,” “projection,” “outlook” or words of similar meaning. These forward-looking statements include, but are not limited to, statements regarding AdTheorent’s industry and market sizes, future opportunities for MCAP, AdTheorent and the combined company, MCAP’s and AdTheorent’s estimated future results and the Business Combination, including the implied enterprise value, the expected transaction and ownership structure and the likelihood and ability of the parties to successfully consummate the Business Combination. Such forward-looking statements are based upon the current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond our control. Actual results and the timing of events may differ materially from the results anticipated in these forward-looking statements.

In addition to factors previously disclosed in MCAP’s reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results and the timing of events to differ materially from the anticipated results or other expectations expressed in the forward-looking statements: MCAP’s ability to consummate the Business Combination; the expected benefits of the Business Combination; the post-combination company’s financial and business performance following the Business Combination, including AdTheorent’s financial projections and business metrics; changes in AdTheorent’s strategy, future operations, financial position, estimated revenue and losses, forecasts, projected costs, prospects and plans; demand for AdTheorent’s platform and services and the drivers of that demand; AdTheorent’s estimated total addressable market and other industry projections, and AdTheorent’s projected market share; competition in AdTheorent’s industry, the advantages of AdTheorent’s platform and services over competing platform and services existing in the market, and competitive factors including with respect to technological capabilities, cost and scalability; AdTheorent’s ability to scale in a cost-effective manner and maintain and expand its existing customer relationships; AdTheorent’s expectation that it will incur increased expenses as a public company; the impact of health epidemics, including the COVID-19 pandemic, on AdTheorent’s business and industry and the actions AdTheorent may take in response thereto; AdTheorent’s expectations regarding its ability to obtain and maintain intellectual property protection and not infringe on the rights of others; expectations regarding the time during which MCAP will be an emerging growth company under the JOBS Act; AdTheorent’s future capital requirements and sources and uses of cash; AdTheorent’s business, expansion plans and opportunities; anticipated financial performance and the expectation that the post-combination company’s future results of operations will fluctuate on a quarterly basis for the foreseeable future; the expected U.S. federal income tax impact of the Business Combination; the outcome of any known and unknown litigation and regulatory proceedings; the risk that the Business Combination may not be completed in a timely manner or at all, which may adversely affect the price of the MCAP’s securities; the risk that the Business Combination may not be completed by MCAP’s business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by MCAP; the failure to satisfy the conditions to the consummation of the Business Combination, including the adoption of the Business Combination Agreement by the stockholders of MCAP, the satisfaction of the minimum cash amount following redemptions by MCAP’s public stockholders and the receipt of certain governmental and regulatory approvals; the lack of a third-party valuation in determining whether to pursue the Business Combination; the occurrence of any event, change or other circumstance that could give rise to the termination of the Business Combination Agreement; the effect of the announcement or pendency of the Business Combination on AdTheorent’s business relationships, performance, and business generally; risks that the Business Combination disrupts AdTheorent’s current plans and potential difficulties in AdTheorent’s employee retention as a result of the Business Combination; the outcome of any legal proceedings that may be instituted against AdTheorent or against MCAP related to the Business Combination Agreement or the Business Combination; the ability to maintain the listing of MCAP’s securities on Nasdaq or any other exchange; the price of MCAP’s securities may be volatile due to a variety of factors, including changes in the industries in which AdTheorent operates, variations in performance across competitors, changes in laws and regulations affecting AdTheorent’s business and changes in the combined capital structure; the ability to implement business plans, forecasts, and other expectations after the completion of the Business Combination, and identify and realize additional opportunities; the risk of downturns and the possibility of rapid change in the highly competitive industry in which AdTheorent operates; the risk that AdTheorent will need to raise additional capital to execute its business plan, which may not be available on acceptable terms or at all; the risk that the post-combination company experiences difficulties in managing its growth and expanding operations; the risk of private litigation or regulatory lawsuits or proceedings relating to AdTheorent’s platform and services; the risk that AdTheorent is unable to secure or protect its intellectual property; the risk that the post-combination company’s securities will not be approved for listing on Nasdaq or any other exchange, or if approved, maintain the listing; and other risks and uncertainties indicated in the proxy statement/prospectus, including those set forth under the section entitled “Risk Factors.”

Actual results, performance or achievements may differ materially, and potentially adversely, from any projections and forward-looking statements and the assumptions on which those forward-looking statements are based. There can be no assurance that the data contained herein is reflective of future performance to any degree. You are cautioned not to place undue reliance on forward-looking statements as a predictor of future performance as projected financial information and other information are based on estimates and assumptions that are inherently subject to various significant risks, uncertainties and other factors, many of which are beyond our control. All information set forth herein speaks only as of the date hereof in the case of information about MCAP and AdTheorent or the date of such information in the case of information from persons other than MCAP or AdTheorent, and we disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this communication. Forecasts and estimates regarding AdTheorent's industry and end markets are based on sources we believe to be reliable, however there can be no assurance these forecasts and estimates will prove accurate in whole or in part. Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[99.1](#) [Press Release, dated December 6, 2021.](#)
104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MCAP ACQUISITION CORPORATION

By: /s/ Theodore L. Koenig

Name: Theodore L. Koenig

Title: Chief Executive Officer

Date: December 6, 2021

MCAP Acquisition Corporation and AdTheorent Holding Company, LLC Announce Effectiveness of Registration Statement in Connection with Proposed Business Combination

Special Meeting Date of MCAP Stockholders Set for December 21, 2021

New York, NY (December 6, 2021)— AdTheorent Holding Company, LLC (“AdTheorent” or “the Company”), a leading programmatic digital advertising company using advanced machine learning technology and privacy-forward solutions to deliver real-world results for advertisers and marketers, today announced that the registration statement on Form S-4 (the “Registration Statement”), filed in connection with its previously announced proposed business combination (the “Business Combination”) with MCAP Acquisition Corporation (Nasdaq: MACQ) (“MCAP”), has been declared effective by the U.S. Securities and Exchange Commission (“SEC”). The Registration Statement provides important information about MCAP, AdTheorent and the Business Combination and can be found on the SEC’s website at <https://www.sec.gov> under the ticker “MACQ.”

MCAP also announced today a record date of November 4, 2021 (the “Record Date”) and a date of December 21, 2021 for a special meeting of MCAP stockholders (the “Special Meeting”) to consider the Business Combination. The closing of the Business Combination is subject to approval by MCAP’s stockholders, and the satisfaction of other customary closing conditions. The Business Combination is expected to close promptly after the Special Meeting.

“With its machine learning backbone and privacy-first, data agnostic approach to performance digital advertising, we believe AdTheorent is well positioned for long-term, sustainable growth,” said Zia Uddin, Co-President of MCAP Acquisition Corp. “We are excited to present the business combination to MCAP stockholders and believe we are in the final stage of a successful conclusion of this deal.”

Upon closing, the combined company is expected to be listed on NASDAQ under the ticker symbol “ADTH.”

The Special Meeting will be held at 10:00 a.m. Eastern Time, on December 21, 2021 via live webcast. MCAP recommends all stockholders vote “FOR” ALL PROPOSALS in advance of the Special Meeting by telephone, via the Internet or by signing, dating and returning the proxy card upon receipt by following the instructions on the proxy card. Stockholders who have questions about voting or need assistance voting may contact MacKenzie Partners, Inc., MCAP’s proxy solicitor, by calling (800) 322-2885 or (212) 929-5500 (banks and brokers), or by email to: proxy@mackenziepartners.com.

About AdTheorent

AdTheorent uses advanced machine learning technology and privacy-forward solutions to deliver impactful advertising campaigns for marketers. AdTheorent’s industry-leading machine learning platform powers its predictive targeting, geo-intelligence, audience extension solutions and in-house creative capability, Studio A\T. Leveraging only non-sensitive data and focused on the predictive value of machine learning models, AdTheorent’s product suite and flexible transaction models allow advertisers to identify the most qualified potential consumers coupled with the optimal creative experience to deliver superior results, measured by each advertiser’s real-world business goals.

AdTheorent is consistently recognized with numerous technology, product, growth and workplace awards. AdTheorent was awarded “Best AI-Based Advertising Solution” (AI Breakthrough Awards) and “Most Innovative Product” (B.I.G. Innovation Awards) for four consecutive years. Additionally, AdTheorent is the only six-time recipient of Frost & Sullivan’s “Digital Advertising Leadership Award.” AdTheorent is headquartered in New York, with fourteen offices across the United States and Canada. For more information, visit adtheorent.com.

About MCAP Acquisition Corporation

MCAP is a blank check company organized for the purpose of effecting a merger, capital stock exchange, asset acquisition, or other similar business combination with one or more businesses or entities.

MCAP raised \$316 million in March 2021 and its securities are listed on the Nasdaq Capital Market under the ticker symbols “MACQU,” “MACQ” and “MACQW.”

MCAP is sponsored by an affiliate of Monroe Capital LLC (“Monroe Capital”), a boutique asset management firm specializing in investing across various strategies, including direct lending, asset-based lending, specialty finance, opportunistic and structured credit, and equity.

MCAP is led by CEO and Chairman Theodore Koenig, who is CEO and Founder of Monroe Capital and has been the CEO and Chairman of Monroe Capital Corporation (Nasdaq: MRCC) since 2011. He is joined by Co-President Zia Uddin, who is President of Monroe Capital; Co-President Mark Solovy, who serves as Co-Head of the Technology Finance Group at Monroe Capital; and CFO Scott Marienau, who is the CFO of Monroe Capital’s management company.

To learn more, please visit <https://www.mcapacquisitioncorp.com/>. The information that may be contained on or accessed through this website is not incorporated into this release.

Additional Information About the Proposed Business Combination and Where to Find It

In connection with the proposed transaction, MCAP filed with the SEC the Registration Statement, which includes a proxy statement/prospectus, and will file other documents regarding the proposed transaction with the SEC. MCAP’s stockholders and other interested persons are advised to read the preliminary proxy statement/prospectus and the amendments thereto and the definitive proxy statement and documents incorporated by reference therein filed in connection with the Business Combination, as these materials will contain important information about AdTheorent, MCAP and the Business Combination. MCAP is mailing the definitive proxy statement/prospectus and a proxy card to each stockholder entitled to vote at the Special Meeting. Before making any voting or investment decision, investors and stockholders of MCAP are urged to carefully read the entire Registration Statement and proxy statement/prospectus, when they become available, and any other relevant documents filed with the SEC, as well as any amendments or supplements to these documents, because they will contain important information about the proposed transaction. The documents filed by MCAP with the SEC may be obtained free of charge at the SEC’s website at www.sec.gov, or by directing a request to MCAP Acquisition Corporation, 311 South Wacker Drive, Suite 6400, Chicago, Illinois 60606.

Participants in the Solicitation

MCAP, AdTheorent and certain of their respective directors and executive officers may be deemed participants in the solicitation of proxies from MCAP’s stockholders with respect to the Business Combination. A list of the names of those directors and executive officers and a description of their interests in MCAP is included in the proxy statement/prospectus for the Business Combination when available at www.sec.gov. Information about MCAP’s directors and executive officers and their ownership of MCAP common stock is set forth in MCAP’s prospectus, dated February 25, 2021, as modified or supplemented by any Form 3 or Form 4 filed with the SEC since the date of such filing. Other information regarding the interests of the participants in the proxy solicitation (including AdTheorent and its members and executive officers) will be included in the proxy statement/prospectus pertaining to the Business Combination when it becomes available. These documents can be obtained free of charge as indicated above.

No Offer or Solicitation

This press release shall not constitute a solicitation of a proxy, consent, or authorization with respect to any securities or in respect of the Business Combination. This press release shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Cautionary Language Regarding Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. In general, forward-looking statements may be identified by the use of terms such as “will likely result,” “are expected to,” “will continue,” “is anticipated,” “estimated,” “may,” “believe,” “intend,” “plan,” “projection,” “outlook” or the negative of these terms or other comparable terminology. Such “forward-looking statements” include, but are not limited to, the timing of the Special Meeting and closing of the proposed Business Combination, including the expected listing of AdTheorent on Nasdaq following the closing. Such forward-looking statements are based upon the current beliefs and expectations of our management and are inherently subject to significant uncertainties and contingencies, many of which are difficult to predict and generally beyond our control. Actual results and the timing of events may differ materially from the results anticipated in these forward-looking statements.

The following factors, among others, could cause actual results and the timing of events to differ materially from the anticipated results or other expectations expressed in the forward-looking statements: inability to meet the closing conditions to the Business Combination, including the occurrence of any event, change or other circumstances that could give rise to the termination of the definitive agreement; the inability to complete the transactions contemplated by the definitive agreement due to the failure to obtain approval of MCAP’s stockholders; the failure to achieve the minimum amount of cash available following any redemptions by MCAP stockholders; redemptions exceeding a maximum threshold or the failure to meet The Nasdaq Stock Market’s initial listing standards in connection with the consummation of the contemplated transactions; costs related to the transactions contemplated by the definitive agreement; a delay or failure to realize the expected benefits from the proposed transaction; risks related to disruption of management’s time from ongoing business operations due to the proposed transaction; changes in the digital advertising markets in which AdTheorent competes, including with respect to its competitive landscape, technology evolution or regulatory changes; changes in domestic and global general economic conditions; the risk that AdTheorent may not be able to execute its growth strategies, including identifying and executing acquisitions; risks related to the ongoing COVID-19 pandemic and response; and the risk that AdTheorent may not be able to develop and maintain effective internal controls.

Actual results may differ materially, and potentially adversely, from any projections and forward-looking statements. There can be no assurance that the information contained herein is reflective of future achievements to any degree. You are cautioned not to place undue reliance on forward-looking statements as a predictor of future performance, as projected information is based on assumptions that are inherently subject to various significant risks, uncertainties and other factors, many of which are beyond our control. All information set forth herein speaks only as of the date hereof, and we disclaim any obligation to update any forward-looking statements as a result of developments occurring after the date of this communication.

Contacts

Investor Relations

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