

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>Ascendant Sponsor LP</u> (Last) (First) (Middle) 667 MADISON AVENUE 5TH FLOOR (Street) NEW YORK NY 10065 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARKETWISE, INC. [MKTW]</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) 11/18/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Class A Common Stock	07/21/2022		J ⁽¹⁾		7,119,000	D	(1)	3,051,000	D ⁽²⁾⁽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					
Private Placement Warrants	\$11.5	11/18/2021		J ⁽⁴⁾		10,280,000		08/21/2021	07/21/2026	Class A Common Stock	10,280,000	(4)	0	D ⁽²⁾⁽⁵⁾

1. Name and Address of Reporting Person* <u>Ascendant Sponsor LP</u> (Last) (First) (Middle) 667 MADISON AVENUE 5TH FLOOR (Street) NEW YORK NY 10065 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Ascendant Sponsor GP LLC</u> (Last) (First) (Middle) 667 MADISON AVENUE, 5TH FLOOR (Street) NEW YORK NY 10065 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Gomberg David</u> (Last) (First) (Middle) 667 MADISON AVENUE, 5TH FLOOR (Street) NEW YORK NY 10065 (City) (State) (Zip)

Explanation of Responses:

1. Ascendant Sponsor LP (the "Sponsor") made a pro-rata, in-kind distribution (the "Share Distribution") of shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock") of MarketWise, Inc. (the "Issuer") to its limited partners.

2. The Sponsor is the record holder of the securities reported herein. Ascendant Sponsor GP LLC is the sole general partner of Ascendant Sponsor LP and David Gomberg is the general partner of Ascendant Sponsor GP LLC. Mr. Gomberg has voting and investment discretion with respect to the securities held of record by the Sponsor. Mr. Gomberg disclaims beneficial ownership of the securities held by the Sponsor except to the extent of his pecuniary interest therein.

3. As a result of the Share Distribution, Mr. Gomberg directly holds 729,282 shares of Class A Common Stock. The acquisition of such securities is not reportable by Mr. Gomberg, as it is a mere change in the form of beneficial ownership under Rule 16a-13 under the Securities Exchange Act of 1934, as amended (representing his pecuniary interest in the securities originally held by the Sponsor and subsequently distributed pro rata to its limited partners).

4. The Sponsor made a pro-rata, in-kind distribution (the "PPW Distribution") of private placement warrants of the Issuer to its limited partners. Each private placement warrant is exercisable for one share of Class A Common Stock at an exercise price of \$11.50 per share, subject to certain adjustments. The private placement warrants became exercisable on August 21, 2021 and expire on July 21, 2026, or earlier upon redemption or liquidation.

5. As a result of the PPW Distribution, Mr. Gomberg directly holds 2,691,334 private placement warrants. The acquisition of such securities is not reportable by Mr. Gomberg, as it is a mere change in the form of beneficial ownership under Rule 16a-13 under the Securities Exchange Act of 1934, as amended (representing his pecuniary interest in the securities originally held by the Sponsor and subsequently distributed pro rata to its limited partners).

Remarks:

See Exhibit 99.1 - Joint Filer Information, which is incorporated herein by reference and describes in further detail the relationships of the Reporting Persons to the Issuer.

[/s/ Jordan Leon, Attorney-in-Fact
for Ascendant Sponsor LP](#) 08/03/2022

[/s/ Jordan Leon, Attorney-in-Fact
for Ascendant Sponsor GP LLC](#) 08/03/2022

[/s/ Jordan Leon, Attorney-in-Fact
for David Gomberg](#) 08/03/2022

** 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.

Joint Filer Information

Name of Joint Filer: Ascendant Sponsor LP

Address of Joint Filer: 667 Madison Avenue, 5th Floor
New York, New York 10065

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: MarketWise, Inc. [MKTW]

Date of Event Requiring Statement:
(Month/Day/Year): 11/18/2021

Name of Joint Filer: Ascendant Sponsor GP LLC

Address of Joint Filer: 667 Madison Avenue, 5th Floor
New York, New York 10065

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: MarketWise, Inc. [MKTW]

Date of Event Requiring Statement:
(Month/Day/Year): 11/18/2021

Name of Joint Filer: David Gomberg

Address of Joint Filer: 667 Madison Avenue, 5th Floor
New York, New York 10065

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: MarketWise, Inc. [MKTW]

Date of Event Requiring Statement:
(Month/Day/Year): 11/18/2021