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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Marketwise, Inc.

(Name of Issuer)

Class A Common Stock, par value of \$0.0001

(Title of Class of Securities)

57064P107

(CUSIP Number)

Greenhaven Road Investment Management, LP

8 Sound Shore Drive, Suite 190

Greenwich, CT 06830

Attention: Scott Stewart Miller

Telephone: (203) 569-8920

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 19, 2022

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 57064P107

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Scott Stewart Miller		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) AF		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,550,354	
	8	SHARED VOTING POWER 0	
	9	SOLE DISPOSITIVE POWER 4,550,354	
	10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,550,354		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.4%		
14	TYPE OF REPORTING PERSON (See Instructions) IN		

CUSIP No. 57064P107

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Greenhaven Road Investment Management, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,550,354
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 4,550,354
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,550,354	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.4%	
14	TYPE OF REPORTING PERSON (See Instructions) IA; PN	

CUSIP No. 57064P107

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) MVM Funds, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,550,354
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 4,550,354
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,550,354	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.4%	
14	TYPE OF REPORTING PERSON (See Instructions) OO	

CUSIP No. 57064P107

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Greenhaven Road Special Opportunities Fund GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 194,510
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 194,510
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 194,510	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.6%	
14	TYPE OF REPORTING PERSON (See Instructions) OO	

CUSIP No. 57064P107

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Greenhaven Road Capital Fund 1, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,851,052
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 1,851,052
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,851,052	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.5%	
14	TYPE OF REPORTING PERSON (See Instructions) PN	

CUSIP No. 57064P107

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Greenhaven Road Capital Fund 2, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,504,792
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 2,504,792
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,504,792	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.4%	
14	TYPE OF REPORTING PERSON (See Instructions) PN	

CUSIP No. 57064P107

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Greenhaven Road Special Opportunities Fund LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 194,510
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 194,510
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 194,510	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.6%	
14	TYPE OF REPORTING PERSON (See Instructions) PN	

EXPLANATORY NOTE

This Amendment No. 1 to Schedule 13D (this “*Amendment No. 1*”) is being filed with respect to the beneficial ownership of Class A Common Stock, par value \$0.0001 per share (the “*Common Stock*”), of Marketwise, Inc., a Delaware corporation (the “*Company*” or the “*Issuer*”). This Amendment No. 1 supplements Item 4, and amends and restates in its entirety Item 5, of the Schedule 13D originally filed on August 30, 2021.

ITEM 4. Purpose of Transaction.

On September 19, 2022:

- (a) Fund 1 disposed of Warrants to purchase 4,081,833 shares of Class A Common Stock in exchange for 785,752 shares of Class A Common Stock in an Issuer exchange offer;
- (b) Fund 2 disposed of Warrants to purchase 5,558,921 shares of Class A Common Stock in exchange for 1,070,092 shares of Class A Common Stock in an Issuer exchange offer; and
- (c) SOF disposed of Warrants to purchase 1,010,445 shares of Class A Common Stock in exchange for 194,510 shares of Class A Common Stock in an Issuer exchange offer.

ITEM 5. Interest in Securities of the Issuer.

- (a) As of September 19, 2022 and September 20, 2022 (the filing date of this Statement), the Reporting Persons beneficially own:
 - (i) Fund 1 directly owns 1,851,052 shares of Common Stock, representing 5.5% of all of the outstanding shares of Common Stock.
 - (ii) Fund 2 directly owns 2,504,792 shares of Common Stock, representing 7.4% of all of the outstanding shares of Common Stock.
 - (iii) SOF directly owns 194,510 shares of Common Stock, representing 0.6% of all of the outstanding shares of Common Stock.
 - (iv) The Investment Manager, as the investment manager of the Funds, may be deemed to beneficially own the 4,550,354 shares of Common Stock directly owned by the Funds, representing 13.4% of all of the outstanding shares of Common Stock.
 - (v) The General Partner, as the general partner of Fund 1, Fund 2 and the Investment Manager, may be deemed to beneficially own the 4,550,354 shares of Common Stock directly owned by the Funds, representing 13.4% of all of the outstanding shares of Common Stock.
 - (vi) The SOF General Partner, as the general partner of SOF, may be deemed to beneficially own the 194,510 shares of Common Stock directly owned by SOF, representing 0.6% of all of the outstanding shares of Common Stock.
 - (vii) Mr. Miller, as the Managing Member of the General Partner, may be deemed to beneficially own the 4,550,354 shares of Common Stock directly owned by the Funds, representing 13.4% of all of the outstanding shares of Common Stock.
 - (viii) Collectively, the Reporting Persons beneficially own 4,550,354 shares of Common Stock, representing 13.4% of all of the outstanding shares of Common Stock.

Each Reporting Person disclaims beneficial ownership with respect to any shares of Common Stock other than the shares owned directly by such Reporting Person.

The foregoing percentages set forth in this response are based on 33,873,591 shares of Common Stock outstanding as of September 19, 2022, as reported by the Issuer in its Current Report on Form 8-K filed with the SEC on September 19, 2022.

(b) The Funds have, and each of the Investment Manager, the General Partner and Mr. Miller may be deemed to have, the power to vote or direct the vote of and to dispose or direct the disposition of the 4,550,354 shares of Common Stock reported herein. The SOF General Partner may be deemed to have the power to vote or direct the vote of and to dispose or direct the disposition of 194,510 shares of Common Stock reported herein.

(c) Except as described in Item 4 above, the Reporting Persons have not engaged in any transactions with respect to the Issuer's Common Stock during the last sixty (60) days.

(d) Not applicable.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned each certifies that the information with respect to it set forth in this Statement is true, complete and correct.

Dated: September 20, 2022

Scott Stewart Miller
Greenhaven Road Investment Management, LP
MVM Funds, LLC
Greenhaven Road Capital Fund 1, L.P.
Greenhaven Road Capital Fund 2, L.P.
Greenhaven Road Special Opportunities Fund LP
Greenhaven Road Special Opportunities Fund GP LLC

By: /s/ Scott Stewart Miller
Scott Stewart Miller, for himself and as the Managing Member of the General Partner (for itself and on behalf of Fund 1, Fund 2 and the Investment Manager) and the SOF General Partner (for itself and on behalf of SOF)
