

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Greenhaven Road Investment Management, L.P.</u> (Last) (First) (Middle) 8 SOUND SHORE DRIVE, SUITE 190 (Street) GREENWICH CT 06830 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>MARKETWISE, INC. [MKTW]</u> 3. Date of Earliest Transaction (Month/Day/Year) 05/17/2024 | 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) |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |

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 | 05/17/2024 | | S | | 47,385 | D | \$1.5809 | 1,893,408 | I | By: Greenhaven Road Capital Fund 1, L.P. ⁽¹⁾ |
| Class A Common Stock | 05/17/2024 | | S | | 55,919 | D | \$1.5809 | 2,399,904 | I | By: Greenhaven Road Capital Fund 2, L.P. ⁽²⁾ |

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) | | 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) | | | | | |

1. Name and Address of Reporting Person*
Greenhaven Road Investment Management, L.P.
 (Last) (First) (Middle)
 8 SOUND SHORE DRIVE, SUITE 190
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Greenhaven Road Capital Fund 2, L.P.
 (Last) (First) (Middle)
 8 SOUND SHORE DRIVE, SUITE 190
 (Street)

| | | |
|--|---------|----------|
| GREENWICH | CT | 06830 |
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| MVM Funds LLC | | |
| (Last) | (First) | (Middle) |
| 8 SOUND SHORE DRIVE, SUITE 190 | | |
| (Street) | | |
| GREENWICH | CT | 06830 |
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| Miller Scott Stewart | | |
| (Last) | (First) | (Middle) |
| 8 SOUND SHORE DRIVE, SUITE 190 | | |
| (Street) | | |
| GREENWICH | CT | 06830 |
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| Greenhaven Road Capital Fund 1, L.P. | | |
| (Last) | (First) | (Middle) |
| 8 SOUND SHORE DRIVE, SUITE 190 | | |
| (Street) | | |
| GREENWICH | CT | 06830 |
| (City) | (State) | (Zip) |

Explanation of Responses:

1. Greenhaven Road Capital Fund 1, L.P. ("Fund 1") is a private investment vehicle. Fund 1 directly owns these securities reported herein. Greenhaven Road Investment Management, LP (the "Investment Manager") is the investment manager of Fund 1. MVM Funds, LLC (the "General Partner") is the general partner of Fund 1 and the Investment Manager. Scott Miller is the controlling person of the General Partner. Each Reporting Person disclaims beneficial ownership of all securities reported herein, except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities and Exchange Act of 1934 or for any other purpose.

2. Greenhaven Road Capital Fund 2, L.P. ("Fund 2") is a private investment vehicle. Fund 2 directly owns these securities reported herein. The Investment Manager is the investment manager of Fund 2. The General Partner is also the general partner of Fund 2. Each Reporting Person disclaims beneficial ownership of all securities reported herein, except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities and Exchange Act of 1934 or for any other purpose.

[/s/ Scott Miller, for himself
 and as the Managing Member
 of the General Partner \(for
 itself and on behalf of Fund 1,
 Fund 2 and the Investment
 Manager\)](#)

** 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.