

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Ferri Marco</u>  (Last) (First) (Middle) 1125 N. CHARLES ST  (Street) BALTIMORE MD 21201  (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 10% Owner Officer (give title below) Other (specify below) DIR Of Business Development
	3. Date of Earliest Transaction (Month/Day/Year) 07/21/2021	
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 B Common Stock	07/21/2021		A		1,719,910	A	\$0	1,719,910	D	
Class B Common Stock	07/21/2021		A		1,146,434	A	\$0	1,146,434	I	By Trust

**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	Title	Amount or Number of Shares				
Common Units	(1)	07/21/2021		A <sup>(2)</sup>		1,719,910		(3)	(3)	Class A Common Stock	1,719,910	\$0	1,719,910	D	
Common Units	(1)	07/21/2021		A <sup>(2)</sup>		1,146,434		(3)	(3)	Class A Common Stock	1,146,434	\$0	1,146,434	I	By Trust

**Explanation of Responses:**

- Upon the redemption of any Common Units, a number of Class B common stock equal to the number of Common Units that are redeemed will be cancelled by the Issuer for no consideration.
- Represents Common Units received as consideration for LLC units of MarketWise, LLC in connection with the Business Combination Agreement, as defined and described in the Issuer's prospectus filed with the Securities and Exchange Commission on July 1, 2021.
- The Common Units are redeemable at any time by the Reporting Person for, at the election of the Issuer, newly-issued Class A common stock on a one-for-one basis or a cash payment equal to the volume weighted average market price of one Class A common stock for each Common Unit redeemed. Upon the redemption of any Common Units, a number of Class B common stock equal to the number of Common Units that are redeemed will be cancelled by the Issuer for no consideration.

**Remarks:**

/s/ Gary Anderson, Attorney-in-fact 07/23/2021

\*\* 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.