

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL 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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

1. Name and Address of Reporting Person* <u>Ascendant Sponsor LP</u> <hr/> (Last) (First) (Middle) 667 MADISON AVENUE 5TH FLOOR <hr/> (Street) NEW YORK NY 10065 <hr/> (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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2021					
			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								

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	07/21/2021		M ⁽¹⁾	10,170,000	A	(1)	10,170,000	D ⁽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)	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Ordinary Shares	(1)	07/21/2021		M ⁽¹⁾		10,170,000	(1)	(1)	Class A Ordinary Shares	10,170,000	\$0.00	0	D ⁽²⁾	
Private Placement Warrants	\$11.5	07/21/2021		A ⁽³⁾	10,280,000		08/20/2021	07/21/2026	Class A Common Stock	10,280,000	\$1	10,280,000	D ⁽²⁾	
Private Placement Warrants	\$11.5	11/19/2021		J ⁽⁴⁾	10,280,000		08/20/2021	07/21/2026	Class A Common Stock	10,280,000	\$1	0	D ⁽²⁾	

1. Name and Address of Reporting Person*
Ascendant Sponsor LP

 (Last) (First) (Middle)
 667 MADISON AVENUE
 5TH FLOOR

 (Street)
 NEW YORK NY 10065

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Ascendant Sponsor GP LLC

 (Last) (First) (Middle)
 667 MADISON AVENUE, 5TH FLOOR

 (Street)
 NEW YORK NY 10065

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Gomberg David

 (Last) (First) (Middle)
 667 MADISON AVENUE, 5TH FLOOR

 (Street)
 NEW YORK NY 10065

 (City) (State) (Zip)

Explanation of Responses:

1. In connection with and immediately prior to the closing (the "Closing") of the business combination (the "Business Combination") between the Issuer (which was formerly known as Ascendant Digital Acquisition Corp. or "ADAC") and MarketWise, LLC, among other things, (i) each of the then issued and outstanding Class B ordinary shares of ADAC converted into Class A ordinary shares of ADAC on a one-for-one basis as described under the heading "Description of Securities" in the Issuer's Registration Statement on Form S-1 (File No. 333-239623), (ii) ADAC migrated to and domesticated as a Delaware corporation in accordance with Section 388 of the Delaware General Corporation Law, as amended, and the Cayman Islands Companies Act (As Revised) (the "Domestication") and (iii) each of the issued and outstanding Class A ordinary shares of ADAC converted into shares of the Issuer's (after the Domestication) Class A common stock.
2. Ascendant Sponsor LP 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 manager of Ascendant Sponsor GP LLC. Mr. Gomberg has voting and investment discretion with respect to the securities held of record by Ascendant Sponsor LP.
3. The Private Placement Warrants are reported as acquired for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), concurrent with the Closing, because, pursuant to their terms, their exercise was not within the control of the Reporting Persons until the Closing. The Private Placement Warrants were initially acquired in a private placement from ADAC concurrent with ADAC's initial public offering.
4. On November 19, 2021, Ascendant Sponsor LP distributed the Private Placement Warrants to its limited partners pro-rata in an in-kind distribution.

Remarks:

Prior to the Closing, each of Ascendant Sponsor LP and Ascendant Sponsor GP LLC was a director by deputization solely due to the circumstances of Mr. Gomberg's service on the board of directors of ADAC prior to the Closing. Mr. Gomberg resigned from the board of directors at Closing. As a result of and immediately following the Closing, neither Ascendant Sponsor LP nor Ascendant Sponsor GP LLC is a director by deputization.

[/s/ Jordan Leon, as Attorney-in-Fact for Ascendant Sponsor LP](#) 02/14/2022

[/s/ Jordan Leon, as Attorney-in-Fact for Ascendant Sponsor GP LLC](#) 02/14/2022

[/s/ Jordan Leon, as Attorney-in-Fact for David Gomberg](#) 02/14/2022

** 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.