

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Mason Amber Lee</u> <hr/> (Last) (First) (Middle) <u>1125 N. CHARLES STREET</u> <hr/> (Street) <u>BALTIMORE MD 21201</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/10/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>MARKETWISE, INC. [MKTW]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class B Common Stock</u>	<u>3,601,078</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Common Units</u>	<u>(1)</u>	<u>(1)</u>	<u>Class A Common Stock</u>	<u>3,601,078</u>	<u>(2)</u>	<u>D</u>	

Explanation of Responses:

- 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.
- 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

01/17/2023

** 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 5 (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.