

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **October 29, 2025**

**MarketWise, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-39405**

(Commission File Number)

**87-1767914**

(I.R.S. Employer Identification No.)

**1125 N. Charles St.  
Baltimore, Maryland 21201**

(Address of principal executive offices, including zip code)

**(888) 261-2693**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>Class A common stock, \$0.0001 par value per share</b>	<b>MKTW</b>	<b>The Nasdaq Stock Market LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01. Regulation FD Disclosure.**

On October 29, 2025, MarketWise, Inc., (the "Company") issued a press release announcing that it had received a proposal (the "Proposal") from Monument & Cathedral Holdings, LLC (collectively with its affiliates, "M&C") to acquire all of the outstanding equity interests of each of the Company and Marketwise, LLC that are not owned directly or indirectly by M&C, for cash consideration of \$17.25 per share, which is contingent upon the termination of the Company's tax receivable agreement concurrent with the closing of the transaction. The Company's Board of Directors is reviewing this Proposal in consultation with its advisors. This Proposal may or may not lead to a transaction, and the Company does not intend to update disclosures regarding the Proposal unless a definitive agreement has been reached or disclosure is otherwise required under applicable U.S. securities laws. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K. The summary of the Proposal is qualified in its entirety by reference to the full text of the Proposal, a copy of which is attached hereto as Exhibit 99.2 and incorporated by reference herein.

The information in Item 7.01 to this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">MarketWise, Inc. press release, dated October 29, 2025</a>
99.2	<a href="#">Transaction Proposal from Monument &amp; Cathedral Holdings, LLC</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MarketWise, Inc.**

Date: October 30, 2025

By: /s/ Scott Forney

Name: Scott Forney

Title: General Counsel

## MarketWise, Inc. Announces Receipt of Unsolicited Proposal

BALTIMORE, MD -- (GLOBE NEWSWIRE)—MarketWise, Inc. (NASDAQ: MKTW) (“MarketWise” or the “Company”), a leading multi-brand digital subscription services platform that provides premium financial research, software, education, and tools for self-directed investors, today announced that it has received a proposal (the "Proposal") from Monument & Cathedral Holdings, LLC (collectively with its affiliates, “M&C”) to acquire all of the outstanding equity interests of each of MarketWise, Inc. and Marketwise, LLC that are not owned directly or indirectly by M&C, for cash consideration of \$17.25 per share, which is contingent upon the termination of MarketWise, Inc.’s tax receivable agreement. The Company’s Board of Directors is reviewing this Proposal in consultation with its advisors. This Proposal may or may not lead to a transaction, and the Company does not intend to update disclosures regarding the Proposal unless a definitive agreement has been reached or disclosure is otherwise required under applicable U.S. securities laws. The summary of the Proposal is qualified in its entirety by reference to the full text of the Proposal, a copy of which was filed as Exhibit 99.2 to the Company’s Form 8-K filed on October 30, 2025.

### Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the financial position, business strategy, the plans and objectives of management for future operations, and the potential for future transactions. These forward-looking statements generally are identified by the words “estimate,” “believe,” “project,” “expect,” “anticipate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements are predictions, projections, and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including, but not limited to: our ability to attract new subscribers and to persuade existing subscribers to renew their subscription agreements with us and to purchase additional products and services from us; our ability to adequately market our products and services, and to develop additional products and product offerings; our ability to manage our growth effectively, including through acquisitions; failure to maintain and protect our reputation for trustworthiness and independence; our ability to attract, develop, and retain capable management, editors, and other key personnel; our ability to grow market share in our existing markets or any new markets we may enter; adverse or weakened conditions in the financial sector, global financial markets, and global economy; current macroeconomic events, including heightened inflation, rise in interest rates and the potential for an economic recession; failure to comply with laws and regulations or other regulatory action or investigations, including the Advisers Act; our ability to respond to and adapt to changes in technology and consumer behavior; failure to successfully identify and integrate acquisitions, or dispose of assets and businesses; our public securities’ potential liquidity and trading; the impact of the regulatory environment and complexities with compliance related to such environment; our future capital needs; our ability to maintain an effective system of internal control over financial reporting, and to address and remediate existing material weaknesses in our internal control over financial reporting; and other factors beyond our control.

The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of our filings with the U.S. Securities and Exchange Commission (the “SEC”). These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this press release may not occur and actual results could differ materially and adversely from those anticipated.

Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and we assume no obligation and do not intend to update or revise these forward-

looking statements, whether as a result of new information, future events or otherwise. We do not give any assurance that we will achieve our expectations.

**MarketWise Investor Relations Contact Information**

Email: [ir@marketwise.com](mailto:ir@marketwise.com)

**MarketWise Media Contact**

Email: [media@marketwise.com](mailto:media@marketwise.com)

**STRICTLY PRIVATE AND CONFIDENTIAL VIA ELECTRONIC MAIL**

October 28<sup>th</sup>, 2025

Board of Directors Marketwise, Inc.  
1125 N. Charles Street Baltimore, MD 21201

Dear Members of the Board of Directors:

I am writing to you on behalf of Monument & Cathedral Holdings, LLC (collectively with its affiliates, “**M&C**”) to submit this preliminary and non-binding proposal to acquire 100% of the outstanding equity interests of each of Marketwise, Inc. and Marketwise, LLC (“**Marketwise**” or the “**Company**”) that are not owned directly or indirectly by M&C, for cash consideration of \$17.25 per share.

As you know, M&C operates a network of publishing businesses specializing in independent financial research, investing, and lifestyle content. Through our family of companies, we reach millions of readers worldwide with newsletters, subscription services, and digital media platforms. As Marketwise’s largest shareholder, with beneficial ownership and proxy voting rights representing approximately 43% of total voting power, M&C is uniquely focused on maximizing the value of Marketwise for the benefit of its customers, employees and shareholders.

At this juncture, we believe that Marketwise is better suited to achieving its strategic objectives as part of a larger family of digital media platforms than as a standalone public company. Since its listing in 2021, Marketwise has faced sustained operational and market headwinds, resulting in a significant share price decline and a reverse stock split to maintain listing compliance. Given our longstanding relationship with the Company and the scale of our network, M&C is uniquely positioned to support this next phase.

In light of these factors, and considering recent share price volatility, we believe that our proposal of \$17.25 per share represents an extremely attractive value to Marketwise’s shareholders, representing a premium of approximately 21% to the 1-year volume-weighted average price per share and a premium of 18% to yesterday’s closing price. We note that our price is contingent upon the termination of the tax receivable agreement concurrent with the closing of the transaction with no payments or liabilities due thereunder in connection with the transaction or following it.

We propose to finance the transaction with equity capital, which would be provided by M&C and its affiliates from cash on hand. Our proposal does not depend on any financing contingencies. In addition, M&C anticipates the possibility of certain shareholders rolling over their shares in the proposed transaction, and may engage with such shareholders regarding this possibility. Our proposal assumes that, other than as disclosed in the Company’s public filings as of the date of this proposal, no change-of-control payments, transaction-related costs, or bonuses will be payable in connection with the transaction, and that from the date of the Company’s most recently publicly filed balance sheet through the closing of the transaction, no dividends will be declared or paid and no shares will be repurchased, other than ordinary dividends declared and paid in the ordinary course consistent with past practice.

In considering this proposal, you should be aware that M&C is only interested in pursuing the transaction contemplated by our proposal, and does not intend to sell M&C's stake in Marketwise to any third party. Accordingly, M&C would not be supportive of Marketwise conducting any process to solicit other third party acquirors.

It is our expectation that a special committee ("Special Committee") of independent and disinterested directors appointed by the Company's Board of Directors will consider our proposal and make a recommendation to the Company's Board of Directors. We will not move forward with our proposal unless it is negotiated and approved by such a Special Committee, as advised by independent legal and financial advisors.

We emphasize that neither the failure of a Special Committee to recommend a transaction nor the failure of the Company's public shareholders to approve a transaction would adversely affect our ongoing relationship with the Company.

We and our advisors look forward to working with the Special Committee and its advisors to quickly complete our due diligence and negotiate a mutually acceptable transaction. We are available at your convenience to discuss any aspects of our proposal and this important transaction.

This proposal is non-binding and constitutes only a statement of the intentions of the parties hereto, does not contain all matters upon which an agreement must be reached for the transaction to be consummated and is not legally binding on or enforceable against M&C or the Company. There will be no agreement relating to any transaction between the parties (including the transaction described above) unless and until each party has executed a definitive, binding agreement governing such transaction.

Sincerely,  
Monument & Cathedral Holdings, LLC

\_\_\_\_\_/s/ Jules Bonner  
Jules Bonner  
Chairman, Monument & Cathedral Holdings, LLC