

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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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.

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10

1. Name and Address of Reporting Person* <u>Arnold Mark Patrick</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2023	
	4. 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 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 B Common Stock	06/14/2023		J4 ⁽¹⁾	1,000,000	D	\$0	10,261,859	D	
Class A Common Stock	06/14/2023		M4 ⁽²⁾	1,000,000	A	\$0	1,019,591.13	D	
Class A Common Stock	06/16/2023		S4	1,000,000	D	\$1.8	19,591.13	D	
Class A Common Stock	06/20/2023		S4	19,591.13	D	\$2.39 ⁽³⁾	0	D	
Class B Common Stock							4,059,962	I	See Footnote ⁽⁴⁾

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						
Common Units	(5)	06/14/2023		C		1,000,000	(6)	(6)	Class A Common Stock	1,000,000	\$0	10,261,859	D	
Common Units	(5)						(6)	(6)	Class A Common Stock	4,059,962		4,059,962	I	See Footnote ⁽⁴⁾

Explanation of Responses:

- Reflects the automatic cancellation of Class B Common Stock upon the redemption of an equal number of Common Units.
- The Reporting Person was issued the Class A Common Stock in connection with the redemption of his Common Units and the cancellation of his Class B Common Stock.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$2.3599 to \$2.4002, inclusive. The Reporting Person undertakes to provide to the Issuer, any securityholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.
- These securities are owned by Jama 2021, LLC, of which a trust is a member and of which the Reporting Person is a member and a manager. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.
- 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.
- 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.

/s/ Mark Arnold

02/14/2024

** 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.