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**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).

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>Wagner Scott</u> <hr/> (Last) (First) (Middle) <u>C/O DOUBLEVERIFY HOLDINGS, INC.</u> <u>462 BROADWAY</u> <hr/> (Street) <u>NEW YORK NY 10013</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DoubleVerify Holdings, Inc. [ DV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2024</u>	
	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 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			
Common Stock	05/23/2024		M		5,709	A	\$0 <sup>(1)</sup>	21,193	I	By LLC <sup>(2)</sup>

**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
Restricted Stock Units	(3)	05/23/2024		M		5,709		06/05/2024 <sup>(1)</sup>	(1)	Common Stock	5,709	\$0	0	I	By LLC <sup>(2)</sup>
Restricted Stock Units	(3)	05/23/2024		A		10,724		05/23/2025 <sup>(4)</sup>	(4)	Common Stock	10,724	\$0	10,724	I	By LLC <sup>(2)</sup>

**Explanation of Responses:**

- Each restricted stock unit ("RSU") was granted on June 5, 2023 and represents a right to receive one share of common stock on a one-to-one basis. The RSUs fully vested on May 23, 2024.
- Represents shares and restricted stock units held by Hilltopper LLC, which is wholly-owned by Mr. Wagner.
- Restricted stock units convert into common stock on a one-for-one basis.
- Represents time-based restricted stock units granted on May 23, 2024 pursuant to the annual equity grant under DoubleVerify Holdings, Inc.'s non-employee director compensation program. The restricted stock units vest on the earlier of (i) May 23, 2025 and (ii) the date of DoubleVerify Holdings, Inc.'s 2025 Annual Meeting of Stockholders, subject to Mr. Wagner's continued services.

/s/ Andrew E. Grimmig, as Attorney-in-Fact for Scott Wagner 05/28/2024

\*\* 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.