

|  |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**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 *<br><u>Zagorski Mark</u><br>_____<br>(Last) (First) (Middle)<br><u>C/O DOUBLEVERIFY HOLDINGS, INC.</u><br><u>462 BROADWAY</u><br>_____<br>(Street)<br><u>NEW YORK NY 10013</u><br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>DoubleVerify Holdings, Inc. [ DV ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><p style="text-align: center;"><b>Chief Executive Officer</b></p> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/15/2024</u>                    |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input 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 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                    | 05/31/2024                           |  | P <sup>(1)</sup>               | V | 712   | A          | \$15.47 <sup>(1)</sup> | 383,317   | D  |   |
| Common Stock                    | 06/15/2024                           |  | M                              |   | 6,471   | A          | \$0 <sup>(2)</sup>     | 389,788   | D  |   |
| Common Stock                    | 06/15/2024                           |  | F <sup>(3)</sup>               |   | 3,579   | D          | \$18.7                 | 386,209   | D  |   |
| Common Stock                    | 06/15/2024                           |  | M                              |   | 7,802   | A          | \$0 <sup>(4)</sup>     | 394,011   | D  |   |
| Common Stock                    | 06/15/2024                           |  | F <sup>(5)</sup>               |   | 4,315   | D          | \$18.7                 | 389,696   | D  |   |

**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                     | (6)  | 06/15/2024                           |  | M                              |   | 6,471  |     | (2)  | (2)             | Common Stock  | 6,471                                      | \$0  | 38,826  | D  |       |
| Restricted Stock Units                     | (6)  | 06/15/2024                           |  | M                              |   | 9,375 <sup>(7)</sup>   |     | (8)  | (8)             | Common Stock  | 9,375 <sup>(7)</sup>                       | \$0  | 93,750  | D  |       |
| Restricted Stock Units                     | (6)  | 06/15/2024                           |  | M                              |   | 7,802  |     | (4)  | (4)             | Common Stock  | 7,802                                      | \$0  | 109,223   | D  |       |

**Explanation of Responses:**

- Pursuant to the DoubleVerify Holdings, Inc. 2021 Employee Stock Purchase Plan (ESPP), the purchase price per share reported reflects a discount of 15% of the lesser of the share price at the first day of the offering period or the purchase date.
- The restricted stock units were granted on December 10, 2021. 6.25% of the restricted stock units vested and were settled on March 15, 2022 (the "2022 Vesting Date"), and the remainder of the restricted stock units vest at a rate of 6.25% on each quarterly anniversary of the 2022 Vesting Date.
- Represents shares withheld to satisfy tax obligations in connection with the vesting of 6,471 restricted stock units on June 15, 2024.
- The restricted stock units were granted on December 19, 2023. 6.25% of the restricted stock units vested and were settled on March 15, 2024 (the "2024 Vesting Date"), and the remainder of the restricted stock units vest at a rate of 6.25% on each quarterly anniversary of the 2024 Vesting Date.
- Represents shares withheld to satisfy tax obligations in connection with the vesting of 7,802 restricted stock units on June 15, 2024.
- Restricted stock units convert into common stock on a one-for-one basis.
- As reported previously, vested shares will be delivered to the reporting person as soon as administratively feasible following his separation from service with the Issuer.
- The restricted stock units were granted on December 12, 2022. 6.25% of the restricted stock units vested and were settled on March 15, 2023 (the "2023 Vesting Date"), and the remainder of the restricted stock units vest at a rate of 6.25% on each quarterly anniversary of the 2023 Vesting Date.

/s/ Andrew E. Grimmig, as  
Attorney-in-Fact for Mark S. 06/18/2024  
Zagorski

\*\* 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.**