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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>Zagorski Mark</u> _____ (Last) (First) (Middle) <u>C/O DOUBLEVERIFY HOLDINGS, INC.</u> <u>462 BROADWAY</u> _____ (Street) <u>NEW YORK NY 10013</u> _____ (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/13/2025</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/15/2025		M		13,782	A	\$0 ⁽¹⁾	426,251	D	
Common Stock	03/15/2025		F ⁽²⁾		5,555	D	\$14.36	420,696	D	
Common Stock	03/15/2025		M		15,220	A	\$0 ⁽³⁾	435,916	D	
Common Stock	03/15/2025		F ⁽⁴⁾		6,351	D	\$14.36	429,565	D	
Common Stock	03/15/2025		M		7,802	A	\$0 ⁽⁵⁾	437,367	D	
Common Stock	03/15/2025		F ⁽⁶⁾		3,145	D	\$14.36	434,222	D	
Common Stock	03/15/2025		M		6,471	A	\$0 ⁽⁷⁾	440,693	D	
Common Stock	03/15/2025		F ⁽⁸⁾		2,608	D	\$14.36	438,085	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	Amount or Number of Shares				
Restricted Stock Units	(9)	03/13/2025		A		243,506		(10)	(10)	Common Stock	243,506	\$0	243,506	D	
Performance Stock Units	(11)	03/15/2025		M			13,782	(1)	(1)	Common Stock	13,782	\$0	19,296	D	
Restricted Stock Units	(9)	03/15/2025		M			15,220	(3)	(3)	Common Stock	15,220	\$0	228,286	D	
Restricted Stock Units	(9)	03/15/2025		M			7,802	(5)	(5)	Common Stock	7,802	\$0	85,817	D	
Restricted Stock Units	(9)	03/15/2025		M			6,471	(7)	(7)	Common Stock	6,471	\$0	19,413	D	
Restricted Stock Units	(9)	03/15/2025		M			9,375 ⁽¹²⁾	(13)	(13)	Common Stock	9,375 ⁽¹²⁾	\$0	65,625	D	

Explanation of Responses:

- Each performance stock unit "PSU" was granted on December 19, 2023. 41.67% of the earned shares vested and were settled on March 15, 2025 (the "2025 Vesting Date"), and the remainder of the earned shares vest at a rate of 8.33% on each quarterly anniversary of the 2025 Vesting Date.
- Represents shares withheld to satisfy tax obligations in connection with the vesting of 13,782 PSUs on March 15, 2025.
- Each restricted stock unit "RSU" was granted on March 13, 2025. 6.25% of the RSUs vested and were settled on the 2025 Vesting Date, and the remainder of the RSUs vest at a rate of 6.25% on each quarterly anniversary of the 2025 Vesting Date.
- Represents shares withheld to satisfy tax obligations in connection with the vesting of 15,220 RSUs on March 15, 2025.
- Each RSU was granted on December 19, 2023. 6.25% of the RSUs vested and were settled on March 15, 2024 (the "2024 Vesting Date"), and the remainder of the RSUs 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 RSUs on March 15, 2025.

7. Each RSU was granted on December 10, 2021. 6.25% of the RSUs vested and were settled on March 15, 2022 (the "2022 Vesting Date"), and the remainder of the RSUs vest at a rate of 6.25% on each quarterly anniversary of the 2022 Vesting Date.

8. Represents shares withheld to satisfy tax obligations in connection with the vesting of 6,471 RSUs on March 15, 2025.

9. RSUs convert into common stock on a one-for-one basis.

10. Represents RSUs granted to the Reporting Person on March 13, 2025, pursuant to the annual equity compensation under DoubleVerify Holdings, Inc.'s 2025 long-term incentive plan. 6.25% of the RSUs vested and were settled on the 2025 Vesting Date, and the remainder of the RSUs vest at a rate of 6.25% on each quarterly anniversary of the 2025 Vesting Date.

11. PSUs convert into common stock on a one-for-one basis.

12. 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.

13. Each RSU was granted on December 12, 2022. 6.25% of the RSUs vested on March 15, 2023 (the "2023 Vesting Date"), and the remainder of the RSUs 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.
Zagorski

03/17/2025

** 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.