

OMB APPROVAL	
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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).

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

1. Name and Address of Reporting Person * <u>Noell Robert Davis</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2022</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	11/15/2022		S		9,268,742 ⁽¹⁾	D	\$26.133 ⁽¹⁾	68,598,782	I	See footnotes ⁽²⁾⁽³⁾⁽⁴⁾
Common Stock	11/15/2022		S		59,738 ⁽⁵⁾	D	\$26.133 ⁽⁵⁾	442,126	I	By Providence Butternut Co-Investment L.P. ⁽⁴⁾⁽⁶⁾⁽⁷⁾
Common Stock	11/15/2022		S		671,520 ⁽⁸⁾	D	\$26.133 ⁽⁸⁾	0	I	By Providence Public Master L.P. ⁽⁴⁾⁽⁹⁾⁽¹⁰⁾
Common Stock	11/17/2022		S		1,490,394 ⁽¹¹⁾	D	\$26.133 ⁽¹¹⁾	67,108,388	I	See footnotes ⁽²⁾⁽³⁾⁽⁴⁾
Common Stock	11/17/2022		S		9,606 ⁽¹²⁾	D	\$26.133 ⁽¹²⁾	432,520	I	By Providence Butternut Co-Investment L.P. ⁽⁴⁾⁽⁶⁾⁽⁷⁾

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		Date Exercisable	Expiration Date					

Explanation of Responses:

- The securities reported represent shares of common stock of DoubleVerify Holdings, Inc. (the "Issuer") sold by Providence VII U.S. Holdings L.P. ("Providence VII") in an underwritten offering at a net price per share of \$26.133. This amount represents the public offering price of \$26.40 per share less the underwriting discount of \$0.267 per share.
- The securities reported are held directly by Providence VII and may be deemed to be beneficially owned by Providence Equity GP VII-A L.P. ("Providence GP") because Providence GP is the general partner of Providence VII. Jonathan M. Nelson, R. Davis Noell, J. David Phillips, Karim A. Tabet, Andrew A. Tisdale and Michael J. Dominguez control Providence Holdco (International) GP Ltd. ("Holdco"), which is the general partner of Providence Fund Holdco (International) L.P. Providence Fund Holdco (International) L.P. is the general partner of PEP VII-A International Ltd., which is the general partner of Providence GP.
- Jonathan M. Nelson, R. Davis Noell, J. David Phillips, Karim A. Tabet, Andrew A. Tisdale and Michael J. Dominguez may be deemed to exercise voting and investment power over, and thus may be deemed to beneficially own, the securities held by Providence VII due to their relationships with Holdco. R. Davis Noell hereby disclaims beneficial ownership of the shares held by Providence VII, except to the extent of his pecuniary interest therein, and this form shall not be construed as an admission that R. Davis Noell is the beneficial owner of any of the securities reported on this form.
- The record and other beneficial owners of the reported securities have separately filed Form 4s.
- The securities reported represent shares of common stock of the Issuer sold by Providence Butternut Co-Investment L.P. ("Providence Butternut") in an underwritten offering at a net price per share of \$26.133. This amount represents the public offering price of \$26.40 per share less the underwriting discount of \$0.267 per share.
- The securities reported are held directly by Providence Butternut and may be deemed to be beneficially owned by Providence GP because Providence GP is the general partner of Providence Butternut. Jonathan M. Nelson, R. Davis Noell, J. David Phillips, Karim A. Tabet, Andrew A. Tisdale and Michael J. Dominguez control Holdco. R. Davis Noell hereby disclaims beneficial ownership of the shares held by Providence Butternut, except to the extent of his pecuniary interest therein, and this form shall not be construed as an admission that R. Davis Noell is the beneficial owner of any of the securities reported on this form.
- Jonathan M. Nelson, R. Davis Noell, J. David Phillips, Karim A. Tabet, Andrew A. Tisdale and Michael J. Dominguez may be deemed to exercise voting and investment power over, and thus may be deemed to beneficially own, the securities held by Providence Butternut due to their relationships with Holdco. R. Davis Noell hereby disclaims beneficial ownership of the shares held by Providence Butternut, except to the extent of his pecuniary interest therein, and this form shall not be construed as an admission that R. Davis Noell is the beneficial owner of any of the securities reported on this form.
- The securities reported represent shares of common stock of the Issuer sold by Providence Public Master L.P. in an underwritten offering at a net price per share of \$26.133. This amount represents the public offering price of \$26.40 per share less the underwriting discount of \$0.267 per share. As a result of the underwritten offering, Providence Public Master L.P. no longer holds any shares of the Issuer's common stock.

9. The securities reported were held directly by Providence Public Master L.P. Providence Public Master L.P. is an investment fund affiliated with Providence VII and thus Providence VII and R. Davis Noell may have been deemed to beneficially own the securities that were held by Providence Public Master L.P.

10. R. Davis Noell hereby disclaims beneficial ownership of the securities that were held by Providence Public Master L.P. prior to the underwritten offering, except to the extent of his pecuniary interest therein, and this form shall not be construed as an admission that R. Davis Noell is the beneficial owner of any of the securities reported on this form.

11. The securities reported represent shares of common stock of the Issuer sold by Providence VII, after the underwriter's exercise of their option to purchase an additional 1,490,394 shares of the Issuer's common stock from Providence VII, in an underwritten offering at a net price per share of \$26.133. This amount represents the public offering price of \$26.40 per share less the underwriting discount of \$0.267 per share.

12. The securities reported represent shares of common stock of the Issuer sold by Providence Butternut, after the underwriter's exercise of their option to purchase an additional 9,606 shares of the Issuer's common stock from Providence Butternut, in an underwritten offering at a net price per share of \$26.133. This amount represents the public offering price of \$26.40 per share less the underwriting discount of \$0.267 per share.

Remarks:

/s/ Sarah N. Conde, as Attorney-
in-Fact for Robert Davis Noell 11/17/2022

** 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.