

| OMB APPROVAL                                 |           |
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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).

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person *<br><u>Grimmig Andrew E</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 (Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br>X Chief Legal Officer |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/15/2023</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                    | 02/15/2023                           |  | M                              |   | 1,983   | A          | \$0.00 <sup>(1)</sup> | 55,734  | D  |   |
| Common Stock                    | 02/15/2023                           |  | F <sup>(2)</sup>               |   | 766   | D          | \$28.32               | 54,968  | 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                     | (3)  | 02/15/2023                           |  | M                              |   |  | 1,983 | (1)  | (1)             | Common Stock  | 1,983                                      | \$0.00   | 15,862  | D  |       |

**Explanation of Responses:**

- Each restricted stock unit ("RSU") was granted on February 17, 2021 and represents a right to receive one share of common stock on a one-to-one basis. 25% of the RSUs vested and were settled on February 15, 2022, and the other remaining RSUs have continued, and will continue, to vest at a rate of 6.25% per quarter thereafter, subject to Mr. Grimmig's continued employment through the applicable vesting date.
- Represents shares withheld to satisfy tax obligations in connection with the vesting of 1,983 RSUs on February 15, 2023.
- RSUs convert into common stock on a one-for-one basis.

**Remarks:**

/s/ Andrew E. Grimmig 02/17/2023  
 \*\* 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.

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