

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 * <u>Grimmig Andrew E</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) Director 10% Owner Officer (give title below) Other (specify below) Chief Legal Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2023</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	05/15/2023		M		40,000	A	\$6.45	95,964	D	
Common Stock	05/15/2023		S ⁽¹⁾		40,000	D	\$27.9954 ⁽²⁾	55,964	D	
Common Stock	05/15/2023		M		1,983	A	\$0.00 ⁽³⁾	57,947	D	
Common Stock	05/15/2023		F ⁽⁴⁾		958	D	\$28.37	56,989	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					
Options (Rights to Buy)	\$6.45	05/15/2023		M		40,000 ⁽⁵⁾		⁽⁵⁾	04/27/2030	Common Stock 40,000	\$0.00	321,174	D	
Restricted Stock Units	⁽⁶⁾	05/15/2023		M		1,983		⁽³⁾	⁽³⁾	Common Stock 1,983	\$0.00	13,879	D	

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 22, 2022.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$27.78 to \$28.29, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- 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 May 15, 2023.
- Represents non-qualified stock options granted on April 27, 2020, 25% of which vested on March 30, 2021 and the remainder of which vest at a rate of 6.25% per quarter thereafter, subject to Mr. Grimmig's continued employment.
- RSUs convert into common stock on a one-for-one basis.

Remarks:

/s/ Andrew E. Grimmig 05/17/2023
 ** 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.

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.