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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> <hr/> (Last) (First) (Middle) <u>C/O DOUBLEVERIFY HOLDINGS, INC.</u> <u>462 BROADWAY</u> <hr/> (Street) <u>NEW YORK NY 10013</u> <hr/> (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) <p style="text-align: center;">Chief Executive Officer</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2023</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	12/15/2023		M		6,471	A	\$0.00 ⁽¹⁾	368,239	D	
Common Stock	12/15/2023		F ⁽²⁾		3,579	D	\$35.54	364,660	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)	12/15/2023		M		6,471		(1)	(1)	Common Stock	6,471	\$0.00	51,768	D	
Restricted Stock Units	(3)	12/15/2023		M		9,375 ⁽⁴⁾		(5)	(5)	Common Stock	9,375 ⁽⁴⁾	\$0.00	112,500	D	

Explanation of Responses:

- 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 RSUs on December 15, 2023.
- 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 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.

Remarks:

/s/ Andrew E. Grimmig, as
Attorney-in-Fact for Mark S. Zagorski 12/19/2023

** 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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