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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>Allais Nicola T</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) _____ <u>Chief Financial Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2024</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 | 03/15/2024 | | M | | 2,489 | A | \$0.00 ⁽¹⁾ | 69,798 | D | |
| Common Stock | 03/15/2024 | | F ⁽²⁾ | | 1,004 | D | \$33.09 | 68,794 | D | |
| Common Stock | 03/15/2024 | | M | | 4,063 | A | \$0.00 ⁽³⁾ | 72,857 | D | |
| Common Stock | 03/15/2024 | | F ⁽⁴⁾ | | 1,638 | D | \$33.09 | 71,219 | D | |
| Common Stock | 03/15/2024 | | M | | 3,034 | A | \$0.00 ⁽⁵⁾ | 74,253 | D | |
| Common Stock | 03/15/2024 | | F ⁽⁶⁾ | | 1,223 | D | \$33.09 | 73,030 | D | |
| Common Stock | 03/18/2024 | | M | | 5,364 | A | \$2.01 | 78,394 | D | |
| Common Stock | 03/18/2024 | | S ⁽⁷⁾ | | 5,364 | D | \$32.7961 ⁽⁸⁾ | 73,030 | 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 | (9) | 03/15/2024 | | M | | | 2,489 | (1) | (1) | Common Stock | 2,489 | \$0.00 | 17,421 | D | |
| Restricted Stock Units | (9) | 03/15/2024 | | M | | | 4,063 | (3) | (3) | Common Stock | 4,063 | \$0.00 | 44,685 | D | |
| Restricted Stock Units | (9) | 03/15/2024 | | M | | | 3,034 | (5) | (5) | Common Stock | 3,034 | \$0.00 | 45,510 | D | |
| Options (Rights to Buy) | \$2.01 | 03/18/2024 | | M | | | 5,364 | (10) | 01/04/2028 | Common Stock | 5,364 | \$0.00 | 384,836 | 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 2,489 restricted stock units on March 15, 2024.
- The restricted stock units were granted on December 12, 2022. 6.25% of the restricted stock units vested and were settled 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.
- Represents shares withheld to satisfy tax obligations in connection with the vesting of 4,063 restricted stock units on March 15, 2024.
- The restricted stock units were granted on December 19, 2023. 6.25% of the restricted stock units vested and were settled on March 15, 2024 (the "2024 Vesting Date"), and the remainder of the restricted stock units 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 3,034 restricted stock units on March 15, 2024.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 14, 2023.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$32.71 to \$32.96, 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.

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

10. Represents non-qualified stock options granted on January 4, 2018, 25% of which vested on November 6, 2018 and the remainder of which vested at a rate of 6.25% per quarter thereafter, subject to Mr. Allais's continued employment. The options fully vested on November 6, 2021.

Remarks:

/s/ Andrew E. Grimmig, as
Attorney-in-Fact for Nicola T. 03/19/2024
Allais

** 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.