SEC Form 4

**FORM 4**

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

### 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* <br> **Perine Robert** <br><br> (Last) (First) (Middle) <br> C/O MEDIAALPHA, INC. <br> 700 SOUTH FLOWER STREET, SUITE 640 <br><br> (Street) <br> LOS ANGELES CA 90017 <br><br> (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br> **MediaAlpha, Inc.** [ MAX ] <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br> 01/30/2021 <br><br> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br>    Director      10% Owner <br> X   Officer (give title below)    Other (specify below) <br> **VICE PRESIDENT, PRODUCT** <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X   Form filed by One Reporting Person <br>    Form filed by More than One Reporting Person |
|---|---|---|

### 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 | | | |
| Class A Common Stock | 01/30/2021 | | M | | 7,657 | A | $0.00[1] | 7,657 | 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 | Amount or Number of Shares | | | | |
| Restricted Stock Units | [2] | 01/30/2021 | | M | | | 7,657 | [3] | [3] | Class A Common Stock | 7,657 | $0.00 | 84,231 | D | |

**Explanation of Responses:**

1. One share of Class A Common Stock was issued upon the vesting of each Restricted Stock Unit ("RSU").

2. Each RSU represents a contingent right to receive one share of Class A Common Stock, or at the option of the Compensation Committee, cash of equivalent value.

3. On October 30, 2020, the Reporting Person was granted 91,888 RSUs, which have vested or will vest quarterly over the first three years following the date of grant, subject to continued employment with the Issuer through each vesting date.

**Remarks:**

/s/ Lance Martinez, attorney-in-fact for Perine Robert    02/02/2021

** Signature of Reporting Person    Date