

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

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 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>Kern Randall F.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Marqeta, Inc. [ MQ ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>See Remarks</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/01/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
180 GRAND AVENUE 6TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)					
OAKLAND CA 94612								

**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	09/01/2024		M <sup>(1)</sup>		8,850	A	\$0 <sup>(1)</sup>	96,056	D	
Class A Common Stock	09/01/2024		F <sup>(2)</sup>		4,486 <sup>(2)</sup>	D	\$5.11	91,570	D	
Class A Common Stock	09/01/2024		M <sup>(1)</sup>		39,592	A	\$0 <sup>(1)</sup>	131,162	D	
Class A Common Stock	09/01/2024		F <sup>(2)</sup>		20,066 <sup>(2)</sup>	D	\$5.11	111,096	D	
Class A Common Stock	09/01/2024		M <sup>(1)</sup>		38,702	A	\$0 <sup>(1)</sup>	149,798	D	
Class A Common Stock	09/01/2024		F <sup>(2)</sup>		19,615 <sup>(2)</sup>	D	\$5.11	130,183	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)	09/01/2024		M <sup>(1)</sup>			8,850	(4)	(4)	Class A Common Stock	8,850	\$0	44,255	D	
Restricted Stock Units	(3)	09/01/2024		M <sup>(1)</sup>			39,592	(5)	(5)	Class A Common Stock	39,592	\$0	237,552	D	
Restricted Stock Units	(3)	09/01/2024		M <sup>(1)</sup>			38,702	(6)	(6)	Class A Common Stock	38,702	\$0	387,015	D	

**Explanation of Responses:**

- Transaction exempt from Section 16(b) of the Securities Exchange Act of 1934 (the "Act") pursuant to Rule 16b-6(b) promulgated under the Act.
- Represents shares that have been withheld by the Issuer to satisfy tax withholding and remittance obligations in connection with the net settlement of vested restricted stock units and not a market transaction. Transaction exempt from Section 16(b) of the Act pursuant to Rule 16b-3(e) promulgated under the Act.
- Each restricted stock unit is convertible into one share of Class A Common Stock.
- One-sixteenth (1/16th) of the restricted stock units vested on March 21, 2022, and one-sixteenth (1/16th) of the restricted stock units vest on each June 1, September 1, December 1, and March 1 thereafter, subject to the Reporting Person's continued service with the Issuer as of each vesting date.
- One-twelfth (1/12th) of the restricted stock units vested on June 1, 2023, and one-twelfth (1/12th) of the restricted stock units vest on each September 1, December 1, March 1 and June 1 thereafter, subject to the Reporting Person's continued service with the Issuer as of each vesting date.
- One-twelfth (1/12th) of the restricted stock units vested on June 1, 2024, and one-twelfth (1/12th) of the restricted stock units vest on each September 1, December 1, March 1 and June 1 thereafter, subject to the Reporting Person's continued service with the Issuer as of each vesting date.

**Remarks:**

Chief Product and Technology Officer

/s/ Tracy Foard, Attorney-in-Fact

09/04/2024

\*\* Signature of Reporting Person

Date

\* 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.**