

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>ICONIQ Strategic Partners III, L.P.</u>  (Last) (First) (Middle) C/O ICONIQ CAPITAL, 394 PACIFIC AVENUE, 2ND FLOOR  (Street) SAN FRANCISCO CA 94111  (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/11/2021	
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	06/11/2021		C <sup>(1)</sup>		17,103,653	A	(1)	20,348,700	I	By: ICONIQ Strategic Partners III, L.P. <sup>(3)</sup> (4)
Common Stock	06/11/2021		J <sup>(2)</sup>		20,348,700	A	(2)	0	I	By: ICONIQ Strategic Partners III, L.P. <sup>(3)</sup> (4)
Common Stock	06/11/2021		C <sup>(1)</sup>		18,277,810	A	(1)	21,745,169	I	By: ICONIQ Strategic Partners III-B, L.P. (3)(4)
Common Stock	06/11/2021		J <sup>(2)</sup>		21,745,169	D	(2)	0	I	By: ICONIQ Strategic Partners III-B, L.P. (3)(4)
Class A Common Stock	06/11/2021		P <sup>(5)</sup>		143,245	A	\$27	143,245	I	By: ICONIQ Strategic Partners III, L.P. <sup>(3)</sup> (4)
Class A Common Stock	06/11/2021		P <sup>(5)</sup>		153,051	A	\$27	153,051	I	By: ICONIQ Strategic Partners III-B, L.P. (3)(4)

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				
Series A Preferred Stock	(1)	06/11/2021		C <sup>(1)</sup>			206,971	(1)	(1)	Common Stock <sup>(2)</sup>	206,971	\$0.00	0	I	By: ICONIQ Strategic Partners III, L.P. <sup>(3)</sup> (4)
Series B Preferred Stock	(1)	06/11/2021		C <sup>(1)</sup>			2,037,250	(1)	(1)	Common Stock <sup>(2)</sup>	2,037,250	\$0.00	0	I	By: ICONIQ Strategic Partners III, L.P. <sup>(3)</sup> (4)

**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				
Series C Preferred Stock	(1)	06/11/2021		C <sup>(1)</sup>			822,719	(1)	(1)	Common Stock <sup>(2)</sup>	822,719	\$0.00	0	I	By: ICONIQ Strategic Partners III, L.P. <sup>(3)</sup> (4)
Series D-1 Preferred Stock	(1)	06/11/2021		C <sup>(1)</sup>			14,036,713	(1)	(1)	Common Stock <sup>(2)</sup>	14,036,713	\$0.00	0	I	By: ICONIQ Strategic Partners III, L.P. <sup>(3)</sup> (4)
Series A Preferred Stock	(1)	06/11/2021		C <sup>(1)</sup>			221,151	(1)	(1)	Common Stock <sup>(2)</sup>	221,151	\$0.00	0	I	By: ICONIQ Strategic Partners III-B, L.P. (3)(4)
Series B Preferred Stock	(1)	06/11/2021		C <sup>(1)</sup>			2,176,820	(1)	(1)	Common Stock <sup>(2)</sup>	2,176,820	\$0.00	0	I	By: ICONIQ Strategic Partners III-B, L.P. (3)(4)
Series C Preferred Stock	(1)	06/11/2021		C <sup>(1)</sup>			879,082	(1)	(1)	Common Stock <sup>(2)</sup>	879,082	\$0.00	0	I	By: ICONIQ Strategic Partners III-B, L.P. (3)(4)
Series D-1 Preferred Stock	(1)	06/11/2021		C <sup>(1)</sup>			15,000,757	(1)	(1)	Common Stock <sup>(2)</sup>	15,000,757	\$0.00	0	I	By: ICONIQ Strategic Partners III-B, L.P. (3)(4)
Class B Common Stock	(4)	06/11/2021		J <sup>(2)</sup>			20,348,700	(4)	(4)	Class A Common Stock	20,348,700	\$0.00	20,348,700	I	By: ICONIQ Strategic Partners III, L.P. <sup>(3)</sup> (4)
Class B Common Stock	(4)	06/11/2021		J <sup>(2)</sup>			21,745,169	(4)	(4)	Class A Common Stock	21,745,169	\$0.00	21,745,169	I	By: ICONIQ Strategic Partners III-B, L.P. (3)(4)

1. Name and Address of Reporting Person\*  
[ICONIQ Strategic Partners III, L.P.](#)  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 C/O ICONIQ CAPITAL,  
 394 PACIFIC AVENUE, 2ND FLOOR  
 \_\_\_\_\_  
 (Street)  
 SAN FRANCISCO CA 94111  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[ICONIQ Strategic Partners III GP, L.P.](#)  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
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 \_\_\_\_\_  
 (Street)  
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 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[ICONIQ Strategic Partners III TT GP, Ltd.](#)  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
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 \_\_\_\_\_  
 (Street)  
 SAN FRANCISCO CA 94111  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">ICONIQ Strategic Partners III-B, L.P.</a>		
(Last)	(First)	(Middle)
C/O ICONIQ CAPITAL		
394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		
SAN FRANCISCO	CA	94111
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Makan Divesh</a>		
(Last)	(First)	(Middle)
C/O ICONIQ CAPITAL		
394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		
SAN FRANCISCO	CA	94111
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Griffith William J.G.</a>		
(Last)	(First)	(Middle)
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(Street)		
SAN FRANCISCO	CA	94111
(City) (State) (Zip)		

**Explanation of Responses:**

1. Immediate prior to the closing of the Issuer's initial public offering, each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D-1 Preferred Stock (collectively, the "Preferred Stock") automatically converted on a one-for-one basis into common stock of the Issuer (the "Common Stock").
2. Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of Preferred Stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
3. These shares are held by either ICONIQ Strategic Partners III, L.P. ("ICONIQ III") or ICONIQ Strategic Partners III-B, L.P. ("ICONIQ III-B"), as applicable. ICONIQ Strategic Partners III GP, L.P. ("ICONIQ III GP") is the general partner of each of ICONIQ III and ICONIQ III-B. ICONIQ Strategic Partners III TT GP, Ltd. ("ICONIQ III Parent GP") is the general partner of ICONIQ III GP. Divesh Makan ("Makan") and William Griffith ("Griffith") are the sole equity holders and directors of ICONIQ III Parent GP.
4. Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A common stock of the Issuer (the "Class A Common Stock") and will mandatorily convert into Class A Common Stock on the date that is ten years from the date of the prospectus used in connection with the Issuer's initial public offering and upon the occurrence of certain events as set forth in the Issuer's certificate of incorporation.
5. These shares were purchased from the underwriters at the closing of the Issuer's initial public offering.

**Remarks:**

[ICONIQ Strategic Partners III GP, LP, ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster](#) 06/15/2021

[ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster](#) 06/15/2021

[ICONIQ Strategic Partners III, L.P., By: ICONIQ Strategic Partners III GP, L.P., By: ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster](#) 06/15/2021

[ICONIQ Strategic Partners III-B, L.P., By: ICONIQ Strategic Partners III GP, L.P., By: ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster](#) 06/15/2021

[DIVESH MAKAN, /s/ Divesh Makan](#) 06/15/2021

[WILLIAM GRIFFITH, /s/ William Griffith](#) 06/15/2021

\*\* 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.