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

SCHEDULE 13G

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)***

Marqeta, Inc.
(Name of Issuer)

Class A common stock, par value \$0.0001 per share
(Title of Class of Securities)

57142B104
(CUSIP Number)

December 31, 2022
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAMES OF REPORTING PERSONS ICONIQ Strategic Partners III, L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%	
12.	TYPE OF REPORTING PERSON PN	

1.	NAMES OF REPORTING PERSONS ICONIQ Strategic Partners III-B, L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%	
12.	TYPE OF REPORTING PERSON PN	

1.	NAMES OF REPORTING PERSONS ICONIQ Strategic Partners III GP, L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%	
12.	TYPE OF REPORTING PERSON PN	

1.	NAMES OF REPORTING PERSONS ICONIQ Strategic Partners III TT GP, Ltd.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%	
12.	TYPE OF REPORTING PERSON CO	

1.	NAMES OF REPORTING PERSONS Divesh Makan	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 1,516,888 (1)
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 1,516,888 (1)
	8.	SHARED DISPOSITIVE POWER 0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,516,888 (1)	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.3% (2)	
12.	TYPE OF REPORTING PERSON IN	

- (1) Represents 1,516,888 shares of Class A Common Stock held by Divesh Makan through a family trust of which he is trustee and another estate planning trust having an independent trustee.
- (2) The percent of class was calculated based on 490,231,421 shares of Class A Common Stock outstanding as of November 4, 2022, as disclosed in the Issuer's Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on November 9, 2021.

1.	NAMES OF REPORTING PERSONS William J.G. Griffith	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0%	
12.	TYPE OF REPORTING PERSON IN	

Item 1. Issuer

- (a) Name of Issuer:
Marqeta, Inc. (the “**Issuer**”)
- (b) Address of Issuer’s Principal Executive Offices:
18 Grand Avenue, 6th Floor
Oakland, CA 94612

Item 2. Filing Person

- (a) – (c) Name of Persons Filing; Address; Citizenship:
- (i) ICONIQ Strategic Partners III, L.P., a Cayman Islands exempted limited partnership (“**ICONIQ III**”).
 - (ii) ICONIQ Strategic Partners III-B, L.P., a Cayman Islands exempted limited partnership (“**ICONIQ III-B**”, and together with ICONIQ III, the “**ICONIQ III Funds**”).
 - (iii) ICONIQ Strategic Partners III GP, L.P., a Cayman Islands exempted limited partnership (“**ICONIQ III GP**”), the sole general partner of the ICONIQ III Funds.
 - (iv) ICONIQ Strategic Partners III TT GP, Ltd., a Cayman Islands exempted company (“**ICONIQ III Parent GP**”), the sole general partner of ICONIQ III GP.
 - (v) Divesh Makan, a citizen of the United States (“**Makan**”).
 - (vi) William J.G. Griffith, a citizen of the United States (“**Griffith**”), together with Makan, are the sole equity holders of ICONIQ III Parent GP.

The address of the principal business office of each of the reporting persons is c/o ICONIQ Capital, 394 Pacific Avenue, 2nd Floor, San Francisco, CA 94111.

- (d) Title of Class of Securities:
Class A common stock, par value \$0.0001 per share (“**Class A Common Stock**”)
- (e) CUSIP Number:
57142B104

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

(a) and (b) Amount beneficially owned:

- (i) ICONIQ III directly owns 0 shares of Class A Common Stock, which represents 0% of the outstanding Class A Common Stock.
- (ii) ICONIQ III-B directly owns 0 shares of Class A Common Stock, which represents 0% of the outstanding Class A Common Stock.
- (iii) ICONIQ III GP may be deemed to beneficially own 0 shares of Class A Common Stock, which represents 0% of the outstanding Class A Common Stock.
- (iv) ICONIQ III Parent GP may be deemed to beneficially own 0 shares of Class A Common Stock, which represents 0% of the outstanding Class A Common Stock.
- (v) Makan directly owns 1,516,888 shares of Class A Common Stock, which represents approximately 0.3% of the outstanding Class A Common Stock.
- (vi) Griffith may be deemed to beneficially own 0 shares of Class A Common Stock, which represents 0% of the outstanding Class A Common Stock.

The percent of class was calculated based on 490,231,421 shares of Class A Common Stock outstanding as of November 4, 2022, as disclosed in the Issuer's Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on November 9, 2021.

(c) Number of shares as to which such person has:

Reporting Person	Number of Class A Common Stock			
	(i)	(ii)	(iii)	(iv)
ICONIQ III	0	0	0	0
ICONIQ III-B	0	0	0	0
ICONIQ III GP	0	0	0	0
ICONIQ III Parent GP	0	0	0	0
Makan	1,516,888	0	1,516,888	0
Griffith	0	0	0	0

- (i) Sole power to vote or direct the vote
- (ii) Shared power to vote or to direct the vote
- (iii) Sole power to dispose or to direct the disposition of
- (iv) Shared power to dispose or to direct the disposition of

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

The Reporting Persons expressly disclaim membership in a "group" as used in Rule 13d-5(b)(1).

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2023

ICONIQ Strategic Partners III, L.P., a Cayman
Islands exempted limited partnership

By: ICONIQ Strategic Partners III GP, L.P., a
Cayman Islands Exempted limited partner,
its General Partner

By: ICONIQ Strategic Partners III TT GP, Ltd, a
Cayman Islands exempted company,
its General Partner

By: Kevin Foster
Title: Authorized Person

/s/ Kevin Foster

Signature of Reporting Person

ICONIQ Strategic Partners III-B, L.P., a Cayman
Islands exempted limited partnership

By: ICONIQ Strategic Partners III GP, L.P., a
Cayman Islands exempted limited
partnership, its General Partner

By: ICONIQ Strategic Partners III TT GP, Ltd., a
Cayman Islands exempted company, its
General Partner

By: Kevin Foster
Title: Authorized Person

/s/ Kevin Foster

Signature of Reporting Person

ICONIQ Strategic Partners III GP, L.P., a
Cayman Islands exempted limited partnership

By: ICONIQ Strategic Partners III TT GP, Ltd., a
Cayman Islands exempted company, its
General Partner

By: Kevin Foster
Title: Authorized Person

/s/ Kevin Foster

Signature of Reporting Person

ICONIQ Strategic Partners III TT GP, Ltd., a
Cayman Islands exempted company

By: Kevin Foster
Title: Authorized Person

/s/ Kevin Foster

Signature of Reporting Person

Divesh Makan

/s/ Divesh Makan

Signature of Reporting Person

William J.G. Griffith

/s/ William J.G. Griffith

Signature of Reporting Person