

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Gardner Jason M.</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/11/2021</b>			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)	CA	94612						
(City)	(State)	(Zip)						

**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>		274,350	A	(1)	39,922,553	I	See Footnote <sup>(4)</sup>
Common Stock	06/11/2021		J <sup>(2)</sup>		39,922,553	D	(3)	0	I	See Footnote <sup>(4)</sup>
Common Stock	06/11/2021		J <sup>(2)</sup>		625,000	D	(3)	0	I	See Footnote <sup>(5)</sup>
Common Stock	06/11/2021		J <sup>(2)</sup>		625,000	D	(3)	0	I	See Footnote <sup>(6)</sup>
Common Stock	06/11/2021		J <sup>(2)</sup>		8,000,000	D	(3)	0	I	See Footnote <sup>(7)</sup>

**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>			274,350	(1)	(1)	Common Stock	274,350	\$0.00	0	I	See Footnote <sup>(4)</sup>
Class B Common Stock	(3)	06/11/2021		J <sup>(2)</sup>		39,922,553		(3)	(3)	Class A Common Stock	39,922,553	\$0.00	39,922,553	I	See Footnote <sup>(4)</sup>
Class B Common Stock	(3)	06/11/2021		J <sup>(2)</sup>		625,000		(3)	(3)	Class A Common Stock	625,000	\$0.00	625,000	I	See Footnote <sup>(5)</sup>
Class B Common Stock	(3)	06/11/2021		J <sup>(2)</sup>		625,000		(3)	(3)	Class A Common Stock	625,000	\$0.00	625,000	I	See Footnote <sup>(6)</sup>
Class B Common Stock	(3)	06/11/2021		J <sup>(2)</sup>		8,000,000		(3)	(3)	Class A Common Stock	8,000,000	\$0.00	8,000,000	I	See Footnote <sup>(7)</sup>
Stock Option (Right to Buy)	\$0.4	06/11/2021		J <sup>(2)</sup>			770,557	(8)	02/23/2029	Common Stock	770,557	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.4	06/11/2021		J <sup>(2)</sup>			770,557	(8)	02/23/2029	Class B Common Stock <sup>(3)</sup>	770,557	\$0.00	770,557	D	
Stock Option (Right to Buy)	\$2.25	06/11/2021		J <sup>(2)</sup>			458,334	(9)	05/04/2030	Common Stock	458,334	\$0.00	0	D	
Stock Option (Right to Buy)	\$2.25	06/11/2021		J <sup>(2)</sup>			458,334	(9)	05/04/2030	Class B Common Stock <sup>(3)</sup>	458,334	\$0.00	458,334	D	
Stock Option (Right to Buy)	\$10.48	06/11/2021		J <sup>(2)</sup>			1,059,639	(10)	02/10/2031	Common Stock	1,059,639	\$0.00	0	D	
Stock Option (Right to Buy)	\$10.48	06/11/2021		J <sup>(2)</sup>			1,059,639	(10)	02/10/2031	Class B Common Stock <sup>(3)</sup>	1,059,639	\$0.00	1,059,639	D	
Stock Option (Right to Buy)	\$10.48	06/11/2021		J <sup>(2)</sup>			150,000	(11)	02/10/2031	Common Stock	150,000	\$0.00	0	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				
Stock Option (Right to Buy)	\$10.48	06/11/2021		J <sup>(2)</sup>		150,000		(11)	02/10/2031	Class B Common Stock <sup>(3)</sup>	150,000	\$0.00	150,000	D	
Stock Option (Right to Buy)	\$21.49	06/11/2021		J <sup>(2)</sup>			19,740,923	(12)	04/12/2031	Common Stock	19,740,923	\$0.00	0	D	
Stock Option (Right to Buy)	\$21.49	06/11/2021		J <sup>(2)</sup>		19,740,923		(12)	04/12/2031	Class B Common Stock <sup>(3)</sup>	19,740,923	\$0.00	19,740,923	D	
Stock Option (Right to Buy)	\$23.4	06/11/2021		J <sup>(2)</sup>			47,267	(12)	05/04/2031	Common Stock	47,267	\$0.00	0	D	
Stock Option (Right to Buy)	\$23.4	06/11/2021		J <sup>(2)</sup>		47,267		(12)	05/04/2031	Class B Common Stock <sup>(3)</sup>	47,267	\$0.00	47,267	D	

**Explanation of Responses:**

- Immediately prior to the closing of the Issuer's initial public offering, each share of Preferred Stock automatically converted into one share of the Issuer's Common Stock on a one-for-one basis. The Preferred Stock had no expiration date.
- Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's 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 and Rule 16b-3.
- Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and upon the occurrence of other events set forth in the Issuer's Certificate of Incorporation.
- The shares are held of record by Jason Gardner and Jocelyne Gardner as trustees of The Gardner 2008 Living Trust dated March 22, 2008.
- The shares are held of record by Jason Gardner, as trustee of the Jason Gardner 2020 GRAT, dated November 23, 2020.
- The shares are held of record by Jocelyne Gardner, the spouse of the Reporting Person, as trustee of the Jocelyne Gardner 2020 GRAT, dated November 23, 2020.
- The shares are held of record by trusts for the benefit of the Reporting Person's children and of which the trustee is an independent institution. The Reporting Person disclaims beneficial ownership of the shares held in the trusts for the benefit of the Reporting Person's children.
- The stock option vests in 48 monthly installments after February 24, 2019, subject to the Reporting Person's continued service to the Issuer as of each vesting date. The stock option is early exercisable by the Reporting Person.
- The stock option vests in 48 monthly installments after April 1, 2020, subject to the Reporting Person's continued service to the Issuer as of each vesting date. The stock option is early exercisable by the Reporting Person.
- The stock option shall vest with respect to 50% of the shares on January 1, 2023, and shall vest in 24 additional monthly installments thereafter, subject to the Reporting Person's continued service to the Issuer as of each vesting date. The stock option is early exercisable by the Reporting Person.
- The stock option vests in 48 monthly installments after January 1, 2021, subject to the Reporting Person's continued service to the Issuer as of each vesting date. The stock option is early exercisable by the Reporting Person.
- The stock option represents a long-term performance award as further described in the Issuer's registration statement on Form S-1 (File No. 333-256154). The stock option vests in up to seven equal tranches contingent upon the Issuer achieving certain common stock price targets over a period ending on the seven year anniversary of the date of the Issuer's initial public offering, but only up to 20% of the stock option may vest during the first four years following the Issuer's initial public offering. The vesting of the option is subject to the Reporting Person's continued service with the Issuer as of each such vesting date.

**Remarks:**

/s/ Seth Weissman, Attorney-in-Fact      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.