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*

CLAIRVEST GROUP INC

(Last)	(First)	(Middle)

22 ST. CLAIR AVENUE EAST
SUITE 1700

(Street)

TORONTO	A6	M4T 2S3

(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol
Digital Media Solutions, Inc. [DMS;DMSWS]

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director X	10% Owner
Officer (give title below)	Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

X Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

[X] Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	04/12/2024		J[(1)]		151,191	A	(1)	1,358,946	I	See footnotes[(2)(3)]

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				
Units of Digital Media Solutions Holdings, LLC	(4)	04/12/2024		J[(1)]			151,191	(4)	(4)	Class A Common Stock	151,191	(1)	0	I	See footnote[(4)]

1. Name and Address of Reporting Person*

CLAIRVEST GROUP INC

(Last)	(First)	(Middle)

22 ST. CLAIR AVENUE EAST
SUITE 1700

(Street)

TORONTO	A6	M4T 2S3

(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

CEP V Co-Investment Limited Partnership

(Last)	(First)	(Middle)

22 ST. CLAIR AVENUE EAST
SUITE 1700

(Street)

TORONTO	A6	M4T 2S3

(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

CEP V-A DMS AIV Limited Partnership

(Last)	(First)	(Middle)

22 ST. CLAIR AVENUE EAST

1. Name and Address of Reporting Person*

Clairvest Equity Partners V Limited Partnership

(Last)	(First)	(Middle)

22 ST. CLAIR AVENUE EAST
SUITE 1700

(Street)

TORONTO	A6	M4T 2S3
(City)	(State)	(Zip)

Explanation of Responses:

1. On April 12, 2024, 151,191 Class B common stock, par value $0.0001 per share, of the Issuer (the "Class B Common Stock") were retired upon redemption of 151,191 units of Digital Media Solutions Holdings, LLC, indirect subsidiary of the Issuer ("Units"), by CEP V-A DMS AIV Limited Partnership ("CEP V-A"). CEP V-A was issued 151,191 shares of Class A Common Stock, par value $0.0001 per share, of the Issuer (the "Class A Common Stock") in exchange for the redemption and related retirement of the Class B Common Stock.

2. Clairvest Group Inc. ("CG") indirectly owns 1,358,946 shares of the Class A Common Stock, which consist of (i) 796,357 shares directly owned by Clairvest Equity Partners V Limited Partnership ("CEP V"); (ii) 406,092 shares directly owned by CEP V Co-Investment Limited Partnership ("CEP Co-Invest"); and (iii) 151,191 shares directly owned by CEP V-A. Each of CEP V, CEP Co-Invest and CEP V-A is an indirect subsidiary of CG.

3. The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein.

4. Each Unit may be redeemed by the holder for cash in an amount equal to the value of one share of the Class A Common Stock or, at the Issuer's option, the Issuer may acquire each Unit in exchange for one share of Class A Common Stock or the cash value thereof, in each case subject to certain restrictions. Upon a redemption or acquisition of such Units, an equal number of the Unit holder's non-economic, voting shares of the Class B Common Stock will be cancelled.

/s/ James H. Miller, Corporate Secretary of Clairvest Group Inc.	04/16/2024
/s/ James H. Miller, Corporate Secretary of Clairvest Equity Partners V Limited Partnership	04/16/2024
/s/ James H. Miller, Corporate Secretary of CEP V Co-Investment Limited Partnership	04/16/2024
/s/ James H. Miller, Corporate Secretary of CEP V-A DMS AIV Limited Partnership	04/16/2024
** 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.