

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>Goodman Matthew</u> (Last) (First) (Middle) C/O DIGITAL MEDIA SOLUTIONS, INC. 4800 140TH AVENUE N., SUITE 101 (Street) CLEARWATER FL 33762 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Digital Media Solutions, Inc. [DMS]</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) _____ <u>Chief Information Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/22/2020</u>	
	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			

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					
Units of Digital Media Solutions Holdings, LLC	(1)							(1)	(1)	Class A common stock	14,126 ⁽²⁾	2,579,223	I	See footnote ⁽³⁾

Explanation of Responses:

- Each unit of Digital Media Solutions Holdings, LLC, indirect subsidiary of the Issuer ("Unit"), may be redeemed by the holder for cash in an amount equal to the value of one share of the Issuer's Class A Common Stock ("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 Issuer's Class B Common Stock will be cancelled.
- Pursuant to the Business Combination Agreement dated April 23, 2020 by and among Leo Holdings Corp., Digital Media Solutions LLC, Prism Data, LLC ("Prism") and the other parties thereto, these shares were issued in connection with a post-closing adjustment.
- The Reporting Person indirectly owns 2,579,223 Units, which are owned directly by Prism. The Reporting Person is a member of Prism.

Remarks:

/s/ Joseph Marinucci, as attorney-in-fact for Matthew Goodman 10/23/2020

** 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.