

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>Milotich Michael</u>  (Last) (First) (Middle) 180 GRAND AVENUE 6TH FLOOR  (Street) OAKLAND CA 94612  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Rule 10b5-1(c) Transaction Indication**

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			

**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
Restricted Stock Units	(1)	03/15/2024		A		597,109		(2)	(2)	Class A Common Stock	597,109	\$0	597,109	D	
Performance Stock Units (Gross Profit)	(3)	03/15/2024		A		179,132		(4)	(4)	Class A Common Stock	179,132	\$0	179,132	D	
Performance Stock Units (Adjusted EBITDA)	(3)	03/15/2024		A		76,771		(5)	(5)	Class A Common Stock	76,771	\$0	76,771	D	

**Explanation of Responses:**

- Each restricted stock unit is convertible into one share of Class A Common Stock.
- One-twelfth (1/12th) of the restricted stock units vest on June 1, 2024 and one-twelfth (1/12th) of the remaining restricted stock units vest quarterly on each September 1, December 1, March 1 and June 1 thereafter, subject to the Reporting Person's continued service to the Issuer as of each vesting date.
- Each performance stock unit is convertible into one share of Class A Common Stock.
- Represents the number of shares which may be issued at target under the performance stock unit ("PSU") over a period of time following achievement of certain profit targets as set forth in the PSU agreement, subject to the Reporting Person's continued service to the Issuer as of each vesting date. At maximum achievement, 200% of the shares would vest.
- Represents the number of shares which may be issued at target under the PSU over a period of time following achievement of certain EBITDA targets as set forth in the PSU agreement, subject to the Reporting Person's continued service to the Issuer as of each vesting date. At maximum achievement, 200% of the shares would vest.

**Remarks:**

/s/ Tracy Foard, Attorney-in-Fact      03/19/2024  
 \*\* 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.