

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL 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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

1. Name and Address of Reporting Person* <u>Gardner Jason M.</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Chairman
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2022	
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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Common Stock	(1)	11/30/2022		G		3,000,000	(1)	(1)	Class A Common Stock	3,000,000	\$0	37,135,479	I	See Footnote ⁽²⁾⁽³⁾
Class B Common Stock	(1)	12/31/2022		G	1,500,000		(1)	(1)	Class A Common Stock	1,500,000	\$0	1,500,000	I	See Footnote ⁽⁴⁾
Class B Common Stock	(1)	11/30/2022		G	1,500,000		(1)	(1)	Class A Common Stock	1,500,000	\$0	3,000,000	I	See Footnote ⁽⁵⁾

Explanation of Responses:

- 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.
- On November 30, 2022, The Gardner 2008 Living Trust transferred 1,500,000 shares to the Jason Gardner 2022 GRAT dtd November 23, 2022 (the "Jason Gardner Annuity Trust") for which the Reporting Person serves as trustee, and 1,500,000 shares to the Jocelyne Gardner 2022 GRAT dtd November 23, 2022 (the "Jocelyne Gardner Annuity Trust") for which the spouse of the Reporting Person serves as trustee.
- These shares are held of record by the Jason Gardner Annuity Trust for which the Reporting Person serves as trustee. The Reporting Person may be deemed to have beneficial ownership over the shares held by the Jason Gardner Annuity Trust.
- These shares are held of record by the Jocelyne Gardner Annuity Trust for which the spouse of the Reporting Person serves as trustee. The spouse of the Reporting Person may be deemed to have beneficial ownership over the shares held by the Jocelyne Gardner Annuity Trust.

Remarks:

/s/ Tracy Foard, Attorney-in-Fact 02/10/2023

** 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.