

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>83North II Limited Partnership</u> <hr/> (Last) (First) (Middle) 10 SDEROT ABBA EBAN BLDG. C, 9TH FLOOR <hr/> (Street) HERZLIYA L3 4673303 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/08/2021	3. Issuer Name and Ticker or Trading Symbol <u>Marqeta, Inc. [MQ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 06/08/2021
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Common Stock ⁽²⁾	28,727,956	(1)	D ⁽³⁾	
Series B Preferred Stock	(1)	(1)	Common Stock ⁽²⁾	5,005,650	(1)	D ⁽³⁾	
Series C Preferred Stock	(1)	(1)	Common Stock ⁽²⁾	2,836,344	(1)	D ⁽³⁾	
Series D Preferred Stock	(1)	(1)	Common Stock ⁽²⁾	2,208,339	(1)	D ⁽³⁾	

1. Name and Address of Reporting Person* <u>83North II Limited Partnership</u> <hr/> (Last) (First) (Middle) 10 SDEROT ABBA EBAN BLDG. C, 9TH FLOOR <hr/> (Street) HERZLIYA L3 4673303 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>83North II GP, L.P.</u> <hr/> (Last) (First) (Middle) 10 SDEROT ABBA EBAN BLDG. C, 9TH FLOOR <hr/> (Street) HERZLIYA L3 4673303 <hr/> (City) (State) (Zip)
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
83North II Manager, Ltd.		
(Last)	(First)	(Middle)
10 SDEROT ABBA EBAN BLDG. C, 9TH FLOOR		
(Street)		
HERZLIYA	L3	4673303
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock (collectively, the "Preferred Stock") shall automatically convert on a one-for-one basis into common stock of the Issuer (the "Common Stock") immediately prior to the closing of the Issuer's initial public offering and has no expiration date.
- Immediately prior to the completion of the Issuer's initial public offering and following the conversion of each series of the Preferred Stock into Common Stock, each share of Common Stock shall be reclassified into one share of Class B common stock of the Issuer (the "Class B Common Stock") in an exempt transaction pursuant to Rule 16b-7. Each outstanding share of Class B Common Stock will be convertible at any time at the option of the holder into one share of Class A common stock of the Issuer (the "Class A Common Stock") and will mandatorily convert into Class A Common Stock on the date that is ten years from the date of the prospectus used in connection with the Issuer's initial public offering and upon the occurrence of certain events as set forth in the Issuer's certificate of incorporation.
- 83North II GP, L.P. (the "83North II GP") is the general partner of 83North II Limited Partnership, and 83North II Manager, Ltd. (the "83North II GPGP") is the general partner of 83North II GP. Each of 83North II GP and 83North II GPGP disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein, if any. This report shall not be deemed an admission that any of the reporting persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

Remarks:

This amendment to Form 3 is being filed in to include 83North II GP and 83North II GPGP as Reporting Persons.

83North II Limited Partnership, By 83North II GP, L.P., its general partner, By: 83North II Manager, Ltd., its general partner, By: /s/ Rami Fital, CFO	06/15/2021
83North II GP, L.P., By: 83North II Manager, Ltd., its general partner, By: /s/ Rami Fital, CFO	06/15/2021
83North II Manager, Ltd., By: /s/ Rami Fital, CFO	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 5 (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.