

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* <b>VRABECK KATHY P</b> (Last) (First) (Middle) <b>C/O MEDIAALPHA, INC.</b> <b>700 SOUTH FLOWER STREET, SUITE 640</b> (Street) <b>LOS ANGELES CA 90017</b> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>MediaAlpha, Inc. [ MAX ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <b>05/19/2022</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

**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	05/19/2022		M		8,163	A	\$0 <sup>(1)</sup>	16,057	D	
Class A Common Stock	05/19/2022		A		17,207 <sup>(2)</sup>	A	\$0	33,264	D	

**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					
Restricted Stock Units	\$0.0 <sup>(3)</sup>	05/19/2022		M		8,163		(4)	(4)	Class A Common Stock	\$0	0	D	

**Explanation of Responses:**

- One share of Class A Common Stock was issued upon the vesting of each Restricted Stock Unit ("RSU").
- Consists of restricted stock units granted to the Reporting Person under the Issuer's Omnibus Incentive Plan, in connection with the Reporting Person's service on the Issuer's board of directors. Each RSU represents a contingent right to receive one share of Class A Common Stock upon vesting. All such restricted stock units will vest on the earlier of the first anniversary of the grant date or the date of the Issuer's 2023 Annual Meeting, subject to the Reporting Person's continued service through the applicable vesting date.
- Each such RSU represents a contingent right to receive one share of Class A Common Stock, or at the option of the Compensation Committee, cash of equivalent value, upon vesting.
- Represents restricted stock units granted to the Reporting Person under the Issuer's Omnibus Incentive Plan, in connection with the Reporting Person's service on the Issuer's board of directors. The restricted stock units vested on the earlier of the first anniversary of the grant date or the date of the Issuer's 2022 Annual Meeting, subject to the Reporting Person's continued service through the applicable vesting date.

**Remarks:**

/s/ Lance Martinez, attorney-in-fact      05/20/2022

\*\* 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.