SAN FRANCISCO

(State)

(City)

94105

(Zip)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

7. Nature of Indirect Beneficial Ownership (Instr. 4)

notes(3)(4)(5) See notes(3)(4)(5)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

See notes⁽³⁾
(4)(5)

Check this box if no longer subject to

Section may co	n 16. Form 4 o ontinue. <i>See</i> In	r Form 5 obligations struction 1(b).					ant to Section						934			hours	per resp	onse:	0	
1. Name and Address of Reporting Person* <u>SEA VII Management, LLC</u>					2. 1	or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol Definitive Healthcare Corp. [DH]									ck all appli	icable)	•			
(Last) (First) (Middle) 140 NEW MONTGOMERY STREET, 20TH FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 09/17/2021							X Director X 10% Owne Officer (give title below) Other (specification)				specify				
(Street) SAN FRANCISCO CA 94105				4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person								
(City)		(State)	(Zip)																	
1 Title of	Security (Ins	tr 3)	Table I - N	lon-De		_	Securities A. Deemed	Acquir	ed, C	4. Securi				ly C	Owned	t of	6. Own	ershin T	7. Nature	
	county (mo	0,		Date (Month/Day/Year)		r) E	xecution Date, any Month/Day/Year	Transa Code (Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3, 4 and 5			Owned Report		Beneficially Illowing on(s) (Instr. 3	Form: Direct (D) or Indirect (I) (Instr. 4)		Indirect Beneficial Ownership (Instr. 4)	
						1		Code	v	Amount		(A) or (D)	Price	and 4)			<u> </u>			
Class A (Common St	ock		09/17	/2021			S		66,85	57	D	\$25.31	.25	5 2,885,876(1)(2)(3)(4)		I		See notes ⁽³⁾⁽⁴	
Class B (Common St	ock		09/17	/2021			С		641,9	41,983 D		(2)	27,710		989(1)(2)(3)(4)	I		See notes ⁽³⁾⁽⁴	
			Table I				ecurities A alls, warra							Ov	vned					
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	Code	action (Instr.	Der Sec Acc Dis	lumber of rivative curities quired (A) or posed of (D) str. 3, 4 and 5)	6. Date E Expiration (Month/I	on Dat		7. Title and Ame Securities Undo Derivative Secu 3 and 4)		derlying	tr. !	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Following Ro Transaction(Ownersi Form: Owned Direct (I eported or Indire		Benefic Owners ct (Instr. 4	
				Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	N	mount or umber of nares			(Instr. 4)				
LLC Units of AIDH Topco, LLC	(2)	09/17/2021		C ⁽¹⁾			641,983 ⁽¹⁾⁽²⁾	(6)		(6)	Class Comn Stoc	non 6	41,983 ⁽¹⁾	(2)	\$25.3125	27,710,989 ⁽³)(4)(5)(6)	I ⁽¹⁾	See not (4)(5)	
		f Reporting Person*			<u>'</u>											•				
(Last) 140 NEV 20TH FI		(First) OMERY STREI	(Middl	e)																
(Street)	ANCISCO	CA	9410	5																
(City)		(State)	(Zip)			,														
	nd Address of DHC AI	f Reporting Person* V, L.P.	•																	
(Last) 140 NEV 20TH FI		(First) OMERY STREI	(Middl	e)																
(Street)	ANCISCO		9410	5																
(City)		(State)	(Zip)																	
		f Reporting Person [*] vestment Ma		<u>l, L.P.</u>																
(Last) 140 NEV 20TH FI		(First) OMERY STREI	(Middl	e)																
(Street)																				

Name and Address of Reporting Person* SE VII DHC AIV Feeder, L.P.									
(Last)	(First)	(Middle)							
140 NEW MONTGOMERY STREET,									
20TH FLOOR									
(Street)									
SAN FRANCISCO	CA	94105							
(City)	(State)	(Zip)							
Name and Address of Reporting Person* Spectrum VII Co-Investment Fund, L.P.									
(Last)	(First)	(Middle)							
140 NEW MONTGO	OMERY STREET,								
20TH FLOOR									
(Street) SAN FRANCISCO	CA	94105							
(City)	(State)	(Zip)							
Name and Address of Reporting Person* Spectrum Equity Associates VII, L.P.									
(Last)	(First)	(Middle)							
140 NEW MONTGOMERY STREET,									
20TH FLOOR									
(Street)									
SAN FRANCISCO	CA	94105							
(City)	(State)	(Zip)							

Explanation of Responses:

- 1. See Exhibit 99.1 for text of footnote (1).
- 2. See Exhibit 99.1 for text of footnote (2).
- 3. See Exhibit 99.1 for text of footnote (3).
- 4. See Exhibit 99.1 for text of footnote (4).
- 5. See Exhibit 99.1 for text of footnote (5).
- 6. See Exhibit 99.1 for text of footnote (6).

Remarks:

Christopher T. Mitchell, a Managing Director of Spectrum and Jeffrey C. Haywood, a Managing Director of Spectrum (together, the "Spectrum Directors"), each serve on the board of directors of the Issuer, and have been deputized to represent the Reporting Persons on the board of directors. By virtue of the Spectrum Directors' representation, for purposes of Section 16 of the Securities Exchange Act of 1934, each of the Reporting Persons may be deemed directors by deputization of the Issuer. The Spectrum Directors have filed separate Section 16 reports disclosing securities of the Issuer that they may be deemed to beneficially own for Section 16 purposes. Exhibit 99.1 (Footnotes to Form 4).

SEA VII MANAGEMENT, LLC, By: /s/ Carolina A. Picazo, Chief 09/21/2021 Administrative Officer & Chief **Compliance Officer** SE VII DHC AIV, L.P., By: Spectrum Equity Associates VII, L.P., its general partner, By: SEA VII Management, LLC, its general 09/21/2021 partner, By: /s/Carolina A. Picazo, its Chief Administrative Officer & **Chief Compliance Officer** SE VII DHC AIV FEEDER, L.P., By: Spectrum Equity Associates VII, L.P., its general partner, By: SEA Management, LLC, its 09/21/2021 general partner, By: /s/ Carolina A. Picazo, Chief Administrative Officer & Chief Compliance Officer SPECTRUM VII INVESTMENT MANAGERS' FUND, L.P., By: SEA Management, LLC, its general partner, By: /s/ Carolina 09/21/2021 A. Picazo, Chief Administrative Officer & Chief Compliance Officer SPECTRUM VII CO-INVESTMENT FUND, L.P., By: /s/ Carolina A. Picazo, Chief 09/21/2021 Administrative Officer & Chief **Compliance Officer** SPECTRUM EQUITY 09/21/2021 ASSOCIATES VII, L.P., By: SEA Management, LLC, its general partner, By: /s/ Carolina A.

Picazo, Chief Administrative Officer & Chief Compliance Officer

** 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.

Explanatory Note

Footnotes to Form 4

- (1) On September 15, 2021, the Issuer used the proceeds from the underwriters' exercise of their option to purchase additional shares to repurchase at a price of \$25.3125 per share or unit, as applicable, (a) 66,857 shares of Class A common stock from SE VII DHC AIV Feeder, L.P. ("Spectrum Feeder"), and to purchase (b) an aggregate of 641,983 LLC Units of AIDH Topco, LLC ("LLC Units"), including (i) 640,508 LLC Units from SE VII DHC AIV, L.P. ("SE VII DHC AIV"); (ii) 931 LLC Units from Spectrum VII Investment Managers Fund, L.P. ("Spectrum Investment Managers Fund"); and (iii) 544 LLC Units from Spectrum VII Co-Investment Fund, L.P. ("Spectrum VII Co-Investment Fund, together with Spectrum Feeder, SE VII DHC AIV, Spectrum Investment Managers' Fund and Spectrum VII Co-Investment Fund, the "Spectrum Funds"). This transaction was approved by the board of directors of the Issuer for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended.
- (2) The Exchange Agreement permits holders of LLC Units to exchange their LLC Units for shares of Class A Common Stock on a one-for-one basis, subject to certain exceptions, conditions and adjustments. At the time of any such exchange, an equal number of shares of Class B Common Stock of the Issuer held by the Reporting Person, which have no economic value and entitle holders thereof to one vote per share on all matters on which stockholders of the Issuer are entitled to vote generally, are cancelled.
- (3) Following the reported transactions, SEA VII Management, LLC ("Spectrum") manages the Spectrum Funds that collectively own 2,885,876 shares of Class A common stock of the Issuer and 27,710,989 shares of Class B common stock of the Issuer, which are represented as follows: (i) 2,885,876 shares of Class A common stock held directly by Spectrum Feeder, (ii) 27,647,349 shares of Class B common stock held directly by SE VII DHC AIV; (iii) 40,173 shares of Class B common stock held directly by Spectrum Investment Managers Fund; and (iv) 23,467 shares of Class B common stock held directly by Spectrum VII Co-Investment Fund" and, together with Spectrum Feeder, SE VII DHC AIV, Spectrum Investment Managers' Fund and Spectrum VII Co-Investment Fund, the "Spectrum Funds").
- (4) SEA VII Management, LLC is the general partner of Spectrum Equity Associates VII, L.P., which in turn is the general partner of the Spectrum Funds.
- (5) Each Reporting Person disclaims Section 16 beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any of the reported shares for purposes of Section 16 or any other purpose.
- (6) The Reporting Person may exchange the LLC Units for shares of Class A Common Stock of the Issuer on a one-for-one basis, subject to certain exceptions, conditions and adjustments. The LLC Units have no expiration date. At the time of any such exchange, an equal number of shares of Class B Common Stock of the Issuer held by the Reporting Person, which have no economic value and entitle holders thereof to one vote per share on all matters on which stockholders of the Issuer are entitled to vote generally, are cancelled.