SEC Form 3 FORM 3

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 [*] Shamsuddin Kate Marie	2. Date of Ev Requiring Sta (Month/Day/ 09/15/2021	atement Year)	3. Issuer Name and Ticker or Trading Symbol <u>Definitive Healthcare Corp.</u> [DH]					
(Last) (First) (Middle) C/O DEFINITIVE HEALTHCARE CORP.			4. Relationship of Reporting Issuer (Check all applicable) Director	g Person(s) 10% O\	wner Fi	If Amendment, I led (Month/Day/	Year)	
550 COCHITUATE RD			X Officer (give title below) Chief Product	Other (s below)	(C	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
(Street) FRAMINGHAM MA 01701							by More than One Person	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Owne Form: D (D) or In (I) (Instr.	irect Ow direct	lature of Indirect Beneficial nership (Instr. 5)		
Class A common stock			56,944 ⁽¹⁾	D				
Table II - Derivative Securities Beneficially Owned(e.g., puts, calls, warrants, options, convertible securities)								
	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Se Underlying Derivative Se (Instr. 4)		4. Conversion or Exercise Price of	cise Form:	6. Nature of Indirect Beneficial Ownership (Instr.	
		Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	5)	
LLC Units of AIDH Management Holdings, LLC	(2)(3)	(2)(3)	Class A common stock	438,510	(2)(3)	D		

Explanation of Responses:

1. Represents restricted stock units subject to time-based vesting, 25% of which vest on the first anniversary of the date of grant, and the remaining 75% of which vest in substantially equal installments at the end of each three-month period measured from the first anniversary of the date of grant for a period of 36 months, subject to the Reporting Person's continued service with the Issuer and the terms of the applicable award agreement.

2. AIDH Management Holdings, LLC ("Management Holdings") is a special purpose investment vehicle through which interests in AIDH Topco, LLC are indirectly owned. Certain unvested awards vest in equal installments on each of the first, second and third anniversaries of the Issuer's initial public offering, and the remainder of the unvested awards continue to vest pursuant to a four-year annual vesting schedule. Once vested the Reporting Person may exchange LLC Units of Management Holdings for LLC Units of AIDH Topco, LLC on a one-for-one basis, which are exchanged 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 of Management Holdings have no expiration date.

3. (Continued form Footnote 2) 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.

Remarks:

Exhibit 24 - Power of Attorney

By: /s/ David Samuels, as

attorney-in-fact

09/15/2021

Date

** Signature of Reporting Person

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Jason Krantz, Richard Booth and David Samuels of Definitive Healthcare Corp. (the "Company") or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- execute for and on behalf of the undersigned with respect to the Company, Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- 3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- 4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of August, 2021.

By: /s/ Kate Shamsuddin Name: Kate Shamsuddin