

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of
the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Direct Digital Management, LLC	2. Date of Event Requiring Statement (Month/Day/Year) 02/15/2022	3. Issuer Name and Ticker or Trading Symbol Direct Digital Holdings, Inc. [DRCT]
(Last) (First) (Middle) 1233 WEST LOOP SOUTH, SUITE 1170		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____X____ 10% Owner ____ Officer (give title below) ____ Other (specify below)
(Street) HOUSTON, TX 77027		5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ____ 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)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond
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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 of Derivative Security: 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	
Class A Common Units of Direct Digital Holdings LLC	(1)	(1)	Class A common stock	5,689,000	\$ (1)
					D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Direct Digital Management, LLC 1233 WEST LOOP SOUTH, SUITE 1170 HOUSTON, TX 77027		X		

Signatures

/s/ Mark Walker as Managing Partner of Direct Digital Management, LLC	02/17/2022
**Signature of Reporting Person	Date
/s/ Keith Smith as Managing Partner of Direct Digital Management, LLC	02/17/2022
**Signature of Reporting Person	Date

Explanation of Responses:

* 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).

Pursuant to the Second Amended and Restated Limited Liability Company Agreement of Direct Digital Holdings LLC, dated as of February 15, 2022, Class A Common Units (as defined therein) held by the Reporting Person are exchangeable for shares of Class A common stock on a one-for-one basis, subject to certain exceptions, (1) conditions and adjustments. The Class A Common 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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