

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Coop Kevin</u>		2. Issuer Name and Ticker or Trading Symbol <u>Definitive Healthcare Corp. [DH]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>	
(Last) (First) (Middle) <u>C/O DEFINITIVE HEALTHCARE CORP.</u> <u>492 OLD CONNECTICUT PATH, SUITE 401</u>		3. Date of Earliest Transaction (Month/Day/Year) <u>06/24/2024</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(Street) <u>FRAMINGHAM MA 01701</u>		4. If Amendment, Date of Original Filed (Month/Day/Year)			
(City) (State) (Zip)		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.			

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/24/2024		A		1,170,047 ⁽¹⁾	A	\$0	1,170,047	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						Title
Performance-based Stock Units	(2)(3)	06/24/2024		A		1,137,038		(2)(3)	06/24/2028	Class A Common Stock	1,137,038	\$0	1,137,038	D	

Explanation of Responses:

- Represents restricted stock units ("RSUs"), each representing a contingent right to receive one share of the Issuer's Class A Common Stock, par value \$0.001 (the "Class A Common Stock"), with 25% of the RSUs vesting on July 1, 2025, followed by vesting of 6.25% every three months thereafter over the subsequent three years, subject to the Reporting Person's continued service with the Issuer through each such vesting date.
- Represents performance-based stock units ("PSUs"), each representing a contingent right to receive one share of the Issuer's Class A Common Stock, which will vest in four tranches: (i) 200,000 PSUs are subject to the first vesting tranche, (ii) 266,667 PSUs are subject to the second vesting tranche, (iii) 300,000 PSUs are subject to the third vesting tranche, and (iv) 370,371 PSUs are subject to the fourth vesting tranche. The first vesting tranche will vest during a two-year performance period beginning on the grant date and the other three vesting tranches will vest during a four-year performance period beginning on the grant date (each, a "Performance Period"). Each vesting tranche is subject to satisfaction of certain stock price hurdles and a continued service requirement.
- Footnote continued: The stock price hurdle for a particular vesting tranche will be satisfied if, during the applicable Performance Period, the average closing price of the Class A Common Stock is at least, for 30 consecutive trading days, (i) \$10.00 with respect to the first vesting tranche, (ii) \$15.00 with respect to the second vesting tranche, (iii) \$20.00 with respect to the third vesting tranche and (iv) \$27.00 with respect to the fourth vesting tranche. The vesting date for a particular vesting tranche will be the date on which the Human Capital Management and Compensation Committee of the Board certifies that the applicable stock price hurdle has been achieved with respect to such vesting tranche (the "PSU Vesting Date"). For the continued service requirement to be satisfied with respect to a particular vesting tranche, the Reporting Person must remain in continued service through each PSU Vesting Date.

/s/ Matthew Ruderman,
Attorney-in-Fact

06/24/2024

** 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.