| SEC : | Form 4 |
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FORM 4

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

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

OMB APPROVAL

| OMB Number: 3235-0 | | | | | | |
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| Estimated average bu | rden | | | | | |
| hours per response: | 0.5 | | | | | |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| 1. Name and Address of Reporting Person [*] Jon I. Madorsky Revocable Trust dat December 1, 2008 | ed 2. Issuer Name and Ticker or Trading Symbol <u>P10, Inc.</u> [PX] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title X Other (specify | | | | |
|---|---|--|--|--|--|--|
| (Last) (First) (Middle) C/O P10, INC. | 3. Date of Earliest Transaction (Month/Day/Year) 12/13/2022 | below) A below) See Remarks | | | | |
| 4514 COLE AVENUE, SUITE 1600 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| (Street) DALLAS TX 75205 | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) (State) (Zip) | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date | 2A. Deemed Execution Date. | | | | | | | 7. Nature of Indirect | |
|---------------------------------|------------------------|-------------------------------|--------------------|---|--------|---------------|-------|---|-----------------------------------|-------------------------|
| | (Month/Day/Year) | if any | Code (Instr. 8) | | | | | Beneficially Owned Following Reported | (D) or Indirect (I) (Instr. 4) | Beneficial Ownership |
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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|---|---|--|---|------------------------------|---|-------------------------------------|---|--|--------------------|------------------------------|-------------------------------------|---|--|--|--|
| 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. Transa Code (8) | | Deri Sec Acq or D of (I | umber of vative urities uired (A) isposed D) (Instr. and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | of Securities (Underlying | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | 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 | Amount or Number of Shares | | (Instr. 4) | | |
| Class B Common Stock ⁽¹⁾ | (2)(3) | 12/13/2022 | | s | | | 300,000 | (2)(3) | (2)(3) | Class A Common Stock | 300,000 | \$9.6876 | 3,961,939 | D ⁽¹⁾ | |

Explanation of Responses:

1. This Form 4 is being filed by the Jon I. Madorsky Revocable Trust dated December 1, 2008 (the "Madorsky Trust"). Jon I. Madorsky, as trustee of the Madorsky Trust, may be deemed to beneficially own the shares of Class B Common Stock owned directly by the Madorsky Trust.

2. Holders of Class B Common Stock may elect to convert such shares on a one-for-one basis into Class A Common Stock at any time. After a Sunset (as defined below) becomes effective, each share of Class B Common Stock will automatically convert into Class A Common Stock.

3. Continued from Footnote 1: A "Sunset" is triggered by any of the earlier of the following: (i) the Sunset Holders (as defined in the amended and restated certificate of incorporation of the Issuer (the "Charter")) cease to maintain direct or indirect beneficial ownership of 10% of the outstanding shares of Class A Common Stock (determined assuming all outstanding shares of Class B Common Stock have been converted into Class A Common Stock), (ii) the Sunset Holders collectively cease to maintain direct or indirect beneficial ownership of at least 25% of the aggregate voting power of the outstanding shares of Common Stock, and (iii) upon the tenth anniversary of the effective date of the Charter.

Remarks:

The reporting person may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's Common Stock. The securities reported herein do not include securities held by any group member other than the reporting person, as such securities are being reported in separate Form 4 filings.

| /s/Amanda Coussens as |
|--------------------------|
| Attorney-in-Fact for the |
| Reporting Person |

12/15/2022

** 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.