

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person* <u>Joyce Gretchen</u> (Last) (First) (Middle) <u>3020 CARRINGTON MILL BLVD.</u> <u>SUITE 300</u> (Street) <u>MORRISVILLE NC 27560</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MaxPoint Interactive, Inc. [MXPT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/10/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	10/10/2017		U		129,567 ⁽¹⁾⁽²⁾	D \$13.86	7,500	D	
Common Stock	10/10/2017		D		1,875 ⁽³⁾	D \$13.86	5,625	D	
Common Stock	10/10/2017		D		5,625 ⁽⁴⁾	D \$0	0	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		Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$53.04	10/10/2017		D		28,750	(5)	06/10/2024	Common Stock 28,750	(5)	0	D	
Stock Option (right to buy)	\$22	10/10/2017		D		15,000	(5)	11/15/2025	Common Stock 15,000	(5)	0	D	

Explanation of Responses:

- Disposed of upon the closing of the tender offer and merger pursuant to the Agreement and Plan of Merger by and among Harland Clarke Holdings Corp. ("Parent"), Mercury Merger Sub, Inc. ("Purchaser") (an indirect wholly owned subsidiary of Parent), and Issuer, dated as of August 27, 2017 (the "Merger Agreement"), whereby Purchaser acquired each outstanding share of common stock of the issuer for a cash payment of \$13.86 per share.
- Of the reported shares, 4,295 were held by the Reporting Person and Brien J. Joyce as Joint Tenants.
- Disposed of pursuant to the Merger Agreement whereby such restricted stock units were accelerated and then cancelled in exchange for the right to receive future cash payments in the amount of \$13.86 per restricted stock unit pursuant to the Merger Agreement.
- Disposed of pursuant to the Merger Agreement whereby such unvested restricted stock units were cancelled without payment of any consideration as they did not accelerate pursuant to the Merger Agreement.
- Pursuant to the terms of the Merger Agreement, options with an exercise price greater than \$13.86 per share were cancelled without payment of any consideration.

Remarks:

/s/ Gretchen Joyce

10/10/2017

** 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.

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