

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>VPC Impact Acquisition Holdings Sponsor, LLC</u>  (Last) (First) (Middle) C/O VICTORY PARK CAPITAL ADVISORS, LLC 150 NORTH RIVERSIDE PLAZA, SUITE 5200  (Street) CHICAGO IL 60606  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Bakkt Holdings, Inc. [ BKKT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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			
Class A common stock, par value \$0.0001 per share	12/16/2021		S		44,856 <sup>(1)</sup>	D	\$8.98	9,046,806	D <sup>(4)</sup>	
Class A common stock, par value \$0.0001 per share	12/16/2021		S		63,600 <sup>(2)</sup>	D	\$10.27	8,983,206	D <sup>(4)</sup>	
Class A common stock, par value \$0.0001 per share	12/16/2021		S		5,540 <sup>(3)</sup>	D	\$11.19	8,977,666	D <sup>(4)</sup>	

**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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
VPC Impact Acquisition Holdings Sponsor, LLC  
 (Last) (First) (Middle)  
 C/O VICTORY PARK CAPITAL ADVISORS, LLC  
 150 NORTH RIVERSIDE PLAZA, SUITE 5200  
 (Street)  
 CHICAGO IL 60606  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Levy Richard N  
 (Last) (First) (Middle)  
 C/O VICTORY PARK CAPITAL ADVISORS, LLC  
 150 NORTH RIVERSIDE PLAZA, SUITE 5200  
 (Street)  
 CHICAGO IL 60606  
 (City) (State) (Zip)

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker-dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.90-9.18, inclusive. The reporting person hereby undertakes to provide upon request by the Securities Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.

2. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker-dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.25-10.36, inclusive. The reporting person hereby undertakes to provide upon request by the Securities Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.

3. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker-dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.00-11.50, inclusive. The reporting person hereby undertakes to provide upon request by the Securities Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.

4. VPC Impact Acquisition Holdings Sponsor, LLC ("VIH Sponsor") is the record holder of the securities reported herein. Richard N. Levy, as Chief Executive Officer and Founder of Victory Park Capital Advisors, LLC, has voting and investment discretion with respect to the securities held of record by VIH Sponsor. Mr. Levy disclaims any beneficial ownership of the securities held by VIH Sponsor other than to the extent of any pecuniary interest he may have therein, directly or indirectly.

**Remarks:**

Director by Deputization. See Exhibit 99.1 - Joint Filer Information, which is incorporated herein by reference and describes in further detail the relationships of the Reporting Persons to the Issuer.

/s/ Brian Munsie, Attorney-in-  
Fact for VPC Impact  
Acquisition Holdings Sponsor, 12/21/2021  
LLC

/s/ Brian Munsie, Attorney-in-  
Fact for Richard N. Levy, 12/21/2021

\*\* 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.**

## Joint Filer Information

Name of Joint Filer: VPC Impact Acquisition Holdings Sponsor, LLC

Address of Joint Filer: c/o Victory Park Capital Advisors, LLC  
150 North Riverside Plaza, Suite 5200  
Chicago, Illinois 60606

Relationship of Joint Filer to Issuer: 10% Owner, Director

Issuer Name and Ticker or Trading Symbol: Bakkt Holdings, Inc. [BKKT]

Date of Event Requiring Statement:(Month/Day/Year): 12/16/2021

Name of Joint Filer: Richard N. Levy

Address of Joint Filer: c/o Victory Park Capital Advisors, LLC  
150 North Riverside Plaza, Suite 5200  
Chicago, Illinois 60606

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: Bakkt Holdings, Inc. [BKKT]

Date of Event Requiring Statement:(Month/Day/Year): 12/16/2021