

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
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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>Manthripragada Vijay</u> _____ (Last) (First) (Middle) <u>5120 NORTHSHORE DR</u> _____ (Street) <u>NORTH LITTLE ROCK AR 72118</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Montrose Environmental Group, Inc. [ MEG ]</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>President &amp; CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/04/2021</u>	
	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 One Reporting Person <input 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			
Common Stock	11/04/2021		M		30,000	A	\$6.03	42,928	D	
Common Stock	11/04/2021		S		30,000	D	\$72.607 <sup>(1)</sup>	12,928	D	
Common Stock	12/16/2021		A		316,209 <sup>(2)</sup>	A	\$0.00	329,137	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
Stock Option (Right to Buy)	\$6.03	11/04/2021		M			30,000	(3)	06/23/2026	Common Stock	30,000	\$0.00	209,125	D	
Stock Appreciation Right	\$66.79	12/16/2021		A		900,000		(4)	12/16/2031	Common Stock	900,000	\$0.00	900,000	D	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares of common stock of the Issuer were sold in multiple transactions by the Reporting Person at prices ranging from \$72.50 to \$72.90, inclusive. The Reporting Person undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer full information regarding the number of shares of common stock sold at each separate price within the range.
- The Reporting Person was granted restricted stock units ("RSUs") which represent a contingent right to receive one share of Common Stock for each RSU. 50% of the RSUs will vest on December 16, 2025, and the remaining 50% of the RSUs will vest on December 16, 2026, provided that the Reporting Person remains in continuous service on each vesting date.
- 50% of the shares subject to the option vested on September 11, 2017 and the remaining 50% vested on September 11, 2019.
- The stock appreciation rights are performance based and will vest on December 16, 2026, subject to the achievement of 20-day trading average stock prices of \$133.58, \$166.98 and \$200.37 prior to the vesting date and subject to the Reporting Person's continued service on the vesting date. 1/3 of the stock appreciation rights will be earned upon achievement of each of the foregoing performance hurdles.

**Remarks:**

The November 4, 2021 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person.

/s/ Nasym Afsari, Attorney in fact 12/20/2021

\*\* 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.