

SUPPLEMENT, DATED SEPTEMBER 8, 2021, TO
PROXY STATEMENT FOR SPECIAL MEETING OF
FUSION ACQUISITION CORP.
PROSPECTUS FOR 237,500,000 SHARES OF CLASS A COMMON STOCK

This supplement, dated September 8, 2021, updates and supplements the proxy statement/prospectus, dated September 3, 2021 (the “proxy statement/prospectus”), filed by Fusion Acquisition Corp. (“Fusion”), relating to the special meeting of its stockholders to be held on September 21, 2021 (the “*Special Meeting*”) in connection with its proposed business combination with MoneyLion Inc. (“MoneyLion”). Capitalized terms used herein but not defined herein shall have the meanings assigned to them in the proxy statement/prospectus.

The purpose of this supplement is to update and supplement the information in the proxy statement/prospectus with information contained in Fusion’s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 8, 2021 (the “Report”). The Report is attached to, and forms a part of, this supplement.

This supplement, which forms part of a registration statement on Form S-4 filed by Fusion with the SEC, constitutes a supplement to the prospectus of Fusion for purposes of the Securities Act of 1933, as amended, with respect to the Fusion common stock to be issued in connection with the Merger. This supplement also constitutes a supplement to the proxy statement of Fusion for purposes of the Securities Exchange Act of 1934, as amended. You should not assume that the information contained in this document is accurate as of any date other than September 8, 2021, the date of this supplement.

To the extent the information in this supplement differs from or updates the information contained in the proxy statement/prospectus, the information in this supplement governs. This supplement should be read in conjunction with the proxy statement/prospectus.

You should read carefully and in their entirety this supplement and the proxy statement/prospectus and all accompanying annexes and exhibits. You should review and consider carefully the matters discussed under the heading “Risk Factors” beginning on page 42 of the proxy statement/prospectus.

Neither the SEC nor any state securities commission has passed upon the adequacy or accuracy of the accompanying supplement or the adequacy or accuracy of the proxy statement/prospectus. Any representation to the contrary is a criminal offense.

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

FORM 8-K

CURRENT REPORT
 PURSUANT TO SECTION 13 OR 15(d) OF THE
 SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 8, 2021

Fusion Acquisition Corp.
 (Exact name of registrant as specified in its charter)

Delaware
 (State or other jurisdiction
 of incorporation)

001-39346
 (Commission
 File Number)

85-0849243
 (IRS Employer
 Identification No.)

375 Park Avenue, Suite 2607
 New York, New York 10152
 (Address of principal executive offices, including zip code)

Registrant’s telephone number, including area code: (212) 763-0169

Not Applicable
 (Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A common stock and one-half of one redeemable warrant	FUSE.U	The New York Stock Exchange
Class A common stock, par value \$0.0001 per share	FUSE	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On September 8, 2021, MoneyLion Inc. (“**MoneyLion**”) issued a press release announcing an update to its annual guidance for fiscal years 2021, 2022 and 2023. A copy of the press release is furnished as Exhibit 99.1 hereto and incorporated by reference hereby.

Fusion Acquisition Corp. (“**Fusion**”) is furnishing the information in this Item 7.01 and Exhibit 99.1 in connection with its previously announced business combination (the “**Business Combination**”) with MoneyLion.

The information in this Item 7.01 and Exhibit 99.1 furnished hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “**Securities Act**”) or the Exchange Act, except as expressly set forth by specific reference in such filing.

Important Information About the Business Combination and Where to Find It

The proposed Business Combination will be submitted to stockholders of Fusion for their consideration. Fusion has filed a registration statement on Form S-4 (the “Registration Statement”) with the SEC which includes a definitive proxy statement to be distributed to Fusion’s stockholders in connection with Fusion’s solicitation for proxies for the vote by Fusion’s stockholders in connection with the proposed Business Combination and other matters as described in the Registration Statement, as well as the prospectus relating to the offer of the securities to be issued to MoneyLion’s shareholders in connection with the completion of the proposed Business Combination. The Registration Statement has been declared effective and Fusion will mail the definitive proxy statement and other relevant documents to its stockholders as of the record date established for voting on the proposed Business Combination. Fusion’s stockholders and other interested persons are advised to read the definitive proxy statement / prospectus, in connection with Fusion’s solicitation of proxies for its special meeting of stockholders to be held to approve, among other things, the proposed Business Combination, because these documents contain important information about Fusion, MoneyLion and the proposed Business Combination. Stockholders may also obtain a copy of the definitive proxy statement, as well as other documents filed with the SEC regarding the proposed Business Combination and other documents filed with the SEC by Fusion, without charge, at the SEC’s website located at www.sec.gov or by directing a request to Cody Slach and Alex Kovtun, (949) 574-3860, FUSE@gatewayir.com.

Participants in the Solicitation

Fusion, MoneyLion and certain of their respective directors, executive officers and other members of management and employees may, under SEC rules, be deemed to be participants in the solicitations of proxies from Fusion’s stockholders in connection with the proposed Business Combination. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of Fusion’s stockholders in connection with the proposed Business Combination is set forth in the Registration Statement (and is included in the definitive proxy statement / prospectus). You can find more information about Fusion’s directors and executive officers in Fusion’s final prospectus dated June 25, 2020, filed with the SEC on June 29, 2020. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests is included in the Registration Statement (and the definitive proxy statement / prospectus) and other relevant documents filed with the SEC. Stockholders, potential investors and other interested persons should read the definitive proxy statement / prospectus carefully before making any voting or investment decisions. You may obtain free copies of these documents from the sources indicated above.

Forward-Looking Statements

This Current Report on Form 8-K includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “estimate,” “plan,” “project,” “forecast,” “intend,” “will,” “expect,” “anticipate,” “believe,” “seek,” “target” or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding MoneyLion’s expectations with respect to the closing of the Business Combination transaction between the MoneyLion and Fusion Acquisition Corp. (“Fusion”); the impacts of the proposed Business Combination, the satisfaction of the closing conditions to the proposed transaction, the timing of the completion of the proposed transaction and the products and markets and expected future performance and market opportunities of MoneyLion. These statements are based on various assumptions, whether or not identified in this Current Report on Form 8-K, and on the current expectations of MoneyLion’s and Fusion’s management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of MoneyLion and Fusion. These forward-looking statements are subject to a number of risks and uncertainties, including changes in domestic and foreign business, market, financial, political and legal conditions; the inability of the parties to successfully or timely consummate the proposed Business Combination, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the proposed Business Combination or that the approval of the stockholders of Fusion or MoneyLion is not obtained; failure to realize the anticipated benefits of the proposed Business Combination; risks relating to the uncertainty of the projected financial information with respect to MoneyLion; future global, regional or local economic and market conditions; the development, effects and enforcement of laws and regulations; MoneyLion’s ability to manage future growth; MoneyLion’s ability to develop new products and solutions, bring them to market in a timely manner, and make enhancements to its platform; the effects of competition on MoneyLion’s future business; the amount of redemption requests made by Fusion’s public stockholders; the ability of Fusion or the combined company to issue equity or equity-linked securities in connection with the proposed Business Combination or in the future; the outcome of any potential litigation, government and regulatory proceedings, investigations and inquiries; and those factors discussed in Fusion’s final prospectus dated June 25, 2020, Annual Report on Form 10-K for the fiscal period ended December 31, 2020 and registration statement on Form S-4, in each case, under the heading “Risk Factors,” and other documents of Fusion filed, or to be filed, with the Securities and Exchange Commission (“SEC”). If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that neither MoneyLion nor Fusion presently know or that MoneyLion and Fusion currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect MoneyLion’s and Fusion’s expectations, plans or forecasts of future events and views as of the date of this Current Report on Form 8-K. MoneyLion and Fusion anticipate that subsequent events and developments will cause MoneyLion’s and Fusion’s assessments to change. However, while MoneyLion and Fusion may elect to update these forward-looking statements at some point in the future, MoneyLion and Fusion specifically disclaim any obligation to do so. These forward-

looking statements should not be relied upon as representing MoneyLion's and Fusion's assessments as of any date subsequent to the date of this Current Report on Form 8-K. Accordingly, undue reliance should not be placed upon the forward-looking statements.

No Offer or Solicitation

This Current Report on Form 8-K shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Business Combination. This Current Report on Form 8-K shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of section 10 of the Securities Act, or an exemption therefrom.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated September 8, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 8, 2021

FUSION ACQUISITION CORP.

By: /s/ John James
 Name: John James
 Title: Chief Executive Officer

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Exhibit 99.1



MoneyLion Raises Annual Revenue Guidance

Expects higher user growth and contribution of new products to drive increased revenue growth through 2023

New York, NY - September 8, 2021 – MoneyLion Inc. (“MoneyLion” or the “Company”), an award-winning, data-driven, digital financial platform, announced today an update to its annual guidance for fiscal years 2021, 2022 and 2023, ahead of the planned closing of its previously announced business combination (the “Business Combination”) with Fusion Acquisition Corp. (NYSE: FUSE) (“Fusion”).

The revised guidance reflects higher projected user growth, along with the expected revenue contribution of planned product launches this year, including MoneyLion's new Crypto and Buy Now Pay Later offerings, that are expected to ramp through 2022 and reach full scale in 2023.

“Our increased revenue and total customer projections for fiscal year 2021, 2022 and 2023 reflect the strong financial performance of both the first and second quarters and solid momentum in our business,” said Dee Choubey, MoneyLion co-founder and CEO. “We are experiencing strong user growth due to demand for our products and the effectiveness of our marketing spend and, following the expected closing of our business combination with Fusion later this month, we are focused on positioning ourselves for optimal execution on our well-defined growth objectives.”

Updated Guidance

(\$ in millions)	2021E		2022E		2023E	
	Prior	Revised	Prior	Revised	Prior	Revised
Adjusted Revenue ¹	\$ 144	\$ 155	\$ 258	\$ 285	\$ 424	\$ 525
Adj. Gross Profit Margin ²	65%	65%	71%	71%	78%	78%
Adj. Net Income (Loss) ³	\$ (28)	\$ (37)	\$ (23)	\$ (42)	\$ 18	\$ 20
Total Customers (000s)	2,569	3,028	4,461	5,715	6,987	8,969
Total Payment Value	\$ 1,511	\$ 1,511	\$ 3,672	\$ 3,742	\$ 5,599	\$ 5,648
Total Originations	\$ 942	\$ 1,000	\$ 2,045	\$ 2,245	\$ 3,319	\$ 3,557

¹ Adjusted Revenue is a non-GAAP measure. Adjusted Revenue is defined as total revenue, net plus amortization of loan origination costs, less direct charge offs, revenue from phased out products and non-operating income.

² Adjusted Gross Profit is a non-GAAP measure. Adjusted Gross Profit is defined as gross profit less revenue from phased out products and non-operating income.

³ Adjusted Net Income is a non-GAAP measure. Adjusted Net Income excludes fair market value adjustments for convertible notes and warrants of \$98.4M through Q2 2021.

The Company cannot reconcile the projected Adjusted Revenue to total revenues, net or Adjusted Gross Profit to gross profit, or Adjusted Net Income to net income without unreasonable effort because certain items that impact total revenues, net, gross profit and other reconciling metrics are out of the Company's control and/or cannot be reasonably predicted at this time.



Upon closing of the Business Combination, the combined company will be named MoneyLion Inc. and will be listed on the NYSE under the new ticker symbol "ML."

MoneyLion is hosting a virtual Investor Conference on Monday, September 13, 2021, at 1:00 p.m. Eastern Time. During the live webcast, members of the MoneyLion executive team will present the company's growth strategies, product roadmap, recent financial results, and other key operating highlights. Existing and prospective investors can register to attend the event here. A replay of the webcast will be made available on the Investor Relations section of MoneyLion's website at moneylion.com/investors.

About MoneyLion

MoneyLion is a mobile banking and financial membership platform that empowers people to take control of their finances. Since its launch in 2013, MoneyLion has engaged with over 8.5 million hard-working Americans and has earned its members' trust by building a full-service digital platform to deliver mobile banking, lending, and investment solutions. From a single app, members can get a 360-degree snapshot of their financial lives and have access to personalized tips and tools to build and improve their credit and achieve everyday savings. MoneyLion is headquartered in New York City, with offices in Sioux Falls and Kuala Lumpur, Malaysia. MoneyLion has achieved various awards of recognition including the 2020 Forbes FinTech 50, Aite Group Best Digital Wealth Management Multiproduct Offering, Finovate Award for Best Digital Bank 2019, Benzinga FinTech Awards winner for Innovation in Personal Finance 2019 and the Webby Awards 2019 People's Voice Award.

For more information about the company, visit www.moneylion.com. For investor information and updates, visit www.moneylion.com/investors and follow @MoneyLionIR on Twitter.

About Fusion Acquisition Corp.

Fusion Acquisition Corp. is a special purpose acquisition company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Fusion was founded by and is led by CEO John James (who also stands behind the global fintech, BetaSmartz, as well as co-founding emerging opportunities investment company, Boka Group), and Chairman Jim Ross (senior advisor to State Street and former Chairman of State Street Global Advisors SPDR ETFs). For more information, visit fusionacq.com.

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proposed Business Combination. Fusion's stockholders and other interested persons are advised to read the definitive proxy statement / prospectus, in connection with Fusion's solicitation of proxies for its special meeting of stockholders to be held to approve, among other things, the proposed Business Combination, because these documents contain important information about Fusion, MoneyLion and the proposed Business Combination. Stockholders may also obtain a copy of the definitive proxy statement, as well as other documents filed with the SEC regarding the proposed Business Combination and other documents filed with the SEC by Fusion, without charge, at the SEC's website located at www.sec.gov or by directing a request to Cody Slach and Alex Kovtun, (949) 574-3860, FUSE@gatewayir.com.

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No Offer or Solicitation

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of section 10 of the Securities Act, or an exemption therefrom.

Contacts

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