

# FORM 4

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |  |   |  |   |  |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person *<br><b>Choubey Diwakar</b>                  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>MONEYLION INC. [ML]</b> |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>CEO, President and Director</b> |  |
| (Last) (First) (Middle)<br><b>C/O MONEYLION INC., 30 WEST 21ST STREET, 9TH FLOOR</b> |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>05/20/2022</b>     |  |   |  |
| (Street)<br><b>NEW YORK, NY 10010</b>  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                      |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 (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            | 05/20/2022                           |  | P                              |   | 32,942  | A          | \$ 1.4877 (1) | 18,772,285 (2)  | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |               | 378,661   | I  | By Spouse   |
| Class A Common Stock            |                                      |  |                                |   |   |            |               | 820,390   | I  | By FIG Growth Trust (3)                               |
| Class A Common Stock            |                                      |  |                                |   |   |            |               | 820,390   | I  | By FIG Heritage Trust I (3)                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |               | 861,409   | I  | By FIG Heritage Trust 2 (3)                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |               | 861,409   | I  | By FIG Heritage Trust 3 (3)                           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|--|--|--|--|
|  |  |                                      |  | Code                           | V |   | Date Exercisable   | Expiration Date |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Choubey Diwakar<br>C/O MONEYLION INC.<br>30 WEST 21ST STREET, 9TH FLOOR<br>NEW YORK, NY 10010 | X             |           | CEO, President and Director |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Diwakar Choubey                            |  | 05/23/2022          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |

## Explanation of Responses:

- \* 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).  
The shares were purchased in multiple trades at prices ranging from \$1.4750 to \$1.4900 per share, inclusive. The price reported in Column 4 reflects the weighted average price per share. The Reporting Person hereby undertakes to provide to the staff of the Securities and Exchange Commission, MoneyLion Inc. (the "Company") or any security holder of the Company, upon request, full information regarding the number of shares purchased at each separate price.
- (1) Includes RSUs and performance share units, each of which represents a contingent right to receive one share of Class A common stock, par value \$0.0001 per share, of the Company and the acquisition of which was previously reported in Table I of the Reporting Person's Form 4 on March 18, 2022.
- (3) The Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.