

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

1. Name and Address of Reporting Person * <u>Sugden Chris</u> (Last) (First) (Middle) <u>C/O MONEYLION INC.</u> <u>30 WEST 21ST STREET, 9TH FLOOR</u> (Street) <u>NEW YORK, NY 10010</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MONEYLION INC. [ML]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/16/2022</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 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	11/16/2022		A		93,750 ⁽¹⁾	A	\$0.00	141,596 ⁽²⁾	D	
Class A Common Stock								32,625,157	I	See footnote ⁽³⁾

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					

Explanation of Responses:

- Represents the annual award of restricted stock units ("RSUs"), each of which represents a contingent right to receive one share of Class A common stock, par value \$0.0001 per share, of MoneyLion Inc. (the "Company"), granted to the Reporting Person pursuant to the Company's Outside Director Compensation Program. 50% of the award will vest on December 15, 2022, 25% of the award will vest on March 15, 2023 and 25% of the award will vest on June 15, 2023 (the one-year anniversary of the date of the Company's 2022 Annual Meeting of Stockholders), subject to the Reporting Person's continued service on the Company's Board of Directors on each vesting date.
- Includes certain RSUs beneficially owned by the Reporting Person, the acquisition of which was previously reported in Table I of the Reporting Person's Form 4 on March 16, 2022.
- Shares are held by Edison Partners VIII, L.P. ("Edison LP"). Edison VIII GP LLC ("Edison GP") is the general partner of Edison LP. The Reporting Person is the managing member of Edison GP and may be deemed to beneficially own the shares of stock held by Edison LP. The Reporting Person disclaims beneficial ownership of the shares of stock held by Edison LP except to the extent of his pecuniary interest therein.

/s/ Adam VanWagner, as
Attorney-in-Fact for Chris Sugden 11/17/2022

** 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.