

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

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

MoneyLion Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

85-0849243

(I.R.S. Employer
Identification No.)

30 West 21st Street, 9th Floor
New York, NY 10010
(212) 300-9865

(Address of Principal Executive Offices, including Zip Code)

MoneyLion Inc. Amended and Restated Omnibus Incentive Plan
MoneyLion Inc. 2021 Employee Stock Purchase Plan
(Full title of the plans)

Richard Correia

President, Chief Financial Officer and Treasurer

30 West 21st Street, 9th Floor
New York, NY 10010
(212) 300-9865

(Name, address and telephone number, including area code, of agent for service)

Copies of all correspondence to:

Adam Kaminsky
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 (the "Registration Statement") has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of registering (a) 14,162,820 additional shares of Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), of MoneyLion Inc. (the "Registrant") pursuant to the provision of the MoneyLion Inc. Amended and Restated Omnibus Incentive Plan (the "Plan") that provides for an automatic annual increase in the number of shares reserved for issuance thereunder, and (b) 3,864,012 additional shares of Class A Common Stock pursuant to the provision of the MoneyLion Inc. 2021 Employee Stock Purchase Plan (the "ESPP") that provides for an automatic annual increase in the number of shares reserved for issuance thereunder.

Pursuant to General Instruction E, the contents of the Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on November 24, 2021 (Registration No. [333-261360](#)) and July 13, 2022 (Registration No. [333-266119](#)), including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement, except as supplemented by the information set forth below.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Item 1 and Item 2 of Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the Commission on March 16, 2023 (File No. 001-39346); and
- (b) The description of the Registrant's capital stock, which is filed as [Exhibit 4.3](#) in the Registrant's Annual Report on Form 10-K referred to in clause (a) above, including any amendment or supplements thereto.

In addition, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Exhibit Description
5.1*	Opinion of Davis Polk & Wardwell LLP.
23.1*	Consent of RSM US LLP, independent registered public accounting firm to MoneyLion Inc.
23.2*	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)
24.1*	Powers of Attorney (included in the signature pages hereto)
99.1	MoneyLion Inc. Amended and Restated Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-260254), filed on July 1, 2022).
99.2	MoneyLion Inc. 2021 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K (File No. 001-39346), filed on September 28, 2021).
107*	Filing Fee Table.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 17th day of March, 2023.

MONEYLION INC.

By: /s/ Diwakar Choubey
Name: Diwakar Choubey
Title: Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned, whose signature appears below, hereby constitutes and appoints each of Diwakar Choubey and Richard Correia, his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments to this registration statement and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this registration statement or any amendments hereto in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Position	Date
/s/ Diwakar Choubey Diwakar Choubey	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 17, 2023
/s/ Richard Correia Richard Correia	President, Chief Financial Officer and Treasurer <i>(Principal Financial Officer)</i>	March 17, 2023
/s/ Mark Torossian Mark Torossian	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 17, 2023
/s/ John Chrystal John Chrystal	Chair of the Board	March 17, 2023
/s/ Chris Sugden Chris Sugden	Director	March 17, 2023
/s/ Jeffrey Gary Jeffrey Gary	Director	March 17, 2023
/s/ Lisa Gersh Lisa Gersh	Director	March 17, 2023
/s/ Matt Derella Matt Derella	Director	March 17, 2023
/s/ Michael Paull Michael Paull	Director	March 17, 2023
/s/ Annette Nazareth Annette Nazareth	Director	March 17, 2023
/s/ Dwight L. Bush Dwight L. Bush	Director	March 17, 2023



Davis Polk & Wardwell llp
450 Lexington Avenue
New York, NY 10017
davispolk.com

March 17, 2023

MoneyLion Inc.
30 West 21st Street, 9th Floor
New York, NY 10010

Ladies and Gentlemen:

We have acted as counsel for MoneyLion Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing of a registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”), for the purpose of registering under the Securities Act (i) 14,162,820 shares of the Company’s class A common stock, par value \$0.0001 per share (the “**Common Stock**”) issuable pursuant to the MoneyLion Inc. Amended and Restated Omnibus Incentive Plan (“the **Omnibus Plan**”) and (ii) 3,864,012 shares of Common Stock issuable pursuant to the 2021 MoneyLion Inc. Employee Stock Purchase Plan (the “**ESPP**”) and, together with the Omnibus Plan, the “**Plans**”). As such counsel, we have made such legal and factual examination and inquiries as we have deemed necessary or appropriate for purposes of this opinion and have made such additional assumptions as are set forth below. This opinion is furnished pursuant to the requirements of Item 601(b)(5) of Regulation S-K.

We, as your counsel, have examined originals or copies of such documents, corporate records and other instruments and such matters of fact and law as we have deemed necessary or advisable for the purposes of rendering the opinion expressed herein.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Upon the basis of the foregoing, we are of the opinion that the Common Stock issuable pursuant to the Plan has been duly authorized and, when and to the extent issued in accordance with the terms of the Plan, will be legally and validly issued, fully paid and non-assessable.

This opinion is given as of the date hereof. We assume no obligation to update or supplement this opinion to reflect any facts or circumstances which may hereafter come to our attention or any changes in laws which may hereafter occur.

This opinion letter is provided to the Securities and Exchange Commission for use solely in connection with the transactions contemplated by the Registration Statement and may not be used, circulated, quoted or otherwise relied upon by any other person or for any other purpose without express written consent.

We are members of the Bar of the State of New York, and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and further consent to our name under the caption “Legal Matters” in the prospectus included in the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of MoneyLion Inc. of our report dated March 16, 2023, relating to the consolidated financial statements of MoneyLion Inc., appearing in the Annual Report on Form 10-K of MoneyLion Inc. for the year ended December 31, 2022.

/s/ RSM US LLP

Austin, Texas
March 17, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

MoneyLion Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	14,162,820	\$ 0.5805(2)	\$ 8,221,517.01	0.00011020	\$ 906.01
Equity	Class A common stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	3,864,012	\$ 0.5805(2)	\$ 2,243,058.97	0.00011020	\$ 247.19
Total Offering Amounts					\$ 10,464,575.98		\$ 1,153.20
Total Fee Offsets							—
Net Fee Due							\$ 1,153.20

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement includes an indeterminate number of additional shares of the Registrant’s Class A common stock, par value \$0.0001 per share (“Class A Common Stock”), which may be necessary to adjust the number of shares reserved for issuance pursuant to the MoneyLion Inc. Amended and Restated Omnibus Incentive Plan or the MoneyLion Inc. 2021 Employee Stock Purchase Plan as a result of a stock split, stock dividend or similar adjustment of the outstanding common stock of the Registrant.
- (2) Computed solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act on the basis of the average of the high and low prices per share of the Class A Common Stock on the New York Stock Exchange on March 13, 2023, which date is within five business days prior to filing this Registration Statement.