

OMB APPROVAL	
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**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).

<b>1. Name and Address of Reporting Person *</b> <u>Choubey Diwakar</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)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>MONEYLION INC. [ ML ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO and Director</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/17/2023</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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			
Class A Common Stock <sup>(1)</sup>	03/17/2023		A		4,000,000 <sup>(1)</sup>	A	\$0.00	23,390,149 <sup>(4)</sup>	D	
Class A Common Stock <sup>(2)</sup>	03/17/2023		A		775,878 <sup>(2)</sup>	A	\$0.00	23,390,149 <sup>(4)</sup>	D	
Class A Common Stock	03/17/2023		F		99,313 <sup>(3)</sup>	D	\$0.58	23,290,836 <sup>(4)</sup>	D	
Class A Common Stock								378,661	I	By Spouse
Class A Common Stock								820,390	I	By FIG Growth Trust <sup>(5)</sup>
Class A Common Stock								820,390	I	By FIG Heritage Trust 1 <sup>(5)</sup>
Class A Common Stock								861,409	I	By FIG Heritage Trust 2 <sup>(5)</sup>
Class A Common Stock								861,409	I	By FIG Heritage Trust 3 <sup>(5)</sup>

**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 shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), of MoneyLion Inc. (the "Company") underlying restricted stock units ("RSUs") that were granted to the Reporting Person by the Compensation Committee (the "Committee") of the Board of Directors of the Company, each of which represents a contingent right to receive one share of Class A Common Stock. The RSUs will vest quarterly in twelve equal installments on the 15th day of each May, August, November and February beginning on May 15, 2023, subject to the Reporting Person's continued service with the Company or one of its subsidiaries through the applicable vesting date.
- Represents shares of Class A Common Stock underlying performance share units ("PSUs") that were previously granted to the Reporting Person in 2022, which were subject to the achievement of certain performance goals during the year ended December 31, 2022. The number of PSUs set forth in Table I above represents the total number of PSUs earned upon achievement of the performance goals, the achievement of which was certified by the Committee on March 17, 2023. One-third of the earned PSUs vested immediately on the date of the Committee's certification. The remainder will vest quarterly in eight equal installments on the 15th day of each February, May, August and November beginning on May 15, 2023.
- Represents shares of Class A Common Stock withheld to cover payment of the tax liabilities of the Reporting Person related to the vesting of 258,625 PSUs, the acquisition of which is reported herein.
- Includes RSUs and PSUs, each of which represents a contingent right to receive one share of Class A Common Stock of MoneyLion Inc. and the acquisition of which was previously reported in Table I of the Reporting Person's prior Form 4(s).
- The Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

/s/ Adam VanWagner, as Attorney-in-Fact for Diwakar Choubey 03/17/2023

\*\* Signature of Reporting Person Date

\* 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.**