

**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): April 24, 2023 (April 19, 2023)

**MONEYLION INC.**

(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.)

**30 West 21st Street, 9th Floor,  
New York, NY 10010**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (212) 300-9865

N/A  
(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
Class A common stock, par value \$0.0001 per share	ML	The New York Stock Exchange
Redeemable warrants: each whole warrant exercisable for one share of Class A common stock, par value \$0.0001	ML WS	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 3.03. Material Modification to Rights of Security Holders.**

The information set forth in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 24, 2023, MoneyLion Inc. (the "Company") filed a Certificate of Amendment (the "Certificate of Amendment") with the Secretary of State of the State of Delaware to amend the Company's Fourth Amended and Restated Certificate of Incorporation to effect, effective as of 5:01 p.m. Eastern Time on April 24, 2023, a 1-for-30 reverse stock split (the "Reverse Stock Split") of its Class A common stock, par value \$0.0001 per share ("Class A Common Stock"). At the effective time of the Reverse Stock Split, every 30 shares of the Class A Common Stock either issued and outstanding or held as treasury stock will be automatically reclassified into one new share of Class A Common Stock. The total number of shares of Class A Common Stock authorized for issuance will be reduced by a corresponding proportion from 2,000,000,000 shares to 66,666,666 shares. The Reverse Stock Split was approved by the Company's stockholders at a Special Meeting of Stockholders held virtually on April 19, 2023 (the "Special Meeting") (as described further below under Item 5.07) and approved by the Board of Directors of the Company (the "Board of Directors") on April 21, 2023. The Class A Common Stock will open for trading on The New York Stock Exchange (the "NYSE") on a reverse split-adjusted basis on April 25, 2023 under the existing trading symbol "ML."

The new CUSIP number for the Class A Common Stock following the Reverse Stock Split will be 60938K 304. The par value per share of the Class A Common Stock will remain unchanged at \$0.0001. The Company's publicly traded warrants will continue to be traded on the NYSE under the symbol "ML WS" and the CUSIP number for the warrants will remain unchanged.

In addition, as a result of the Reverse Stock Split, proportionate adjustments will be made to the number of shares of Class A Common Stock underlying the Company's outstanding equity awards, the number of shares issuable upon the exercise of the Company's outstanding warrants and the number of shares issuable under the Company's equity incentive plans and certain existing agreements, as well as the exercise, grant and acquisition prices of such equity awards and warrants, as applicable. Furthermore, proportionate adjustments will be made to the conversion factor at which the Company's Series A Convertible Preferred Stock, par value \$0.0001 per share (the "Series A Preferred Stock"), may be converted to Class A Common Stock. The total number of shares of preferred stock of the Company authorized for issuance will remain at 200,000,000.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive fractional shares as a result of the Reverse Stock Split will be entitled to a cash payment (without interest or deduction) in lieu thereof at a price equal to the fraction of one share to which the stockholder would otherwise be entitled multiplied by the closing price per share of the Class A Common Stock on the NYSE on April 24, 2023, the date of the effective time of the Reverse Stock Split.

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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#### Item 5.07. Submission of Matters to a Vote of Security Holders.

On April 19, 2023, the Company held the Special Meeting virtually via live webcast at [www.virtualshareholdermeeting.com/ML2023SM](http://www.virtualshareholdermeeting.com/ML2023SM). At the Special Meeting, one proposal regarding the Reverse Stock Split was submitted to the Company's stockholders, which was approved. The proposal is described in more detail in the Company's Definitive Proxy Statement, filed with the U.S. Securities and Exchange Commission on March 31, 2023 (the "Proxy Statement"). The final voting results are as follows:

**Proposal 1.** The Company's stockholders approved an amendment to the Company's Fourth Amended and Restated Certificate of Incorporation, in the form attached to the Proxy Statement as Annex A, to, at the discretion of the Board of Directors at any time on or prior to the twelve-month anniversary of the Special Meeting, effect **(a)** a reverse stock split with respect to the Company's Class A Common Stock either issued and outstanding or held by us as treasury stock, at a ratio of not less than 1-for-2 and not greater than 1-for-30, with the final ratio within such ratio range to be determined at the discretion of the Board of Directors, and **(b)** a reduction in the number of authorized shares of Class A Common Stock by a corresponding proportion, in each case without further approval or authorization of the Company's stockholders. The voting results are set forth below:

For	Against	Abstain	Broker Non-Vote
166,705,857	2,624,794	13,924	—

#### Item 8.01. Other Events.

On April 21, 2023, the Company issued a press release announcing the effectiveness of the Reverse Stock Split. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

#### Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
3.1	<a href="#">Certificate of Amendment to the MoneyLion Inc. Fourth Amended and Restated Certificate of Incorporation.</a>
99.1	<a href="#">Press Release of MoneyLion Inc., dated April 21, 2023.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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#### SIGNATURES

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.

**MONEYLION INC.**

By: /s/ Richard Correia  
Name: Richard Correia  
Title: President, Chief Financial Officer and Treasurer

Date: April 24, 2023

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**CERTIFICATE OF AMENDMENT TO  
THE FOURTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
MONEYLION INC.**

MoneyLion Inc. (the “**Corporation**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify:

**FIRST:** That the Board of Directors of the Corporation (the “**Board**”) has duly adopted resolutions (a) authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware this Certificate of Amendment (the “**Certificate of Amendment**”) to the Fourth Amended and Restated Certificate of Incorporation of the Corporation (the “**Certificate of Incorporation**”) setting forth the proposed amendment to the Certificate of Incorporation and (b) declaring the Certificate of Amendment to be advisable and in the best interests of the Corporation and its stockholders in accordance with Section 242 of the DGCL.

**SECOND:** That upon the effectiveness of this Certificate of Amendment, the Certificate of Incorporation is hereby amended as follows:

Section 4(A)(1) of the Certificate of Incorporation shall be amended and restated in its entirety to read as follows:

“(1) **Classes of Stock; Reverse Stock Split.** The total number of shares of stock that the Corporation shall have authority to issue is 266,666,666, consisting of 66,666,666 shares of Class A common stock, par value \$0.0001 per share (the “**Common Stock**”), and 200,000,000 shares of preferred stock, par value \$0.0001 per share (the “**Preferred Stock**”).

Upon the filing and effectiveness (the “**Effective Time**”) of this Certificate of Amendment to the Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware, (i) every 30 shares of the Corporation’s Common Stock, either issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time shall, automatically and without any further action on the part of the Corporation or the respective holder thereof, be combined into one validly issued, fully paid and non-assessable share of Common Stock (the “**Reverse Stock Split**”); *provided, however,* that no fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash (without interest or deduction) from the Corporation’s transfer agent in lieu of such fractional share interests upon the submission of a transmission letter by a stockholder holding the shares in book-entry form in an amount equal to the product obtained by multiplying (a) the closing price per share of the Common Stock as reported on the New York Stock Exchange as of the date of the Effective Time, by (b) the fraction of one share owned by the stockholder. The Reverse Stock Split shall occur whether or not any certificates representing such shares, if any, are surrendered to the Corporation or its transfer agent.”

**THIRD:** That thereafter, pursuant to resolution of the Board, a meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the DGCL, at which meeting the necessary number of shares as required by statute were voted in favor of the Certificate of Amendment.

**FOURTH:** The Certificate of Amendment has been duly adopted in accordance with the provisions of Section 242 of the DGCL.

**FIFTH:** That except as amended hereby, the provisions of the Corporation’s Certificate of Incorporation shall remain in full force and effect.

**SIXTH:** This Certificate of Amendment shall be effective as of April 24, 2023 at 5:01 p.m. ET.

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**IN WITNESS WHEREOF,** the undersigned authorized officer of the Corporation has executed this Certificate of Amendment on this 24th day of April, 2023.

**MONEYLION INC.**

By: /s/ Richard Correia  
Name: Richard Correia  
Title: President, Chief Financial Officer and Treasurer

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**MoneyLion Announces 1-for-30 Reverse Stock Split  
of Class A Common Stock**

**Class A Common Stock Expected to Begin Trading  
on Reverse Split-Adjusted Basis on April 25, 2023**

**NEW YORK, NY, April 21, 2023** – MoneyLion Inc. (“MoneyLion”) (NYSE: ML), a leader in financial technology powering the next generation of personalized products and content, today announced that its Board of Directors has approved a 1-for-30 reverse stock split (the “Reverse Stock Split”) of MoneyLion’s Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”). The Reverse Stock Split was approved by MoneyLion’s stockholders at a Special Meeting of Stockholders held virtually on April 19, 2023. The Reverse Stock Split will become effective at 5:01 p.m. Eastern Time on April 24, 2023, and the Class A Common Stock will open for trading on The New York Stock Exchange (the “NYSE”) on a reverse split-adjusted basis on April 25, 2023 under the existing trading symbol “ML.”

The new CUSIP number for the Class A Common Stock following the Reverse Stock Split will be 60938K 304. MoneyLion’s publicly traded warrants will continue to be traded on the NYSE under the symbol “ML WS” and the CUSIP number for the warrants will remain unchanged.

At the effective time of the Reverse Stock Split, every 30 shares of the Class A Common Stock either issued and outstanding or held as treasury stock will be automatically reclassified into one new share of Class A Common Stock. The total number of shares of Class A Common Stock authorized for issuance will be reduced by a corresponding proportion from 2,000,000,000 shares to 66,666,666 shares. The par value per share of the Class A Common Stock will remain unchanged at \$0.0001.

As a result of the Reverse Stock Split, proportionate adjustments will be made to the number of shares of Class A Common Stock underlying MoneyLion’s outstanding equity awards and the number of shares issuable under MoneyLion’s equity incentive plans and certain existing agreements, as well as the exercise, grant and acquisition prices of such equity awards, as applicable. In addition, proportionate adjustments will be made to MoneyLion’s outstanding warrants, resulting in each warrant becoming exercisable for 1/30th of a share of Class A Common Stock at an exercise price of \$345.00 per whole share. Furthermore, proportionate adjustments will be made to the conversion factor at which MoneyLion’s Series A Convertible Preferred Stock, par value \$0.0001 per share (the “Series A Preferred Stock”), may be converted to Class A Common Stock. The total number of shares of preferred stock of MoneyLion authorized for issuance will remain at 200,000,000.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive fractional shares as a result of the Reverse Stock Split will be entitled to a cash payment (without interest or deduction) in lieu thereof at a price equal to the fraction of one share to which the stockholder would otherwise be entitled multiplied by the closing price per share of the Class A Common Stock on the NYSE on April 24, 2023, the date of the effective time of the Reverse Stock Split.

Continental Stock Transfer & Trust Company is acting as transfer and exchange agent for the Reverse Stock Split. Registered stockholders who hold shares of Class A Common Stock are not required to take any action to receive post-reverse split shares. Stockholders owning shares via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the Reverse Stock Split, subject to such broker’s particular processes, and will not be required to take any action in connection with the Reverse Stock Split.

Additional information about the Reverse Stock Split can be found in MoneyLion’s definitive proxy statement filed with the Securities and Exchange Commission (the “SEC”) on March 31, 2023, which is available free of charge at the SEC’s website, [www.sec.gov](http://www.sec.gov), and on MoneyLion’s website at [www.investors.moneylion.com](http://www.investors.moneylion.com).

## About MoneyLion

MoneyLion is a leader in financial technology powering the next generation of personalized products and content, with a top consumer finance mobile app, a premier embedded finance platform for enterprise businesses and a world-class media arm. MoneyLion’s mission is to positively change people’s financial path by rewiring the financial system and empowering them with greater financial literacy and access. In our go-to money app for consumers, we deliver curated content on finance and related topics, through a tailored feed that engages people to learn and share. People take control of their money life with our innovative financial products and marketplace - including our full-fledged suite of features to save and invest - seamlessly bringing together the best offers and content from MoneyLion and our 1,000+ enterprise partner network, together in one experience. MoneyLion’s enterprise technology provides the definitive search engine and marketplace for financial products, enabling any company to add embedded finance to their business, with advanced AI-backed data and tools through our platform and API. Established in 2013, MoneyLion connects millions of people with the financial products and content they need, when and where they need it.

For more information about the company, visit [www.moneylion.com](http://www.moneylion.com). For investor information and updates, visit [investors.moneylion.com](http://investors.moneylion.com) and follow @MoneyLionIR on Twitter.

## Forward-Looking Statements

The information in this press release includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Certain of these forward-looking statements can be identified by the use of words such as “believes,” “expects,” “intends,” “plans,” “estimates,” “assumes,” “may,” “should,” “will,” “seeks” or other similar expressions. Such statements may include, but are not limited to, statements about the Reverse Stock Split and the timing thereof, as well as the trading of the Class A Common Stock. These statements are based on current expectations on the date of this press release and involve a number of risks and uncertainties that may cause actual results to differ significantly. Further information on factors that could cause MoneyLion’s actual results to differ materially from the results anticipated by MoneyLion’s forward-looking statements is included in the reports MoneyLion has filed with the U.S. Securities and Exchange Commission. MoneyLion does not assume any obligation to update or revise any such forward-looking statements, whether as the result of new developments or otherwise. Readers are cautioned not to put undue reliance on forward-looking statements.

## Contacts

Investor Relations  
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MoneyLion Communications  
[pr@moneylion.com](mailto:pr@moneylion.com)

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