

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <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)	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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO and Director</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2023</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 <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	08/15/2023		F		10,329 <sup>(1)</sup>	D	\$16.46	758,592 <sup>(2)</sup>	D	
Class A Common Stock	08/17/2023		P		100	A	\$14.95	758,692 <sup>(2)</sup>	D	
Class A Common Stock								12,622	I	By Spouse
Class A Common Stock								27,346	I	By FIG Growth Trust <sup>(3)</sup>
Class A Common Stock								27,346	I	By FIG Heritage Trust I <sup>(3)</sup>
Class A Common Stock								28,713	I	By FIG Heritage Trust 2 <sup>(3)</sup>
Class A Common Stock								28,713	I	By FIG Heritage Trust 3 <sup>(3)</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 (the "Class A Common Stock"), of MoneyLion Inc. (the "Company") withheld to cover payment of the tax liabilities of the Reporting Person related to the vesting of 19,338 restricted stock units ("RSUs") and performance share units ("PSUs"). The acquisitions of the RSUs and PSUs were previously reported in Table I of the Reporting Person's Form 4s filed on March 18, 2022 and March 17, 2023.
- Includes RSUs and PSUs, each of which represents a contingent right to receive one share of Class A Common Stock and the acquisition of which was previously reported in Table I of the Reporting Person's prior Form 4s.
- The Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

**Remarks:**

On April 24, 2023, the Company effected a reverse stock split (the "Reverse Stock Split") of the Class A Common Stock pursuant to which every 30 shares of Class A Common Stock were automatically reclassified into one new share of Class A Common Stock. Proportionate adjustments were made to the Company's outstanding equity awards as well as the exercise, grant and acquisition prices of such equity awards, as applicable. Accordingly, all amounts of securities reported on this Form 4 have been adjusted to reflect the Reverse Stock Split.

/s/ Adam VanWagner, as  
Attorney-in-Fact for Diwakar 08/17/2023  
Choubey

\*\* 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.**