

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>VanWagner Adam</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) Director _____ 10% Owner Officer (give title below) _____ Other (specify below) _____ <u>CLO and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/25/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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			
<u>Class A Common Stock</u>	<u>08/25/2023</u>		<u>D</u>		<u>47,814<sup>(1)</sup></u>	<u>D</u>	<u>\$0.00</u>	<u>61,592<sup>(4)</sup></u>	<u>D</u>	
<u>Class A Common Stock</u>	<u>08/25/2023</u>		<u>A</u>		<u>36,000<sup>(2)(3)</sup></u>	<u>A</u>	<u>\$0.00</u>	<u>97,592<sup>(4)</sup></u>	<u>D</u>	

**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:**

- The reported transaction represents the Reporting Person's voluntary forfeiture of previously awarded, unvested performance share units ("PSUs"), each of which represents a contingent right to receive one share of Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), of MoneyLion Inc. (the "Company"), in connection with the new grant of PSUs reported herein.
- Represents PSUs that were granted to the Reporting Person by the Compensation Committee of the Board of Directors of the Company (the "Committee"), each of which represents a contingent right to receive one share of Class A Common Stock. Subject to the Reporting Person's continued service with the Company or one of its subsidiaries through the applicable vesting date, the PSUs will vest based on both the passage of time and the achievement of certain share price performance conditions (the "Share Price Performance Conditions") at any time within the three years following the grant date.
- With respect to the time-based vesting criteria, the PSUs become eligible to vest upon the achievement of the Share Price Performance Conditions on a quarterly basis in equal installments over three years on the 15th day of each February, May, August and November beginning on November 15, 2023. Upon the occurrence of a "Change in Control" (as defined in the Company's Amended and Restated Omnibus Incentive Plan), the time-based vesting condition shall be determined to have been met, and the share price-based performance conditions will be determined in accordance with the share price on the closing date of such Change in Control.
- 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.

**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 08/29/2023  
 \*\* 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.