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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).

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>Correia Richard</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>President, CFO and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2024</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			
Class A Common Stock	03/11/2024		M		25,000	A	\$6.6	265,075 ⁽¹⁾	D	
Class A Common Stock	03/11/2024		F		2,594 ⁽²⁾	D	\$67.6481 ⁽³⁾	262,481 ⁽¹⁾	D	
Class A Common Stock	03/12/2024		M		4,939	A	\$6.6	267,420 ⁽¹⁾	D	
Class A Common Stock	03/12/2024		M		3,924	A	\$12	271,344 ⁽¹⁾	D	
Class A Common Stock	03/12/2024		M		79,126	A	\$12	350,470 ⁽¹⁾	D	
Class A Common Stock	03/12/2024		S		87,989	D	\$65.1796 ⁽⁴⁾	262,481 ⁽¹⁾	D	

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						Title
Stock Options (Right to Buy)	\$6.6	03/11/2024		M			25,000	(5)	11/15/2027	Class A Common Stock	25,000	\$0	13,112	D	
Stock Options (Right to Buy)	\$6.6	03/12/2024		M			4,939	(5)	11/15/2027	Class A Common Stock	4,939	\$0	8,173	D	
Stock Options (Right to Buy)	\$12	03/12/2024		M			3,924	(6)	11/01/2028	Class A Common Stock	3,924	\$0	3,610	D	
Stock Options (Right to Buy)	\$12	03/12/2024		M			79,126	(7)	09/21/2029	Class A Common Stock	79,126	\$0	16,585	D	

Explanation of Responses:

- Includes restricted stock units ("RSUs") and 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") and the acquisition of which was previously reported in Table I of the Reporting Person's prior Form 4s.
- Represents shares of Class A Common Stock sold to cover the exercise price and payment of the tax liabilities of the Reporting Person related to the exercise of 25,000 stock options, as reported on this Form 4.
- The shares of Class A Common Stock were sold in multiple trades at prices ranging from \$67.32 to \$68.01 per share, inclusive. The price reported in Column 4 reflects the weighted average price per share. The Reporting Person hereby undertakes to provide to the staff of the Securities and Exchange Commission, the Company or any security holder of the Company, upon request, full information regarding the number of shares purchased at each separate price.
- The shares of Class A Common Stock were sold in multiple trades at prices ranging from \$65.00 to \$65.60 per share, inclusive. The price reported in Column 4 reflects the weighted average price per share. The Reporting Person hereby undertakes to provide to the staff of the Securities and Exchange Commission, the Company or any security holder of the Company, upon request, full information regarding the number of shares purchased at each separate price.
- 25% of the stock option award vested on the first anniversary of November 15, 2017, and the remaining stock option award vested in equal monthly installments thereafter until fully vested on the fourth anniversary of such date.
- 25% of the stock option award vested on the first anniversary of November 1, 2018, and the remaining stock option award vested in equal monthly installments thereafter until fully vested on the fourth anniversary of such date.

7. 25% of the stock option award vested on the first anniversary of September 21, 2019, and the remaining stock option award vested in equal monthly installments thereafter until fully vested on the fourth anniversary of such date.

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 and exercise prices reported on this Form 4 have been adjusted to reflect the Reverse Stock Split.

/s/ Adam VanWagner, as
Attorney-in-Fact for Richard
Correia

03/13/2024

** 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.