

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 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) C/O MONEYLION INC. 249-245 WEST 17TH STREET, FLOOR 4 _____ (Street) NEW YORK NY 10011 _____ (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) 05/15/2024	
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	05/15/2024		F		19,126 <sup>(1)</sup>	D	\$80.99	776,898 <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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Represents shares of Class A common stock, par value \$0.0001 per share ("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 37,458 restricted stock units ("RSUs") and performance share units ("PSUs"), the acquisition of which were previously reported in Table I of the Reporting Person's prior Form 4s.
2. 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.
3. 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 05/15/2024

\*\* 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.