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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) 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) Director 10% Owner Officer (give title below) Other (specify below) X President, CFO and Treasurer
	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2024	
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	05/13/2024		S		1,779	D	\$79.9074 ⁽¹⁾	260,702 ⁽²⁾	D	
Class A Common Stock	05/13/2024		S		2,200	D	\$80.8257 ⁽³⁾	258,502 ⁽²⁾	D	
Class A Common Stock	05/13/2024		S		1,447	D	\$81.9911 ⁽⁴⁾	257,055 ⁽²⁾	D	
Class A Common Stock	05/13/2024		S		737	D	\$82.9301 ⁽⁵⁾	256,318 ⁽²⁾	D	
Class A Common Stock	05/13/2024		M		615	A	\$6.6	256,933 ⁽²⁾	D	
Class A Common Stock	05/13/2024		S		615	D	\$83.2599 ⁽⁶⁾	256,318 ⁽²⁾	D	
Class A Common Stock	05/14/2024		M		7,558	A	\$6.6	263,876 ⁽²⁾	D	
Class A Common Stock	05/14/2024		S		6,171	D	\$80.5701 ⁽⁷⁾	257,705 ⁽²⁾	D	
Class A Common Stock	05/14/2024		S		1,387	D	\$81.292 ⁽⁸⁾	256,318 ⁽²⁾	D	
Class A Common Stock	05/14/2024		M		16,585	A	\$12	272,903 ⁽²⁾	D	
Class A Common Stock	05/14/2024		S		2,489 ⁽⁹⁾	D	\$80.11	270,414 ⁽²⁾	D	
Class A Common Stock	05/14/2024		M		3,610	A	\$12	274,024 ⁽²⁾	D	
Class A Common Stock	05/14/2024		S		542 ⁽¹⁰⁾	D	\$80.11	273,482 ⁽²⁾	D	
Class A Common Stock	05/15/2024		F		12,482 ⁽¹¹⁾	D	\$80.99	261,000 ⁽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	Amount or Number of Shares				
Stock Options (Right to Buy)	\$6.6	05/13/2024		M			615	(12)	11/15/2027	Class A Common Stock	615	\$0	7,558	D	
Stock Options (Right to Buy)	\$6.6	05/14/2024		M			7,558	(12)	11/15/2027	Class A Common Stock	7,558	\$0	0	D	
Stock Options (Right to Buy)	\$12	05/14/2024		M			16,585	(13)	09/21/2029	Class A Common Stock	16,585	\$0	0	D	
Stock Options (Right to Buy)	\$12	05/14/2024		M			3,610	(14)	11/01/2028	Class A Common Stock	3,610	\$0	0	D	

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 shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), of MoneyLion Inc. (the "Company") were sold in multiple trades at prices ranging from \$79.30 to \$80.21 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.
- 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 and the acquisition of which was previously reported in Table I of the Reporting Person's prior Form 4s.
- The shares of Class A Common Stock were sold in multiple trades at prices ranging from \$80.35 to \$81.31 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 \$81.51 to \$82.50 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 \$82.61 to \$83.54 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 \$83.02 to \$83.46 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 \$80.02 to \$81.00 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 \$81.02 to \$81.71 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.
- 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 16,585 stock options, as reported on this Form 4.
- 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 3,610 stock options, as reported on this Form 4.
- Represents shares of Class A Common Stock withheld to cover payment of the tax liabilities of the Reporting Person related to the vesting of 24,444 RSUs and PSUs, the acquisition of which were previously reported in Table I of the Reporting Person's prior Form 4s.
- 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 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.
- 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.

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

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.

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