

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) 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) 06/17/2024	
	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	06/17/2024		S		340 <sup>(1)</sup>	D	\$78.3257 <sup>(2)</sup>	776,558 <sup>(3)</sup>	D	
Class A Common Stock	06/17/2024		S		1,585 <sup>(1)</sup>	D	\$79.3184 <sup>(4)</sup>	774,973 <sup>(3)</sup>	D	
Class A Common Stock	06/17/2024		S		11,101 <sup>(1)</sup>	D	\$80.2043 <sup>(5)</sup>	763,872 <sup>(3)</sup>	D	
Class A Common Stock	06/17/2024		S		4,409 <sup>(1)</sup>	D	\$81.2505 <sup>(6)</sup>	759,463 <sup>(3)</sup>	D	
Class A Common Stock	06/17/2024		S		2,729 <sup>(1)</sup>	D	\$82.2489 <sup>(7)</sup>	756,734 <sup>(3)</sup>	D	
Class A Common Stock	06/17/2024		S		1,088 <sup>(1)</sup>	D	\$83.029 <sup>(8)</sup>	755,646 <sup>(3)</sup>	D	
Class A Common Stock	06/17/2024		S		1,486 <sup>(1)</sup>	D	\$84.116 <sup>(9)</sup>	754,160 <sup>(3)</sup>	D	
Class A Common Stock								12,622	I	By Spouse
Class A Common Stock								27,346	I	By FIG Growth Trust <sup>(10)</sup>
Class A Common Stock								27,346	I	By FIG Heritage Trust <sup>(10)</sup>
Class A Common Stock								28,713	I	By FIG Heritage Trust 2 <sup>(10)</sup>
Class A Common Stock								28,713	I	By FIG Heritage Trust 3 <sup>(10)</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 sold pursuant to a written trading plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Securities Exchange Act of 1934, adopted by the Reporting Person on March 13, 2024.
- 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 \$77.71 to \$78.65 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.

3. Includes restricted stock units and performance share units, each of which represents a contingent right to receive one share of Class A Common Stock and the acquisitions of which were previously reported in Table I of the Reporting Person's prior Forms 4.

4. The shares of Class A Common Stock were sold in multiple trades at prices ranging from \$78.74 to \$79.67 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.

5. The shares of Class A Common Stock were sold in multiple trades at prices ranging from \$79.72 to \$80.68 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.

6. The shares of Class A Common Stock were sold in multiple trades at prices ranging from \$80.75 to \$81.60 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.

7. The shares of Class A Common Stock were sold in multiple trades at prices ranging from \$81.79 to \$82.70 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.

8. The shares of Class A Common Stock were sold in multiple trades at prices ranging from \$82.72 to \$83.62 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.

9. The shares of Class A Common Stock were sold in multiple trades at prices ranging from \$83.71 to \$84.56 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.

10. 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

06/18/2024

\*\* 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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