

## Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part I	Reporting Issuer
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1 Issuer's name  <b>MoneyLion Inc.</b>		2 Issuer's employer identification number (EIN)  <b>85-0849243</b>	
3 Name of contact for additional information  <b>Richard Correia</b>		4 Telephone No. of contact  <b>212-380-1735</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  <b>30 West 21st Street 9th floor</b>		5 Email address of contact  <b>rick@moneylion.com</b>	
8 Date of action  <b>9/22/2021</b>		7 City, town, or post office, state, and ZIP code of contact  <b>New York, NY 10010</b>	
9 Classification and description  <b>See attachment</b>		10 CUSIP number  <b>See attachment</b>	
11 Serial number(s)  <b>See attachment</b>		12 Ticker symbol  <b>See attachment</b>	
13 Account number(s)			

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See attachment](#)

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [See attachment](#)

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [See response to #15](#)

**Part II** Organizational Action *(continued)*

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► \_\_\_\_\_

Section 368(a), Section 354, Section 358(a)

**18** Can any resulting loss be recognized? ► See attachment

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See attachment

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►



Date ► 11/4/2021

Print your name ► Richard Correia

Title ► CFO

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

**MoneyLion Inc.**  
**EIN 85-0849243**  
**Attachment to Form 8937**

**Form 8937, Part I, Box 9:**

Class A common stock of MoneyLion Inc. (f/k/a Fusion Acquisition Corp), EIN 85-0849243 (“New MoneyLion”), a Delaware corporation, par value \$0.0001 per share (“New MoneyLion Common Stock”)

Common stock of MoneyLion Technologies Inc. (f/k/a MoneyLion Inc.) EIN 46-4036860 (“Old MoneyLion”), a Delaware corporation, par value \$0.0001 per share (“Old MoneyLion Common Stock”)

Preferred stock of Old MoneyLion (“Old MoneyLion Preferred Stock”)

**Form 8937, Part I, Box 10:**

New MoneyLion Common Stock: 60938K106

**Form 8937, Part I, Box 12:**

New MoneyLion Common Stock: ML

**Form 8937, Part II, Box 14:**

Effective September 22, 2021 (the “Closing Date”), Old MoneyLion effected the conversion of the Old MoneyLion Preferred Stock on a 1:1 basis into shares of Old MoneyLion Common Stock. Immediately following the conversion, pursuant to the Agreement and Plan of Merger, dated as of February 11, 2021, as amended on June 28, 2021 and on September 4, 2021 (the “Reorganization Agreement”), by and among New MoneyLion, ML Merger Sub Inc., a Delaware corporation and a direct, wholly-owned subsidiary of New MoneyLion (“Merger Sub”) and Old MoneyLion, Merger Sub merged with and into Old MoneyLion, with Old MoneyLion surviving as a wholly owned subsidiary of New MoneyLion (the “Merger”). Upon consummation of the Merger, New MoneyLion was renamed “MoneyLion Inc.” and Old MoneyLion was renamed “MoneyLion Technologies Inc.”

*Old MoneyLion Common Stock*

As a result of the Merger, each share of Old MoneyLion Common Stock issued and outstanding immediately prior to the Merger was converted into approximately 16.4078 shares of New MoneyLion Common Stock. No fractional shares were issued, with fractions rounded to the nearest whole share.

*Earn-Out Shares*

Pursuant to the Reorganization Agreement, New MoneyLion will issue up to an additional 17,500,000 shares of New MoneyLion Common Stock (the “Earn-Out Shares,” and the right to receive such Earn-Out Shares, the “Earn-Out Right”), (a) 7,500,000 shares of which will be issued if at any time during the first 60 months following the Closing Date, the closing trading price of the shares of New MoneyLion Common Stock will be greater than or equal to \$12.50 for a period of at least 20 days out of 30 consecutive trading days and (b) the remaining 10,000,000 shares of which will be issued if at any time during the first 60 months following the Closing Date, the closing trading price of the New MoneyLion Common Stock will be greater than or equal to \$16.50 for a period of at least 20 days out of 30 consecutive trading days.

### **Form 8937, Part II, Box 15:**

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders.

Further discussion of material U.S. federal income tax consequences of the Mergers can be found in Amendment No. 4 to Form S-4 for Fusion Acquisition Corp., as filed with the Securities and Exchange Commission on May 25, 2021, under the heading “Material U.S. Federal Income Tax Considerations” (available at:

[https://www.sec.gov/ix?doc=/Archives/edgar/data/0001807846/000121390021045461/fs42021a4\\_fusionacqcorp.htm](https://www.sec.gov/ix?doc=/Archives/edgar/data/0001807846/000121390021045461/fs42021a4_fusionacqcorp.htm)) (the “Form S-4”). Undefined terms follow the definitions found in the Form S-4.

Consistent with the Form S-4, (i) the Merger is intended to qualify as a transaction governed by Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”) (the “Intended Tax Treatment”). The following description assumes that the Merger qualifies for the Intended Tax Treatment.

### *Old MoneyLion Common Stock*

The tax basis in a share of Old MoneyLion Common Stock received in the conversion of a share of Old MoneyLion Preferred Stock equals the adjusted tax basis in the share of Old MoneyLion Preferred Stock so converted.

### *New MoneyLion Common Stock*

The aggregate tax basis of a holder of Old MoneyLion Common Stock in the New MoneyLion Common Stock received by such U.S. holder pursuant to the Merger equals such U.S. holder’s aggregate adjusted tax basis in the shares of Old MoneyLion Common Stock surrendered in exchange therefor. The basis in each share of New MoneyLion Common Stock received by a U.S. holder pursuant to the Merger equals the U.S. holder’s aggregate basis in all shares of Old MoneyLion Common Stock held by such U.S. holder immediately prior to the Merger divided by the number of shares of New MoneyLion Common Stock received by such holder in the Merger.

### *Earn-Out Shares*

The maximum number of shares of New MoneyLion Common Stock issuable under the Earn-Out Right generally should be treated as having been received by a holder of Old MoneyLion Common Stock at the time of the Merger and adjustments to such holder’s tax basis in shares of New

MoneyLion Common Stock actually received should be made if the maximum number of shares of New MoneyLion Common Stock issuable under the Earn-Out Right ultimately are not issued. A portion of the Earn-Out Shares (if any) actually received by a U.S. holder of Old MoneyLion Common Stock will be treated as imputed interest and will be characterized as ordinary interest income for U.S. federal income tax purposes. A U.S. holder's tax basis in that portion of the Earn-Out Shares would be equal to the fair market value thereof on the date of receipt.

*Each affected U.S. taxpayer should consult with its own tax advisor.*

**Form 8937, Part II, Box 18:**

U.S. holders of New MoneyLion Common Stock will not recognize a loss in respect of the conversion or Merger.

**Form 8937, Part II, Box 19:**

The reportable tax year is 2021 for taxpayers reporting taxable income on a calendar year basis.