SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

to Section 16. obligations ma	Form 4 or Form 5 y continue. See	STA		oursua	F CHANGE ant to Section 16(a) action 30(h) of the I	of the S	Securi	ties Exchang	e Act of :		ihip	Estim	Number: ated average bui per response:	3235-0287 rden 0.5
1	1 0	erson*			Perella Weinberg Partners [PWP] (Check all ap X Dire							, 10% Owner		
(Last) 767 FIFTH AV	(First) ENUE	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/09/2023							Officer (give below)	vive title Other (special below)		
(Street) NEW YORK (City)	to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Name and Address of Reporting Person* OHEN DANIEL G ast) (First) (Middle) 57 FIFTH AVENUE reet) EW YORK NY 10153 ity) (State) (Zip) Table I - No Fitle of Security (Instr. 3)			4. If Amendment, Date of Original Filed (Month/Day/Year)						Line)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Т	able I - No	on-Derivat	ive S	Securities Acc	quired	, Dis	sposed of	, or Be	eneficiall	y Owned			
1. Title of Securit	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)					5. Amount of Securities Beneficially Owned Follow Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	t Beneficial Ownership
						Code	v	Amount	(A) or (D)	Price	Transaction(s (Instr. 3 and 4			(Instr. 4)
Class A Comm	on Stock		03/09/202	23		S		784	D	\$9.75 ⁽¹⁾	544,949		I	By FinTech Masala Holdings,

Class A Common Stock	03/09/2023	S	784	D	\$9.75 ⁽¹⁾	544,949	Ι	Masala Holdings, LLC ⁽²⁾
Class A Common Stock	03/09/2023	S	784	D	\$ 9.75 ⁽¹⁾	544,949	I	By FinTech Masala Holdings, LLC ⁽³⁾
Class A Common Stock	03/10/2023	S	6,667	D	\$9.06 ⁽⁴⁾	538,282	I	By FinTech Masala Holdings, LLC ⁽²⁾
Class A Common Stock	03/10/2023	S	6,667	D	\$9.06 ⁽⁴⁾	538,282	I	By FinTech Masala Holdings, LLC ⁽³⁾
Class A Common Stock						80,852	D	
Class A Common Stock						11,951	Ι	By FinTech Masala Advisors IV, LLC ⁽⁵⁾
Class A Common Stock						11,951	I	By FinTech Masala Advisors IV, LLC ⁽⁶⁾
Class A Common Stock						57,923	I	By DGC Family FinTech Trust ⁽⁷⁾
Class A Common Stock						133,603	I	By FinTech Masala Holdings, LLC ⁽⁸⁾

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
1. Title of Security (Instr. 3)		2. Transa Date (Month/Da		Execution Date,		,	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an 5)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Amount	(A) oi (D)	^r Price	Trans	Transaction(s) (Instr. 3 and 4)			jiiisu. 4)	
Class A Common Stock										1	133,602		I	By DGC Family FinTech Trust ⁽⁹⁾			
	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. 5. Number Transaction of Code (Instr. Derivative			ative ities ired sed 3, 4	6. Date Expira (Month	tion D				8. Price of Derivative Security (Instr. 5) (Instr. 5)		e Ownership s Form: Illy Direct (D) or Indirect g (I) (Instr. 4)		Beneficial Ownership (Instr. 4)
					v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amount or Number of Shares					

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$9.75 to \$9.76, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

2. Represents shares held directly by FinTech Masala, LLC ("Masala LLC"), FinTech Investor Holdings IV, LLC ("Holdings"), and FinTech Masala Advisors IV, LLC ("Masala"). FinTech Masala Holdings, LLC ("Manager HoldCo") is the sole member of Masala LLC. Each of Holdings and Masala is managed by Cohen Sponsor Interests IV, LLC ("Manager"), which, in turn, is indirectly owned by Manager HoldCo. The reporting person owns one-third of Manager HoldCo. The amount reported consists of the reporting person's pecuniary interest therein. The reporting person disclaims beneficial ownership of any other securities held directly by Masala LLC, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for any other purpose.

3. Represents shares held directly by Masala LLC, Holdings, and Masala. Manager HoldCo is the sole member of Masala LLC. Each of Holdings and Masala is managed by Manager, which, in turn, is indirectly owned by Manager HoldCo. DGC Family FinTech Trust (the "Trust") owns one-third of Manager HoldCo. The amount reported consists of the Trust's pecuniary interest therein. Each of the reporting person and the Trust disclaims beneficial ownership of any other securities held directly by Holdings and Masala, except to the extent of his or its respective pecuniary interest therein, and this report shall not be deemed an admission that the reporting person or the Trust is the beneficial owner of such securities for any other purpose.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$9.00 to \$9.18, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

5. Represents shares held directly by Masala. The reporting person is a member of Masala. The amount reported consists of the reporting person's pecuniary interest therein. The reporting person disclaims beneficial ownership of any other securities held directly by Masala, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for any other purpose.

6. Represents shares held directly by Masala. The Trust is a member of Masala. The children of the reporting person are beneficiaries of the Trust. The amount reported consists of the Trust's pecuniary interest therein. Each of the reporting person and the Trust disclaims beneficial ownership of any other securities held directly by Masala, except to the extent of his or its respective pecuniary interest therein, and this report shall not be deemed an admission that the reporting person or the Trust is the beneficial owner of such securities for any other purpose.

7. Represents shares held directly by the Trust. The children of the reporting person are beneficiaries of the Trust.

8. Represents shares held directly by Holdings and Masala, each of which is managed by Manager, which, in turn, is indirectly owned by Manager HoldCo. The reporting person owns one-third of Manager HoldCo. The amount reported consists of the reporting person's pecuniary interest therein. The reporting person disclaims beneficial ownership of any other securities held directly by Holdings and Masala, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for any other purpose.

9. Represents shares held directly by Holdings and Masala, each of which is managed by Manager, which, in turn, is indirectly owned by Manager HoldCo. The Trust owns one-third of Manager HoldCo. The amount reported consists of the Trust's pecuniary interest therein. Each of the reporting person and the Trust disclaims beneficial ownership of any other securities held directly by Holdings and Masala, except to the extent of his or its respective pecuniary interest therein, and this report shall not be deemed an admission that the reporting person or the Trust is the beneficial owner of such securities for any other purpose.

Remarks:

/s/ Mark Polemeni, Attorney- 03/13/2023

** 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.