SEC Form 4

FORM 4

Class A Common Stock

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPI	ROVAL
OMB Number:	3235-0287
Estimated average t	ourden
hours per response:	0.5

IV, LLC⁽⁶⁾ By DGC Family

FinTech Trust⁽⁷⁾ By FinTech

Masala Holdings, LLC⁽⁸⁾

Ι

Ι

57,923

133,603

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	STAT	Filed purs	OF CHANGE) of the	Securi	ties Exchange	e Act of		- E	DMB Number: Stimated average bu ours per response:	3235-0287 Irden 0.5	
1. Name and Address of Reporting Pe COHEN DANIEL G	2.	Issuer Name and Tic erella Weinberg	ker or T	rading	Symbol	(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) 767 FIFTH AVENUE		Date of Earliest Trans 2/13/2022	saction	(Month	n/Day/Year)		Officer (give title Other (specify below) below)					
(Street) NEW YORK NY (City) (State)	4.	If Amendment, Date o	of Origir	nal File	ed (Month/Da <u>y</u>	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					
Τ	blo I - Nor	Dorivativ	e Securities Acc	nuirod		enocod of	or Bo	noficial				
1. Title of Security (Instr. 3)	2	2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date,	3. Transaction Code (Instr.		4. Securities Disposed Of 5)	Acquire	d (A) or	5. Amount of Securities Beneficially Owned Followin	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature o Indirect Beneficial Ownership	
				Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Class A Common Stock		12/13/2022		8		10,002	D	\$9.67 ⁽¹⁾	737,265	I	By FinTech Masala Holdings LLC ⁽²⁾	
Class A Common Stock		12/13/2022		s		10,002	D	\$9.67 ⁽¹⁾	737,265	Ι	By FinTech Masala Holdings LLC ⁽³⁾	
Class A Common Stock		12/14/2022		s		14,998	D	\$ 9.53 ⁽⁴⁾	722,267	Ι	By FinTech Masala Holding LLC ⁽²⁾	
Class A Common Stock		12/14/2022		s		14,998	D	\$9.53 ⁽⁴	722,267	I	By FinTech Masala Holding: LLC ⁽³⁾	
Class A Common Stock									80,852	D		
Class A Common Stock									11,951	I	By FinTech Masala Advisors IV, LLC ⁽⁵⁾	
Class A Common Stock									11,951	I	By FinTech Masala Advisors	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
				2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Disposed O 5)			d Secu Bene Owne	Beneficially Owned Following		Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership
										Amount	(A) or (D) Price		Trans	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)
Class A Common Stock			ble II - Deri	ivative (tive Securities Acqu		uired	Disn	osed of a	or Be	neficia		133,602		I	By DGC Family FinTech Trust ⁽⁹⁾	
										convertib							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	Cod	saction e (Instr	(Instr. (Instr. berivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Expira (Month	tion D		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivativ Security (Instr. 5)		i (10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
				Cod	e 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 \$9.61 to \$9.82, 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 \$9.40 to \$9.67, 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-12/15/2022

** 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.