SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

3...,

OMB APPROVAL

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | g Person [*] | 2. Issuer Name and Ticker or Trading Symbol <u>Expensify, Inc.</u> [EXFY] | | tionship of Reporting Person(s) to Issuer : all applicable) Director 10% Owner | | | |
|-----------------------|---------------------|-----------------------|--|---------------------------|--|--------------------------|--|--|
| (Last) C/O EXPENSI | (First) FY, INC. | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/28/2024 | ~ | Officer (give title below) Chief Executiv | Other (specify below) | | |
| 401 SW 5TH AVE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indi Line) | Individual or Joint/Group Filing (Check Applicat Line) | | | |
| (Street) PORTLAND | OR | 97204 | | | Form filed by One R Form filed by More t Person | | | |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication Image: Check this box to indicate that a transaction was made pursuant satisfy the affirmative defense conditions of Rule 10b5-1(c). See | to a contr Instruction | act, instruction or written p n 10. | plan that is intended to | | |

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) | Code (Instr. | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
|---------------------------------|--|---|------------------|---|--------|---------------|-------------------------------|---|---|---|--|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |
| Class A Common Stock | 06/28/2024 | | S ⁽¹⁾ | | 16,630 | D | \$1.49 ⁽²⁾ | 1,873,037 | Ι | See note ⁽³⁾ | |
| Class A Common Stock | 07/01/2024 | | S ⁽¹⁾ | | 16,200 | D | \$ 1.53 ⁽⁴⁾ | 1,856,837 | Ι | See note ⁽³⁾ | |
| Class A Common Stock | 07/02/2024 | | S ⁽¹⁾ | | 16,556 | D | \$1.5 ⁽⁵⁾ | 1,840,281 | Ι | See note ⁽³⁾ | |
| Class A Common Stock | | | | | | | | 218,680 | D | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | (0,1 | • | • | | | • • | | | | • | | | |
|---|---|--|---|------------------------------|---------|--|--|---------------------|--------------------|---|---|--|--|--|--|
| 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. Transa Code (8) | (Instr. | of Deriv Secu Acqu (A) o Dispo of (D (Insti | 5. Number 6. Date Exercisable and of Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Deriv | int of rities rlying ative rity (Instr. | 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 | | | | |

Explanation of Responses:

1. The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 15, 2023.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.45 to \$1.52, inclusive. The reporting person undertakes to provide to Expensify, Inc., any security holder of Expensify, Inc., 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 ranges set forth in this footnote.

3. By Barrett Trust LLC, a manager-managed limited liability company. The investment and voting decisions of Barrett Trust LLC are made by its manager, the Reporting Person, and its controlling member is the Barrett Family Trust, for which the Reporting Person serves as trustee.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.49 to \$1.56, inclusive. The reporting person undertakes to provide to Expensify, Inc., any security holder of Expensify, Inc., 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 ranges set forth in this footnote.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.46 to \$1.58, inclusive. The reporting person undertakes to provide to Expensify, Inc., any security holder of Expensify, Inc., 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 ranges set forth in this footnote.

Remarks:

/s/ Ryan Schaffer, as attorney-07/02/2024

in-fact

** 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.