

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): February 8, 2023

Expensify, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41043
(Commission
File Number)

27-0239450
(IRS Employer
Identification No.)

401 SW 5th Ave
Portland, Oregon 97204
(Address of Principal Executive Offices) (Zip Code)

(971) 365-3939
(Registrant's telephone number, including area code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	EXFY	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 8, 2023, Expensify, Inc. (“Expensify” or the “Company”) filed a Certificate of Retirement with the Secretary of State of the State of Delaware to retire 735 shares of LT10 common stock, par value \$0.0001 per share, of the Company (the “LT10 Common Stock”). All 735 shares of the LT10 Common Stock were converted into 735 shares of Class A common stock, par value \$0.0001 per share, of the Company (the “Class A Common Stock”), in connection with the forfeiture to the Company of unvested LT10 Common Stock. The Company’s Amended and Restated Certificate of Incorporation requires that any shares of LT10 Common Stock that are converted into shares of Class A Common Stock be retired and may not be reissued.

Effective upon filing, the Certificate of Retirement amended the Amended and Restated Certificate of Incorporation of the Company to reduce the total authorized number of shares of capital stock of the Company by 735 shares. The total number of authorized shares of the Company is now 1,059,995,846, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 24,996,826 shares designated LT10 Common Stock, 24,999,020 shares designated LT50 common stock, each with a par value of \$0.0001 per share, of the Company, and 10,000,000 shares designated preferred stock, par value \$0.0001 per share, of the Company. A copy of the Certificate of Retirement is attached as Exhibit 3.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Retirement of 735 Shares of LT10 Common Stock.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Expensify, Inc.

By: /s/ Ryan Schaffer

Name: Ryan Schaffer

Title: Chief Financial Officer

Date: February 8, 2023

**CERTIFICATE OF RETIREMENT
OF
735 SHARES OF LT10 COMMON STOCK
OF
EXPENSIFY, INC.**

Pursuant to Section 243(b)
of the General Corporation Law
of the State of Delaware

Expensify, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL") (hereinafter the "Corporation"), hereby certifies as follows:

1. 735 outstanding shares of LT10 Common Stock, par value \$0.0001 per share ("LT10 Common Stock"), of the Corporation have been converted into 735 shares of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), of the Corporation.
2. The Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on November 15, 2021 provides that any shares of LT10 Common Stock which are converted into shares of Class A Common Stock shall be retired and shall not be reissued by the Corporation.
3. The Board of Directors of the Corporation has adopted resolutions retiring the 735 shares of LT10 Common Stock that converted into 735 shares of Class A Common Stock.
4. Accordingly, pursuant to the provisions of Section 243(b) of the DGCL, upon the filing of this Certificate of Retirement the Amended and Restated Certificate of Incorporation of the Corporation shall be amended so as to reduce the total authorized number of shares of capital stock of the Corporation by 735 shares, such that the total number of authorized shares of the Corporation shall be 1,059,995,846, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 24,996,826 shares designated LT10 Common Stock, 24,999,020 shares designated LT50 Common Stock, par value of \$0.0001 per share, of the Corporation, and 10,000,000 shares designated preferred stock, par value \$0.0001 per share, of the Corporation.

Signature page follows.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 8th day of February, 2023.

Expensify, Inc.

By: /s/ Cole Eason
Cole Eason
Secretary