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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person [*] Barrett David Michael		Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>Expensify, Inc.</u> [EXFY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Image: Check all applicable Image: Check all applicable <t< th=""></t<>						
(Last) C/O EXPENS	(First) IFY, INC.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/09/2024	Image: Officer (give title other (specify below) Other (specify below) Chief Executive Officer Chief Executive officer						
401 SW 5TH AVE			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicat Line)						
(Street)			_	Form filed by One Reporting Person						
PORTLAND	OR	97204		Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication							
			Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.							

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)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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	04/09/2024		S ⁽¹⁾		15,460	D	\$1.61 ⁽²⁾	1,992,367	Ι	See note ⁽³⁾			
Class A Common Stock	06/20/2024		S ⁽¹⁾		18,430	D	\$ 1.32 ⁽⁴⁾	1,973,937	Ι	See note ⁽³⁾			
Class A Common Stock	06/21/2024		S ⁽¹⁾		17,670	D	\$1.39 ⁽⁵⁾	1,956,267	Ι	See note ⁽³⁾			
Class A Common Stock	06/24/2024		S ⁽¹⁾		16,860	D	\$1.46 ⁽⁶⁾	1,939,407	Ι	See note ⁽³⁾			

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

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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)		of Ex		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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 \$1.56 to \$1.65, 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 \$1.27 to \$1.37, 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 \$1.35 to \$1.41, 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.

6. 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 \$1.42, 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-06/24/2024

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.