

**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): August 3, 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 5<sup>th</sup> 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 August 3, 2023, Expensify, Inc. (the “Company”) filed a Certificate of Retirement with the Secretary of State of the State of Delaware to retire 1,249 shares of LT10 common stock, par value \$0.0001 per share, of the Company (“LT10 Common Stock”) and 79 shares of LT50 common stock, par value \$0.0001 per share, of the Company (“LT50 Common Stock”). All 1,249 shares of LT10 Common Stock and 79 shares of LT50 Common Stock were converted into an aggregate of 1,328 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 and LT50 Common Stock. The Company’s Amended and Restated Certificate of Incorporation requires that any shares of LT10 Common Stock or LT50 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 1,328 shares. The total number of authorized shares of the Company is now 1,059,993,930, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 24,994,989 shares designated LT10 Common Stock, 24,998,941 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	<a href="#">Certificate of Retirement of 1,249 Shares of LT10 Common Stock and 79 Shares of LT50 Common Stock.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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: August 3, 2023

**CERTIFICATE OF RETIREMENT  
OF  
1,249 SHARES OF LT10 COMMON STOCK  
AND  
79 SHARES OF LT50 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. 1,249 outstanding shares of LT10 Common Stock, par value \$0.0001 per share (“LT10 Common Stock”), of the Corporation have been converted into 1,249 shares of Class A Common Stock, par value \$0.0001 per share (“Class A Common Stock”), of the Corporation.
2. 79 outstanding shares of LT50 Common Stock, par value \$0.0001 per share (“LT50 Common Stock”), of the Corporation have been converted into 79 shares of Class A Common Stock of the Corporation.
3. 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 or LT50 Common Stock which are converted into shares of Class A Common Stock shall be retired and shall not be reissued by the Corporation.
4. The Board of Directors of the Corporation has adopted resolutions retiring the 1,249 shares of LT10 Common Stock and the 79 shares of LT50 Common Stock that converted into 1,249 and 79 shares of Class A Common Stock, respectively, for a total of 1,328 shares of Class A Common Stock.
5. 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 1,328 shares, such that the total number of authorized shares of the Corporation shall be 1,059,993,930, such shares consisting of 1,000,000,000 shares designated Class A Common Stock, 24,994,989 shares designated LT10 Common Stock, 24,998,941 shares designated LT50 Common Stock, each with a 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 3rd day of August, 2023.

**Expensify, Inc.**

By: /s/ Cole Eason

Cole Eason

Secretary