

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

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

WM Technology, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

98-1605615

(I.R.S Employer Identification No.)

**41 Discovery
Irvine, California**

(Address of Principal Executive Offices)

92618

(Zip Code)

**WM Technology, Inc. 2021 Equity Incentive Plan
WM Technology, Inc. 2021 Employee Stock Purchase Plan**
(Full Title of the Plan)

**Brian Camire
General Counsel
WM Technology, Inc.
41 Discovery
Irvine, California 92618**

(Name and address of agent for service)

Tel: (844) 933-3627

(Telephone number, including area code, of agent for service)

Copies to:

**Dave Peinsipp
Kristin VanderPas
Peter Byrne
Cooley LLP**

**3 Embarcadero Center, 20th Floor
San Francisco, California 94111
Tel: (415) 693-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

WM Technology, Inc. (the “Registrant”) is filing this registration statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register the offering of an additional 8,852,929 shares of Class A Common Stock, par value \$0.0001 per share (“Class A Common Stock”), of the Registrant. The 8,852,929 shares of Class A Common Stock being registered herein include (i) 7,377,441 shares of Class A Common Stock issuable pursuant to the WM Technology, Inc. 2021 Equity Incentive Plan (the “2021 EIP”) and (ii) 1,475,488 shares of Class A Common Stock issuable pursuant to the WM Technology, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP”). These additional shares of Class A Common Stock are securities of the same class as other securities for which earlier registration statements were filed with the Commission on August 26, 2021 on Form S-8 (File No. 333-259072) and on October 5, 2022 on Form S-8 (File No. 333-267744) (collectively, the “Prior Registration Statements”). Accordingly, the contents of the Prior Registration Statements are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. These additional shares of Class A Common Stock have become reserved for issuance as a result of the operation of the “evergreen” provisions in each of the 2021 EIP and 2021 ESPP, which provide that the total number of shares subject to such plan may be increased each year pursuant to a specified formula.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the registrant with the Commission are hereby incorporated by reference in this registration statement:

- (a) the registrant's annual report on Form 10-K for the fiscal year ended December 31, 2022 filed with the Commission on March 16, 2023;
- (b) the registrant's current reports on Form 8-K filed with the Commission on January 5, 2023, January 12, 2023 and March 16, 2023 to the extent the information in such reports is filed and not furnished; and
- (c) the description of the Class A Common Stock contained in Exhibit 4.5 to the registrant's annual report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Commission on March 16, 2023, including any amendment or report filed for the purpose of updating such description.

All reports and other documents filed by the registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, other than current reports furnished under Item 2.02 and Item 7.01 of Form 8-K and any exhibits furnished on such form that relate to such items, after the date of this registration statement, and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this registration statement from the date of filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this registration statement, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145(a) of the Delaware General Corporation Law (the "DGCL") provides, in general, that a corporation may indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), because he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 145(b) of the DGCL provides, in general, that a corporation may indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made with respect to any claim, issue or matter as to which he or she shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses that the Court of Chancery or other adjudicating court shall deem proper.

Section 145(g) of the DGCL provides, in general, that a corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under Section 145 of the DGCL.

Additionally, our Certificate of Incorporation eliminates our directors' liability to the fullest extent permitted under the DGCL. The DGCL provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability:

- for any transaction from which the director derives an improper personal benefit;
- for any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- for any unlawful payment of dividends or redemption of shares; or
- for any breach of a director's duty of loyalty to the corporation or its stockholders.

If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the Company's directors will be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

We entered into indemnification agreements with substantially all of our directors and executive officers. These agreements, among other things, require us to indemnify our directors and officers for certain expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or officer in any action or proceeding arising out of their services as one of our directors or officers or any other company or enterprise to which the person provides services at our request.

We maintain a directors' and officers' insurance policy pursuant to which our directors and officers are insured against liability for actions taken in their capacities as directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit No.	Description
3.1	Certificate of Incorporation of the Company, dated June 15, 2021 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on June 22, 2021).
3.2	Amended and Restated Bylaws of the Company, dated June 16, 2021 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed on June 22, 2021).
4.1	Reference is made to Exhibits 3.1 and 3.2
4.2	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on June 22, 2021).
5.1	Opinion of Cooley LLP.
23.1	Consent of Baker Tilly US, LLP
23.3	Consent of Cooley LLP (included in Exhibit 5.1).
24.1	Power of Attorney (contained on the signature page hereto).
99.1	WM Technology, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 to the Registration Statement on Form S-8 filed on August 26, 2021).
99.2	WM Technology, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.8 to the Current Report on Form 8-K filed on June 22, 2021).
99.3	Form of Stock Option Grant Notice (incorporated by reference to Exhibit 10.7(a) to the Current Report on Form 8-K filed on June 22, 2021).
99.4	Form of RSU Award Grant Notice (incorporated by reference to Exhibit 99.4 to the Registration Statement on Form S-8 filed on August 26, 2021).
107	Filing Fee Table

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California on March 17, 2023.

WM TECHNOLOGY, INC.

/s/ Douglas Francis

Name: Douglas Francis

Title: Executive Chair

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Douglas Francis and Arden Lee, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<hr/> <i>/s/ Douglas Francis</i> Douglas Francis	Executive Chair (Principal Executive Officer)	March 17, 2023
<hr/> <i>/s/ Arden Lee</i> Arden Lee	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 17, 2023
<hr/> <i>/s/ Tony Aquila</i> Tony Aquila	Director	March 17, 2023
<hr/> <i>/s/ Anthony Bay</i> Anthony Bay	Director	March 17, 2023
<hr/> <i>/s/ Brenda Freeman</i> Brenda Freeman	Director	March 17, 2023
<hr/> <i>/s/ Olga Gonzalez</i> Olga Gonzalez	Director	March 17, 2023
<hr/> <i>/s/ Scott Gordon</i> Scott Gordon	Director	March 17, 2023
<hr/> <i>/s/ Justin Hartfield</i> Justin Hartfield	Director	March 17, 2023
<hr/> <i>/s/ Fiona Tan</i> Fiona Tan	Director	March 17, 2023

CALCULATION OF REGISTRATION FEE

Form S-8
(Form Type)

WM Technology, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Title of Securities to be Registered	Amount to be registered⁽¹⁾	Proposed maximum offering price per share⁽²⁾	Proposed maximum aggregate offering price⁽²⁾	Amount of registration fee⁽²⁾
2021 Equity Incentive Plan (Class A Common Stock, par value \$0.0001 per share)	7,377,441 ⁽³⁾	\$ 0.84	\$ 6,197,050.44	\$ 682.92
2021 Employee Stock Purchase Plan (Class A Common Stock, par value \$0.0001 per share)	1,475,488 ⁽⁴⁾	\$ 0.72	\$ 1,062,351.36	\$ 117.08
Total	8,852,929		\$ 7,259,401.80	\$ 800.00

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an indeterminate number of additional shares that may be issued to adjust the number of shares issued pursuant to the plans described herein in the event of a stock dividend, stock split, reverse stock split, extraordinary dividend, extraordinary distribution, recapitalization, reorganization, merger, combination, consolidation, split-up, spin-off, combination, exchange of shares, rights offering, separation, reorganization, liquidation or similar event.
- (2) Estimated pursuant to Rules 457(c) and 457(h) under the Securities Act, solely for the purposes of calculating the registration fee and based on the average of the high and low prices of the registrant’s Class A Common Stock as reported on the Nasdaq Global Select Market on March 10, 2023, which date is within five business days prior to the filing of this registration statement.
- (3) Represents shares of Class A Common Stock that were added to the shares authorized for issuance under the WM Technology, Inc. 2021 Equity Incentive Plan (the “2021 EIP”) on January 1, 2023, pursuant to an “evergreen” provision contained in the 2021 EIP.
- (4) Represents shares of Class A Common Stock that were added to the shares authorized for issuance under the WM Technology, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP”) on January 1, 2023, pursuant to an “evergreen” provision contained in the 2021 ESPP.



Peter Byrne
T: +1 415-693-2177
pbyrne@cooley.com

March 17, 2023

WM Technology, Inc.
41 Discovery
Irvine, California 92618

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to WM Technology, Inc., a Delaware corporation (the "**Company**") in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 8,852,929 shares (the "**Shares**") of the Company's Class A common stock, par value \$0.0001 per share (the "**Class A Common Stock**"), consisting of (i) 7,377,441 shares of Class A Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan. (the "**2021 Plan**") and (ii) 1,475,488 shares of Class A Common Stock issuable pursuant to the Company's 2021 Employee Stock Purchase Plan (together with the 2021 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plans, and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

We note that the Company was initially incorporated under the laws of the Cayman Islands and was domesticated (the "**Domestication**") as a corporation in the State of Delaware in accordance with Section 388 of the General Corporation Law of the State of Delaware (the "**DGCL**"). We have assumed all matters determinable under the laws of the Cayman Islands, including without limitation that the approval of the Plans by the board and shareholders of the Company as a Cayman Islands exempted company prior to the Domestication was done in accordance with the applicable governing documents of the Company and the laws of the Cayman Islands.

Our opinion is expressed only with respect to the DGCL. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).



We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Peter Byrne
Peter Byrne

COOLEY LLP 3 EMBARCADERO CTR, 20TH FLOOR SAN FRANCISCO, CALIFORNIA 94111
T: (415) 693-2000 F: (415) 693-2222 COOLEY.COM

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of WM Technology, Inc. (the "Company") of our report dated March 16, 2023, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in the Company's annual report on Form 10-K for the year ended December 31, 2022.

/s/ Baker Tilly US, LLP

Irvine, California
March 17, 2023