

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

Accelerated filer

Non-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 8,992,164 shares of Class A Common Stock, par value \$0.0001 per share (“Class A Common Stock”), of the Registrant. The 8,992,164 shares of Class A Common Stock being registered herein include (i) 7,493,470 shares of Class A Common Stock issuable pursuant to the WM Technology, Inc. 2021 Equity Incentive Plan (the “2021 EIP”) and (ii) 1,498,694 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 on Form S-8 were filed with the Commission on August 26, 2021 (File No. 333-259072), on October 5, 2022 (File No. 333-267744), and on March 17, 2023 (File No. 333-270647) (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, 2023 filed with the Commission on May 24, 2024;
- (b) the Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2024 filed with the Commission on May 24, 2024;
- (c) the Registrant's current reports on Form 8-K filed with the Commission on March 1, 2024 (with respect to Item 5.02 only), April 2, 2024, April 8, 2024, May 17, 2024, May 24, 2024, May 30, 2024 and July 23, 2024 to the extent the information in such reports is filed and not furnished; and
- (d) 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, 2023, filed with the Commission on May 24, 2024, 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 on Form 8-K 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; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. 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 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>4.1</u></a>	<a href="#"><u>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).</u></a>
<a href="#"><u>4.2</u></a>	<a href="#"><u>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).</u></a>
<a href="#"><u>4.3</u></a>	<a href="#"><u>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).</u></a>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Cooley LLP.</u></a>
<a href="#"><u>23.1</u></a>	<a href="#"><u>Consent of Baker Tilly US, LLP</u></a>
<a href="#"><u>23.2</u></a>	<a href="#"><u>Consent of Moss Adams, LLP</u></a>
<a href="#"><u>23.3</u></a>	<a href="#"><u>Consent of Cooley LLP (included in Exhibit 5.1).</u></a>
<a href="#"><u>24.1</u></a>	<a href="#"><u>Power of Attorney (contained on the signature page hereto).</u></a>
<a href="#"><u>99.1</u></a>	<a href="#"><u>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).</u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>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).</u></a>
<a href="#"><u>99.3</u></a>	<a href="#"><u>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).</u></a>
<a href="#"><u>99.4</u></a>	<a href="#"><u>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).</u></a>
<a href="#"><u>107</u></a>	<a href="#"><u>Filing Fee Table</u></a>

## 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 July 29, 2024.

**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 Susan Echard, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas Francis</u> Douglas Francis	Executive Chair (Principal Executive Officer)	July 29, 2024
<u>/s/ Susan Echard</u> Susan Echard	Interim Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 29, 2024
<u>/s/ Tony Aquila</u> Tony Aquila	Director	July 29, 2024
<u>/s/ Anthony Bay</u> Anthony Bay	Director	July 29, 2024
<u>/s/ Brenda Freeman</u> Brenda Freeman	Director	July 29, 2024
<u>/s/ Olga Gonzalez</u> Olga Gonzalez	Director	July 29, 2024
<u>/s/ Scott Gordon</u> Scott Gordon	Director	July 29, 2024
<u>/s/ Fiona Tan</u> Fiona Tan	Director	July 29, 2024

## 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

Security Type	Security Class Title	Fee Calculation Rule <sup>(2)</sup>	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price per unit		Maximum aggregate offering price	Fee rate	Amount of registration fee <sup>(6)</sup>
Equity	<b>2021 Equity Incentive Plan</b> (Class A Common Stock, par value \$0.0001 per share)	Other	7,493,470	\$1.00	<sup>(4)</sup>	\$7,493,470.00	\$0.00014760	\$1,106.04
Equity	<b>2021 Employee Stock Purchase Plan</b> (Class A Common Stock, par value \$0.0001 per share)		1,498,694	\$0.85	<sup>(5)</sup>	\$1,273,889.90	\$0.00014760	\$188.03
<b>Total Offering Amounts</b>			8,992,164			\$ 8,767,360		\$ 1,294.07
<b>Total Fees Previously Paid</b>								
<b>Total Fee Offsets</b>								
<b>Net Fee Due</b>								\$1,294.07

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (the “Registration Statement”) also covers an indeterminate number of additional shares of common stock 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 transaction which results in an increase in the number of outstanding shares of the common stock of WM Technology, Inc. (the “Registrant”).

(2) 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, 2024, pursuant to an “evergreen” provision contained in the 2021 EIP.

(3) 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, 2024, pursuant to an “evergreen” provision contained in the 2021 ESPP.

- (4) 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 July 22, 2024, which date is within five business days prior to the filing of this Registration Statement.
- (5) 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 July 22, 2024, which date is within five business days prior to the filing of this Registration Statement, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2021 ESPP. Under the 2021 ESPP, the purchase price of a share of common stock is equal to 85% of the fair market value of the Registrant's common stock on the offering date or the purchase date, whichever is less.
- (6) Calculated pursuant to Rule 457 of the Securities Act by calculating the product of (i) the proposed maximum aggregate offering price and (ii) 0.00014760.



David G. Peinsipp  
T: +1 415-693-2177  
dpeinsipp@cooley.com

July 29, 2024

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 by the Company 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 8,992,164 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) 7,493,470 shares of Class A Common Stock issuable pursuant to the Company's 2021 Equity Incentive Plan. (the "**2021 Plan**") and (ii) 1,498,694 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) such other records, documents, opinions, certificates, memoranda and 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 of directors 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, and subject to the qualifications stated herein, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the 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).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update





or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

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/ David G. Peinsipp  
David G. Peinsipp

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 the Registration Statement on Form S-8 of WM Technology, Inc. of our report dated March 16, 2023, relating to the consolidated financial statements of WM Technology, Inc., appearing in the Annual Report on Form 10-K of WM Technology, Inc. for the year ended December 31, 2023.

/s/ Baker Tilly US, LLP

Irvine, California  
July 29, 2024



T (949) 221-4000  
F (949) 221-4001

2040 Main Street  
Suite 900  
Irvine, CA 92614

## 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., of our report dated May 24, 2024, relating to the consolidated financial statements of WM Technology, Inc. (the "Company") and the effectiveness of internal control over financial reporting of the Company, (which report expresses an unqualified opinion on the consolidated financial statements and includes an explanatory paragraph relating to a restatement of previously reported 2023 quarterly revenue and credit losses and an adverse opinion on the effectiveness of internal control over financial reporting due to material weaknesses), appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

*Moss Adams LLP*

Irvine, CA  
July 29, 2024