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

Amendment No. 1
SCHEDULE 13G
(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2**

WM Technology, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

92971A109
(CUSIP Number)

June 30, 2024
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | |
|--|---|--|
| 1 | NAMES OF REPORTING PERSONS James J. Pallotta | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Florida | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 2,382,439 shares |
| | 6 | SHARED VOTING POWER 0 shares |
| | 7 | SOLE DISPOSITIVE POWER 2,382,439 shares |
| | 8 | SHARED DISPOSITIVE POWER 0 shares |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,382,439 shares | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.51% ¹ | |
| 12 | TYPE OF REPORTING PERSON (See Instructions) IN | |

¹ Based on 95,051,735 shares of the Issuer's Class A Common Stock outstanding as of May 13, 2024, as reported in the Issuer's Quarterly Report on Form 10 - Q filed with the Securities and Exchange Commission on May 24, 2024.

Item 1 (a). **Name of Issuer:** WM Technology, Inc.

Item 1 (b). **Address of Issuer's Principal Executive Offices:** 41 Discovery, Irvine, California 92618

Item 2 (a). **Name of Person Filing:** James J. Pallotta

Item 2 (b). **Address of Principal Business Office or, if none, Residence:** 2340 Collins Avenue, 5th Floor, Miami Beach, Florida 33139

Item 2 (c). **Citizenship:** Florida

Item 2 (d). **Title of Class of Securities:** Class A Common Stock

Item 2 (e). **CUSIP Number:** 92971A109

Item 3. **If this Statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution, in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution.

Not applicable.

Item 4. Ownership

- (a) **Amount beneficially owned:** See Row 9 of the cover page.
- (b) **Percent of class:** See Row 11 of the cover page.
- (c) **Number of shares as to which such person has:**
 - (i) Sole power to vote or to direct the vote: See Row 5 of the cover page.
 - (ii) Shared power to vote or to direct the vote: See Row 6 of the cover page.
 - (iii) Sole power to dispose or to direct the disposition of: See Row 7 of the cover page.
 - (iv) Shared power to dispose or to direct the disposition of: See Row 8 of the cover page.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 15, 2024

/s/ James J. Pallotta
Name: James J. Pallotta
