

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Sternberg Ophir</u>			2. Issuer Name and Ticker or Trading Symbol <u>MSP Recovery, Inc. [ MSPR ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
2701 LE JEUNE ROAD, FLOOR 10			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CORAL GABLES FL 33134</u>								
(City) (State) (Zip)								

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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/23/2022		M		260,000	A	\$0.00	4,922,500	I	Lionheart Equities LLC <sup>(2)</sup>
Class A Common Stock	05/23/2022		J		2,608,687 <sup>(3)</sup>	D	\$0.00	2,313,813	I	Lionheart Equities, LLC <sup>(2)</sup>
Class A Common Stock	05/23/2022		M		185,000	A	\$0.00	740,000 <sup>(1)</sup>	I	Lionheart Investments, LLC <sup>(4)</sup>
Class A Common Stock	05/23/2022		A		1,000,000	A	\$0.00	1,000,000	I	Star Mountain Equities, LLC <sup>(5)</sup>
Class A Common Stock	05/23/2022		A		1,000,000	A	\$0.00	1,000,000	I	2022 OS Irrevocable <sup>(6)</sup>
Class B Common Stock	05/23/2022		J		4,662,500 <sup>(7)</sup>	D	\$0.00	0	I	Lionheart Equities, LLC <sup>(2)</sup>
Class B Common Stock	05/23/2022		J		555,000 <sup>(7)</sup>	D	\$0.00	0	I	Lionheart Investments, LLC <sup>(4)</sup>

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

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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
Class A Units	\$0.00 <sup>(8)</sup>	05/23/2022		M			260,000	(8)	(8)	Class A Common Stock	260,000	\$0.00	0	I	Lionheart Equities LLC <sup>(2)</sup>
Class A Units	\$0.00 <sup>(8)</sup>	05/23/2022		M			185,000 <sup>(1)</sup>	(8)	(8)	Class A Common Stock	185,000	\$0.00	0	I	Lionheart Investments, LLC <sup>(2)</sup>
Warrants	\$11.5	05/23/2022		A			130,000	06/02/2022	05/23/2027	Class A Common Stock	130,000	\$0.00	130,000	I	Lionheart Equities, LLC <sup>(2)</sup>
Warrants	\$0.00	05/23/2022		J			8,750 <sup>(9)</sup>	(9)	(9)	Class A Common Stock	8,750	\$0.00	121,250	I	Lionheart Equities, LLC <sup>(2)</sup>
Warrants	\$11.5	05/23/2022		A			92,500	06/02/2022	05/23/2027	Class A Common Stock	92,500	\$0.00	92,500	I	Lionheart Investments, LLC <sup>(4)</sup>

Explanation of Responses:

- These shares were previously inadvertently aggregated into the shares owned by Lionheart Equities, LLC ("Sponsor").
- These shares of Class A Common Stock ("Class A Shares") are owned directly by Sponsor, an entity which Mr. Sternberg owns and controls.
- These shares were transferred to certain affiliates of Sponsor in connection with the closing of the Issuer's business combination on May 23, 2022 (the "Business Combination").
- These Class A shares are owned directly by Lionheart Investments, LLC ("Investments"), an entity which Mr. Sternberg owns and controls.
- These Class A shares are owned directly by Star Mountain Equities, LLC, an entity which Mr. Sternberg owns and controls.
- These Class A shares are owned directly by 2022 OS Irrevocable Trust, over which Mr. Sternberg has sole investment and dispositive power as its trustee.

7. Reflects the cancellation for no consideration of Class B Common Stock ("Class B Shares") of the Issuer in connection with the conversion of the Class B Shares into Class A Shares. These Class B Shares were converted into Class A Shares, on a one-for-one basis, in connection with the closing of the Business Combination.

8. Each of these Class A Units were converted into (i) one Class A Share of Issuer and (ii) one-half of one Warrant to purchase a Class A Share of Issuer at an exercise price of \$11.50 per share upon the completion of the combination transaction.

9. The warrants were transferred to certain affiliates of Sponsor in connection with the closing of the Business Combination for no consideration.

**Remarks:**

/s/ Ophir Sternberg

05/25/2022

\*\* 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.

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