

PROSPECTUS SUPPLEMENT NO. 5
(to Prospectus dated May 4, 2024)



LifeWallet
powered by MSP Recovery

MSP Recovery, Inc. d/b/a LifeWallet
5,638,092 Shares of Class A Common Stock

This prospectus supplement no. 5 amends and supplements the prospectus dated May 4, 2024 (as supplemented or amended from time to time, the “Prospectus”), which forms a part of our Registration Statement on Form S-1 (No. 333-268616). This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our Current Report on Form 8-K, filed with the Securities and Exchange Commission (the “SEC”) on June 26, 2024 (the “Current Report”). Accordingly, we have attached the Current Report to this prospectus supplement.

This prospectus relates to the offer and sale from time to time by the selling securityholders named in this prospectus (the “Selling Securityholders”), or their permitted transferees, of up to 5,638,092 shares of our Class A Common Stock, par value \$0.0001 per share, held by the Selling Securityholders (the “Total Resale Shares”), including up to 2,666,667 shares of our Class A Common Stock issuable upon exercise of the Class A Common Stock Underlying Warrant (the “CPIA Warrant”) pursuant to an Amendment to the Claim Proceeds Investment Agreement (the “Amendment”) and a Warrant Agreement (the “Warrant Agreement”) with Brickell Key Investments LP (the “CPIA Holder”). As the exercise price of the CPIA Warrant is only \$0.0025 per share, should the CPIA Holder exercise the CPIA Warrant, we would only receive nominal proceeds therefrom.

Our Common Stock, Public Warrants and New Warrants are listed on Nasdaq under the symbols “LIFW,” “LIFWZ,” and “LIFWW.” On June 26, 2024, the closing price of Common Stock was \$0.4940 per share, the closing price of our Public Warrants was \$0.0574 per warrant and the closing price of our New Warrants was \$0.0039 per warrant.

Investing in our securities involves risks. Before you invest in our securities, please carefully read the information provided in the “Risk Factors” section beginning on page 9 of the Prospectus and any in any applicable prospectus supplement, and Item IA of our Annual Report on Form 10-K for the fiscal year ending December 31, 2023, filed with the SEC on April 15, 2024.

Neither the SEC nor any state securities commission has approved or disapproved of the securities to be issued under the Prospectus or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 27, 2024.

**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): June 26, 2024

MSP Recovery, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39445
(Commission File Number)

84-4117825
(IRS Employer
Identification No.)

2701 Le Jeune Road
Floor 10
Coral Gables, Florida
(Address of Principal Executive Offices)

33134
(Zip Code)

Registrant's Telephone Number, Including Area Code: (305) 614-2222

N/A

(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 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	LIFW	The Nasdaq Global Market
Redeemable warrants, each lot of 25 warrants is exercisable for one share of Class A common stock at an exercise price of \$287.50 per share	LIFWW	The Nasdaq Global Market
Redeemable warrants, each lot of 25 warrants is exercisable for one share of Class A common stock at an exercise price of \$0.0025 per share	LIFWZ	The Nasdaq Global Market

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 5.07 Submission of Matters to a Vote of Security Holders.

On June 26, 2024, MSP Recovery, Inc. d/b/a LifeWallet (the “Company”) held its 2024 Annual Meeting (the “2024 Annual Meeting”) pursuant to the Proxy Statement filed with the SEC on May 15, 2024 (“Proxy Statement”) and mailed on or about May 15, 2024 to LifeWallet stockholders of record at the close of business on April 29, 2024 (the “Record Date”).

Stockholders holding 132,382,525 shares of the Company’s Common Stock (approximately 94.58%) were present at the 2024 Annual Meeting in person or by proxy. Each such stockholder was entitled to one vote for each share of common stock held by such stockholder on the Record Date, and the holders of the Company’s common stock voted together for the election of directors and the other proposals presented to them at the 2024 Annual Meeting.

As more fully described in the Proxy Statement, the following matters were submitted to the Company’s stockholders at the 2024 Annual Meeting: (i) to re-elect the two Class II directors of the Company as Class II directors, each for a term of three years or until their successors are duly elected and qualified or until their earlier resignation or removal; and (ii) to ratify the appointment of Deloitte as the independent registered public accounting firm of the Company for the 2024 fiscal year.

See “ABOUT THE MEETING” in the Proxy Statement for the standards applicable in the 2024 Annual Meeting.

Results of the two proposals:

(i) To re-elect the two Class II directors of the Company as Class II directors, each for a term of three years or until their successors are duly elected and qualified or until their earlier resignation or removal:

	For	Against	Abstain
Michael F. Arrigo	128,482,180	0	165,634
Thomas Hawkins	128,578,011	0	69,803

Having received a majority of the votes cast, Michael F. Arrigo and Thomas Hawkins were reelected as Class II directors of the Company, each for a term of three years or until their successors are duly elected and qualified or until their earlier resignation or removal.

(ii) To ratify the appointment of Deloitte as the independent registered public accounting firm of the Company for the 2024 fiscal year:

	For	Against	Abstain
	132,177,217	37,526	167,782

Having received affirmative votes from a majority of the votes cast, the appointment of Deloitte, LLP as the independent registered public accounting firm of the Company for the 2024 fiscal year was ratified.

SIGNATURES

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.

MSP RECOVERY, INC.

Date: June 26, 2024

By: /s/ Alexandra Plasencia
Alexandra Plasencia, General Counsel
