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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 2, 2024**

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**MSP Recovery, Inc.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39445**  
(Commission  
File Number)

**84-4117825**  
(I.R.S. Employer  
Identification No.)

**2701 Le Jeune Road**  
**Floor 10**  
**Coral Gables, Florida**  
(Address of principal executive offices)

**33134**  
(Zip Code)

**(305) 614-2222**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered pursuant to Section 12(b) of the Act:

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Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common stock, \$0.0001 par value per share	LIFW	The Nasdaq Global Market
Redeemable warrants, each whole warrant 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 whole warrant 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.

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**Item 1.01 Entry into a Material Definitive Agreement.**

As previously disclosed on a Form 8-K filed on April 12, 2024, on April 8, 2024, the Company and YA II PN, Ltd. (“Yorkville”) reached an agreement to, among other things, reduce the Floor Price under the Yorkville Standby Equity Purchase Agreement by and among the Company and Yorkville, dated November 14, 2023 (the “Yorkville SEPA”), from \$1.28 to \$1.00.

On May 2, 2024, the Company and Yorkville reached an agreement to reduce the Floor Price under the Yorkville SEPA, from \$1.00 to \$0.50.

Capitalized but undefined terms have the same meaning as set forth in the Yorkville SEPA.

**Item 9.01. Financial Statements and Exhibits.***(d) Exhibits*

<b>Exhibit Number</b>	<b>Description</b>
10.1	<a href="#">Letter Agreement dated May 2, 2024</a>
10.2	<a href="#">Yorkville SEPA (incorporated by reference to Exhibit 10.10 to the Form 10-Q filed on November 14, 2023)</a>
104	Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL document).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MSP RECOVERY, INC.**

Dated: May 3, 2024

By:	<u><i>/s/ Alexandra Plasencia</i></u>
Name:	Alexandra Plasencia
Title:	General Counsel



**LifeWallet**  
powered by MSP Recovery

**LifeWallet**  
powered by MSP Recovery

May 2, 2024

Mountainside, New Jersey 07092  
Attention: David Fine, Esq.

**Re: MSP Recovery, Inc. Floor Price Adjustment**

Dear Mr. Fine:

Reference is made to the Exchangeable Promissory Notes (“Notes”) issued pursuant to the Standby Equity Purchase Agreement dated November 14, 2023 by and between YA II PN, Ltd. (“Yorkville”) and MSP Recovery, Inc. (“MSP Recovery”).

This letter serves as written notice by MSP Recovery to Yorkville that, effective as of the date hereof, the Floor Price, as defined in paragraph (12)(t) of the Notes, shall be reduced to \$0.50 per share.

Sincerely,

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Name: John H. Ruiz  
Title: Chief Executive Officer

**Acknowledged and agreed:**  
YA II PN, Ltd.  
By: Yorkville Advisors Global, LP  
Its: Investment Manager

By: Yorkville Advisors Global II, LLC  
Its: General Partner

By:

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Name: Matthew Beckman  
Title: Member

