
**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): September 25, 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
(I.R.S. Employer
Identification No.)

3150 SW 38th Avenue
Suite 1100
Miami, Florida
(Address of principal executive offices)

33146
(Zip Code)

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

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
- 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:

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.

Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.07 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

As previously disclosed in the Preliminary Information Statement on Schedule 14C filed by the Company with the Securities and Exchange Commission on September 25, 2024, effective September 25, 2024, the majority stockholders of the Company, beneficial owners of at least 122,893,606 (or 79.3%) of the 155,042,822 shares of the Company's total combined issued and outstanding Company's Class A common stock, par value \$0.0001 ("Class A Common Stock") and Class V common stock, par value \$0.0001 ("Class V Common Stock," and combined with the Class A Common Stock, "Common Stock") executed a written consent to action without meeting, authorizing the Board of Directors of the Company (the "Board") to amend the Company's Second Amended and Restated Certificate of Incorporation, to effect a reverse stock split (the "Reverse Stock Split") of the Company's Common Stock at a reverse stock split ratio ranging from 1:3 to 1:30, and to authorize the Board to determine, at its discretion, the timing of the amendment and the specific ratio of the Reverse Stock Split.

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: September 27, 2024

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



September 6, 2024

MSP Recovery, LLC
3150 S.W. 38 Avenue, Suites 1100 and 1200
Miami, FL 33146
Attention: Mr. John Ruiz

RE: One-time Waiver of Trigger Event Condition under Master Transaction Agreement

Dear John:

Reference is made to the Master Transaction Agreement entered into as of March 9, 2022 (as amended by the amendments thereto dated April 11, 2023, and November 13, 2023, the “*MTA*”) by and among Virage Recovery Master LP, Series MRCS, a series of MDA, Series LLC, John H. Ruiz, Frank C. Quesada, Virage Capital Management LP, MSP Recovery, LLC, La Ley con John H. Ruiz, d/b/a MSP Recovery Law Firm, MSP Law Firm, MSP Recovery, Inc., and Lionheart II Holdings, LLC. Capitalized terms not defined herein have the meaning given such terms in the MTA.

You have requested that should Parent receive a negative going concern opinion from its auditors for the year ending on December 31, 2024 (a “*2024 Negative Opinion*”), that VRM waive such event as a Trigger Event under the MTA. This letter confirms that VRM will waive the receipt by Parent of a 2024 Negative Opinion as a Trigger Event, and, as a result, VRM will not accelerate the VRM Full Return if Parent receives a 2024 Negative Opinion.

The forgoing waiver is a one-time waiver and applies only to a 2024 Negative Opinion. This one-time waiver does not preclude VRM from further exercising its powers or rights under the MTA and does not constitute a course of dealing or other basis for altering any of VRM’s rights or remedies under the MTA or that are available at law or equity. No delay or failure on VRM’s part in the exercise of any power or right under the MTA and any other related documents operates as a waiver of such power or right or as an acquiescence in any default. VRM reserves all rights under the MTA and related documents.

Virage Recovery Master LP

By: Virage Recovery LLC, its general partner

By: _____
Name: Edward Ondarza
Title: Manager

Virage Capital Management LP

By: Virage LLC, its general partner

By: _____
Name: Edward Ondarza
Title: Manager

