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

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
0001883085			<input type="checkbox"/> Corporation
Name of Issuer			<input type="checkbox"/> Limited Partnership
Pagaya Technologies Ltd.			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
ISRAEL			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input checked="" type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			Company
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Pagaya Technologies Ltd.			
Street Address 1	Street Address 2		
AZRIELI SARONA BLDG, 54TH FLOOR	DERECH MENACHEM BEGIN 121		
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
TEL-AVIV	ISRAEL	6701203	(646) 710-7714

3. Related Persons

Last Name	First Name	Middle Name
Krubiner	Gal	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

[Chief Executive officer, Co-Founder and Director](#)

Last Name	First Name	Middle Name
Pardo	Avital	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

[Chief Technology Officer, Co-Founder and Director](#)

Last Name	First Name	Middle Name
Yulzari	Yahav	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Revenue Officer, Co-Founder and Director

Last Name	First Name	Middle Name
Kurlander	Michael	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Financial Officer

Last Name	First Name	Middle Name
Stein	Kevin	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Zeevi	Avi	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Petrozzo	Dan	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Golub	Harvey	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Ungureanu	Mircea	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Pressman	Amy	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Naik	Amol	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[Chief Operating Officer](#)

Last Name	First Name	Middle Name
Rosen	Tami	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[Chief People Officer](#)

Last Name	First Name	Middle Name
Watson	Eric	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[Chief Legal Officer](#)

Last Name	First Name	Middle Name
Vaswani	Ashok	
Street Address 1	Street Address 2	
90 Park Avenue		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[President](#)

4. Industry Group

Agriculture Health Care Retailing
 Banking & Financial Services Biotechnology

- Commercial Banking
- Insurance
- Investing
- Investment Banking
- Pooled Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?

- Yes No

Other Banking & Financial Services

Business Services

Energy

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

Manufacturing

Real Estate

Commercial

Construction

REITS & Finance

Residential

Other Real Estate

Restaurants

Technology

Computers

Telecommunications

Other Technology

Travel

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

Other Travel

Other

5. Issuer Size

- | Revenue Range | OR | Aggregate Net Asset Value Range |
|---|----|---|
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input checked="" type="checkbox"/> Rule 506(b) | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 506(c) | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(a)(5) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| | <input type="checkbox"/> Section 3(c)(7) | |

7. Type of Filing

- New Notice Date of First Sale **2023-05-24** First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |

Option, Warrant or Other Right to Acquire Another Security
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Mineral Property Securities
 Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Recipient CRD Number None
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
Street Address 1 Street Address 2
City State/Province/Country ZIP/Postal Code
State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$75,000,000 USD or Indefinite
Total Amount Sold \$75,000,000 USD
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

3

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that

such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Pagaya Technologies Ltd.	/s/ Michael Kurlander	Michael Kurlander	Chief Financial Officer	2023-06-06

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.