

**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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Perros Evangelos</u>			2. Issuer Name and Ticker or Trading Symbol <u>Pagaya Technologies Ltd. [ PGY ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Financial Officer</b>		
(Last) (First) (Middle) <u>C/O PAGAYA TECHNOLOGIES LTD.</u> <u>90 PARK AVENUE</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2024</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		
(Street) <u>NEW YORK NY 10016</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Ordinary Share	07/01/2024		A		4,166	A	\$0	4,166	D	
Class A Ordinary Share	07/01/2024		S <sup>(1)</sup>		1,750	D	\$12.81	2,416	D	
Class A Ordinary Share	08/01/2024		A		45,546	A	\$0	47,962	D	
Class A Ordinary Share	08/01/2024		S <sup>(1)</sup>		24,171	D	\$13.55	23,791	D	

**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
Restricted Stock Unit	\$0	07/01/2024		A			4,166	(2)	(2)	Class A Ordinary Share	4,166	\$0	8,333	D	
Restricted Stock Unit	\$0	08/01/2024		A			45,546	(3)	(3)	Class A Ordinary Share	45,546	\$0	227,678	D	

**Explanation of Responses:**

- Sale of securities was necessary to satisfy tax withholding obligations arising exclusively from the vesting of a compensatory award.
- 1/4th of the total 33,333 restricted stock units initially subject to this award vested on April 1, 2023, 1/4th of the total units initially subject to this award vested on January 1, 2024 and the remainder of the award vests in equal installments every three months for the 12 months thereafter.
- 1/6th of the total 273,224 restricted stock units subject to this award vest each on August 1, 2024 and January 1, 2025, and the remaining 2/3rd of the grant shall vest over the following 24 months in equal quarterly installments on April 1, 2025, July 1, 2025, October 1, 2025, January 1, 2026, April 1, 2026, July 1, 2026, October 1, 2026 and January 1, 2027.

**Remarks:**

The transactions reported herein are being reported late due to an inadvertent administrative error and not any error of the Reporting Person.

/s/ Natalie Wilmore, Attorney-in-Fact 08/21/2024

\*\* 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.

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.