

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

Pagaya Technologies Ltd.  
(Name of Issuer)

Class A Ordinary Shares, no par value per share  
(Title of Class of Securities)

M7S64L115  
(CUSIP Number)

June 22, 2022  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 13 Pages)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAME OF REPORTING PERSON Tiger Global Private Investment Partners XIV, L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER -0-
	<b>6</b>	SHARED VOTING POWER 62,262,050 Class A Ordinary Shares (including 9,550,792 Class A Ordinary Shares issuable upon exercise of warrants)
	<b>7</b>	SOLE DISPOSITIVE POWER -0-
	<b>8</b>	SHARED DISPOSITIVE POWER 62,262,050 Class A Ordinary Shares (including 9,550,792 Class A Ordinary Shares issuable upon exercise of warrants)
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 62,262,050 Class A Ordinary Shares (including 9,550,792 Class A Ordinary Shares issuable upon exercise of warrants)	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.3%	
<b>12</b>	TYPE OF REPORTING PERSON PN	

<b>1</b>	NAME OF REPORTING PERSON Tiger Global PIP Performance XIV, L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER -0-
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<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.3%	
<b>12</b>	TYPE OF REPORTING PERSON PN	

<b>1</b>	NAME OF REPORTING PERSON Tiger Global PIP Management XIV, Ltd.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
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<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.3%	
<b>12</b>	TYPE OF REPORTING PERSON OO	

<b>1</b>	NAME OF REPORTING PERSON Tiger Global Management, LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER -0-
	<b>6</b>	SHARED VOTING POWER 69,762,050 Class A Ordinary Shares (including 9,550,792 Class A Ordinary Shares issuable upon exercise of warrants)
	<b>7</b>	SOLE DISPOSITIVE POWER -0-
	<b>8</b>	SHARED DISPOSITIVE POWER 69,762,050 Class A Ordinary Shares (including 9,550,792 Class A Ordinary Shares issuable upon exercise of warrants)
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 69,762,050 Class A Ordinary Shares (including 9,550,792 Class A Ordinary Shares issuable upon exercise of warrants)	
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<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 14.9%	
<b>12</b>	TYPE OF REPORTING PERSON OO, IA	

<b>1</b>	NAME OF REPORTING PERSON Charles P. Coleman III	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER -0-
	<b>6</b>	SHARED VOTING POWER 69,762,050 Class A Ordinary Shares (including 9,550,792 Class A Ordinary Shares issuable upon exercise of warrants)
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<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 14.9%	
<b>12</b>	TYPE OF REPORTING PERSON IN, HC	

<b>1</b>	NAME OF REPORTING PERSON Scott Shleifer	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER -0-
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<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 14.9%	
<b>12</b>	TYPE OF REPORTING PERSON IN, HC	

**Item 1(a). NAME OF ISSUER**

Pagaya Technologies Ltd. (the “Issuer”)

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

Azrieli Saron Bldg, 54th Floor  
121 Derech Menachem Begin  
Tel-Aviv 6701203, Israel

**Item 2(a). NAME OF PERSON FILING**

Tiger Global Private Investment Partners XIV, L.P.  
Tiger Global PIP Performance XIV, L.P.  
Tiger Global PIP Management XIV, Ltd.  
Tiger Global Management, LLC  
Charles P. Coleman III  
Scott Shleifer

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

Tiger Global Private Investment Partners XIV, L.P.  
Tiger Global PIP Performance XIV, L.P.  
Tiger Global PIP Management XIV, Ltd.  
c/o Campbells Corporate Services Limited  
P.O. Box 268  
Floor 4 Willow House  
Cricket Square  
Grand Cayman KY1-1104  
Cayman Islands

Tiger Global Management, LLC  
9 West 57th Street  
35th Floor  
New York, New York 10019

Charles P. Coleman III  
c/o Tiger Global Management, LLC  
9 West 57th Street  
35th Floor  
New York, New York 10019

Scott Shleifer  
c/o Tiger Global Management, LLC  
9 West 57th Street  
35th Floor  
New York, New York 10019



The foregoing persons are hereinafter sometimes collectively referred to as the “Reporting Persons.”

The filing of this statement should not be construed as an admission that any Reporting Person is, for the purposes of Section 13 of the Securities Exchange Act of 1934, as amended, the beneficial owner of the Class A Ordinary Shares reported herein.

**Item 2(c). CITIZENSHIP**

Tiger Global Private Investment Partners XIV, L.P. – Cayman Islands limited partnership  
Tiger Global PIP Performance XIV, L.P. – Cayman Islands limited partnership  
Tiger Global PIP Management XIV, Ltd. – Cayman Islands exempted company  
Tiger Global Management, LLC – Delaware limited liability company  
Charles P. Coleman III – United States citizen  
Scott Shleifer – United States citizen

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Class A ordinary shares, no par value per share (“Class A Ordinary Shares”)

**Item 2(e). CUSIP NUMBER**

M7S64L115

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP**

The percentages set forth herein are calculated based upon 458,951,979 Class A Ordinary Shares as disclosed by the Issuer to the Reporting Persons and assumes the exercise of the warrants reported herein.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover pages of the Reporting Persons and is incorporated herein by reference.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

All securities reported in this Schedule 13G are owned by advisory clients of Tiger Global Management, LLC and/or its related persons' proprietary accounts. Other than the Reporting Persons disclosed herein, none of such persons individually own more than 5% of the Issuer's outstanding shares.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each Reporting Person hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: July 5, 2022

Tiger Global Private Investment Partners XIV, L.P.  
By: Tiger Global PIP Performance XIV, L.P., its General Partner  
By: Tiger Global PIP Management XIV, Ltd., its General Partner

/s/ Charles P. Coleman III  
Signature  
/s/ Charles P. Coleman III  
Director

Tiger Global PIP Performance XIV, L.P.  
By: Tiger Global PIP Management XIV, Ltd., its General Partner

/s/ Charles P. Coleman III  
Signature

Charles P. Coleman III  
Director

Tiger Global PIP Management XIV, Ltd.

/s/ Charles P. Coleman III  
Signature

Charles P. Coleman III  
Director

Tiger Global Management, LLC

/s/ Charles P. Coleman III  
Signature

/s/ Charles P. Coleman III  
Managing Member

Charles P. Coleman III

/s/ Charles P. Coleman III  
Managing member

Scott Shleifer

/s/ Scott Shleifer  
Signature

## Exhibit A

**JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: July 5, 2022

Tiger Global Private Investment Partners XIV, L.P.  
By: Tiger Global PIP Performance XIV, L.P., its General Partner  
By: Tiger Global PIP Management XIV, Ltd., its General Partner

/s/ Charles P. Coleman III  
Signature

Charles P. Coleman III  
Director

Tiger Global PIP Performance XIV, L.P.  
By: Tiger Global PIP Management XIV, Ltd., its General Partner

/s/ Charles P. Coleman III  
Signature

Charles P. Coleman III  
Director

Tiger Global PIP Management XIV, Ltd.

/s/ Charles P. Coleman III  
Signature

Charles P. Coleman III  
Director

Tiger Global Management, LLC

/s/ Charles P. Coleman III  
Signature

Charles P. Coleman III  
Managing Member

Charles P. Coleman III

/s/ Charles P. Coleman III  
Signature

Scott Shleifer

/s/ Scott Shleifer  
Signature