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The reader should not assume that the information is accurate and complete.

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)

[0001883085](#)

Name of Issuer

[Pagaya Technologies Ltd.](#)

Jurisdiction of Incorporation/Organization

[ISRAEL](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous
Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Company

2. Principal Place of Business and Contact Information

Name of Issuer

[Pagaya Technologies Ltd.](#)

Street Address 1

[AZRIELI SARONA BLDG, 54TH FLOOR](#)

Street Address 2

[DERECH MENACHEM BEGIN 121](#)

City

[TEL-AVIV](#)

State/Province/Country

[ISRAEL](#)

ZIP/PostalCode

[6701203](#)

Phone Number of Issuer

[\(646\) 710-7714](#)

3. Related Persons

Last Name

[Krubiner](#)

First Name

[Gal](#)

Middle Name

Street Address 1

[90 Park Avenue](#)

Street Address 2

State/Province/Country

[NEW YORK](#)

ZIP/PostalCode

[10016](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

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

Last Name

[Pardo](#)

First Name

[Avital](#)

Middle Name

Street Address 1

[90 Park Avenue](#)

Street Address 2

State/Province/Country

[NEW YORK](#)

ZIP/PostalCode

[10016](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

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

Last Name

[Yulzari](#)

First Name

[Yahav](#)

Middle Name

Street Address 1

[90 Park Avenue](#)

Street Address 2

State/Province/Country

[NEW YORK](#)

ZIP/PostalCode

[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
Glasgow	Richmond	
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):

General Counsel

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

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

Ungureanu

First Name

Mircea

Middle Name

Street Address 1

90 Park Avenue

Street Address 2

City

New York

State/Province/Country

NEW YORK

ZIP/PostalCode

10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

Pressman

First Name

Amy

Middle Name

Street Address 1

90 Park Avenue

Street Address 2

City

New York

State/Province/Country

NEW YORK

ZIP/PostalCode

10016

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group Agriculture

Banking & Financial Services

 Commercial Banking Insurance Investing Investment Banking Pooled Investment FundIs 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 Care

 Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Manufacturing

Real Estate

 Commercial Construction REITS & Finance Residential Other Real Estate Retailing 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

 No Revenues No Aggregate Net Asset Value \$1 - \$1,000,000 \$1 - \$5,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$5,000,001 - \$25,000,000 \$25,000,001 - \$50,000,000 \$25,000,001 -
\$100,000,000 \$50,000,001 - \$100,000,000 Over \$100,000,000 Over \$100,000,000

Decline to Disclose
 Not Applicable

Decline to Disclose
 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 [2023-01-05](#) 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 |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> 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 (Associated) Broker or Dealer <input checked="" type="checkbox"/> None	Recipient CRD Number <input checked="" type="checkbox"/> None (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
Street Address 1	Street Address 2	ZIP/Postal Code
City	State/Province/Country	
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount \$17,463,445 USD or Indefinite
Total Amount Sold \$17,463,445 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:

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/ Richmond Glasgow	Richmond Glasgow	General Counsel	2023-01-20

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.