

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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>Barrett David Michael</u> <hr/> (Last) (First) (Middle) C/O EXPENSIFY, INC. 401 SW 5TH AVE <hr/> (Street) PORTLAND OR 97204 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Expensify, Inc. [EXFY]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer		
			3. Date of Earliest Transaction (Month/Day/Year) 09/15/2024					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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 Common Stock	09/15/2024		M		14,464	A	(1)	184,915	D	
Class A Common Stock	09/16/2024		S		11,095 ⁽²⁾	D	\$2.28 ⁽³⁾	173,820	D	
Class A Common Stock	09/17/2024		A		5,804 ⁽⁴⁾	A	\$0	179,624	D	
Class A Common Stock	09/17/2024		S		2,173 ⁽⁵⁾	D	\$2.27 ⁽⁶⁾	177,451	D	
Class A Common Stock								2,567,093	I	See note ⁽⁷⁾

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	Amount or Number of Shares				
Restricted Stock Units	(1)	09/15/2024		M			14,464	(8)	12/15/2029	Class A Common Stock	14,464	\$0	289,262	D	
Restricted Stock Units	(9)	09/15/2024		M			14,464	(8)	12/15/2029	LT50 Common Stock	14,464	\$0	289,262	D	
LT50 Common Stock	(9)(10)	09/15/2024		M			14,464	(10)	(10)	Class A Common Stock	14,464	\$0	173,558	I	See note ⁽¹¹⁾
LT50 Common Stock	(10)							(10)	(10)	Class A Common Stock	3,583,249		3,583,249	I	See note ⁽⁷⁾ (11)

Explanation of Responses:

- Each restricted stock unit ("RSU") represents the contingent right to receive one share of Class A common stock. This transaction represents the settlement of vested RSUs in shares of Class A Common Stock.
- Represents the Reporting Person's pro rata portion of the total shares sold on the transaction date to cover taxes upon the vesting of RSUs for certain employees of the Issuer.
- The price reported in Column 4 is a weighted average price of all shares sold on the transaction date by the Issuer's broker to cover taxes upon the vesting of RSUs for certain employees of the Issuer. These shares were sold in multiple transactions at prices ranging from \$2.25 to \$2.32, inclusive. The reporting person undertakes to provide to Expensify, Inc., any security holder of Expensify, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- Shares granted as matched shares pursuant to the Expensify, Inc. 2021 Stock Purchase and Matching Plan ("SPMP").
- Represents the Reporting Person's pro rata portion of the total shares sold on the transaction date to cover taxes for shares granted as matched shares under the SPMP for certain employees of the Issuer.
- The price reported in Column 4 is a weighted average price of all shares sold on the transaction date by the Issuer's broker to cover taxes for shares granted as matched shares under the SPMP for certain employees of the Issuer. These shares were sold in multiple transactions at prices ranging from \$2.23 to \$2.33, inclusive. The reporting person undertakes to provide to Expensify, Inc., any security holder of Expensify, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- By Barrett Trust LLC, a manager-managed limited liability company. The investment and voting decisions of Barrett Trust LLC are made by its manager, the Reporting Person, and its controlling member is the Barrett Family Trust, for which the Reporting Person serves as trustee.
- The RSUs vest 12.5% on September 15, 2022 and 1/32nd each quarter thereafter, on December 15th, March 15th, June 15th, and September 15th.
- Each RSU represents the contingent right to receive one share of LT50 common stock. This transaction represents the settlement of vested RSUs in shares of LT50 Common Stock.
- The LT50 Common Stock is convertible into the Issuer's Class A Common Stock on a one-to-one basis only upon, and generally cannot be transferred without, satisfaction of certain notice and other requirements, including a notice period of 50 months. The LT50 Common Stock will automatically convert into shares of the Issuer's Class A Common Stock on a one-to-one basis at such time as all of the then-outstanding shares of LT10 and LT50 Common Stock represent, in the aggregate, less than 2% of all then-outstanding shares of common stock.
- Deposited into the Expensify Voting Trust (the "Voting Trust"). The Reporting Person retains investment control and dispositive power over the shares deposited into the Voting Trust.

Remarks:

/s/ Ryan Schaffer, as attorney-in- 09/19/2024

[fact](#)

** 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.

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