FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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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1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Herrick Glen William	**PATHWARD FINANCIAL, INC. [CASH]**	X Director ____ 10% Owner X Officer (give title below) ____ Other (specify below) **EVP, CCRO**
(Last) (First) (Middle) **C/O PATHWARD FINANCIAL, INC., 5501 S BROADBAND LANE**	3. Date of Earliest Transaction (Month/Day/Year) **9/20/2022**	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street) **SIOUX FALLS, SD 57108**	4. If Amendment, Date Original Filed (Month/Day/Year)	X Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
(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			
Common Stock	**9/20/2022**		**A**		**[1] 19,726**	**A**	**$0.00**	**[2] 83,933**	**D**	
Common Stock	**9/21/2022**		**F**		**[3] 7,701**	**D**	**$21.91**	**76,232**	**D**	
Common Stock	**9/21/2022**		**F**		**[4] 1,000**	**D**	**$21.91**	**75,232**	**D**	
Common Stock								**1,000**	**I**	**401K**

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Trans. 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		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				

Explanation of Responses:

(1) Reflects shares of common stock surrendered to the Company to satisfy tax withholding obligations in connection with the vesting of restricted stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herrick Glen William **C/O PATHWARD FINANCIAL, INC** **5501 S BROADBAND LANE** **SIOUX FALLS, SD 57108**			**CCRO, EVP**	

Signatures

Chester Huber, attorney-in-fact	**10/4/2022**
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 control number.

AMENDED AND RESTATED

POWER OF ATTORNEY

Know all by these presents, that the undersigned, hereby constitutes and appoints each of Jennifer Garner, Mary Beth Grove, Chance Usher and Robin Trimble, signing singly, such person's true and lawful attorney-in-fact to:

(1) execute for and on behalf of such person, with respect to holdings of, and transactions in, securities of Fathwood Financial, Inc. ("Fathwood"), Form 3, 4 and 5, and any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation of the SEC;

(2) execute for and on behalf of such person, with respect to holdings of, and transactions in, securities of Fathwood Financial, Inc. ("Fathwood"), Form 3, 4 and 5, and any amendments thereto, in accordance with Section 16(a) of the Exchange Act and the rules thereunder;

(3) execute for and on behalf of such person any Schedules 13D or 13G, and any amendments thereto, relating to securities of Fathwood, in accordance with Section 13(d) of the Exchange Act and the rules thereunder;

(4) do and perform any and all acts for and on behalf of such person which may be necessary or desirable to complete and execute any such Form 3, 4 and 5, Schedule 13D or 13G, and any amendments thereto, and file any such form with the SEC and any stock exchange or similar authority; and

(5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, such person, it being understood that the documents executed by such attorney-in-fact on behalf of such person pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such person might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is Fathwood assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, 4 or 5 or Schedule 13D or 13G with respect to the holdings of, and transactions in, Fathwood securities by the undersigned, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of September, 2022.

/s/ Glen W. Herrick

Glen W. Herrick