

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

FORM 8-K/A
(Amendment No. 1)

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): March 4, 2024

SoFi Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

234 1st Street
San Francisco, California
(Address of principal executive offices)

001-39606
(Commission
File Number)

98-1547291
(I.R.S. Employer
Identification No.)

94105
(Zip Code)

(855) 456-7634
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value per share	SOFI	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

On March 8, 2024, SoFi Technologies, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Original Form 8-K”) with the Securities and Exchange Commission. This amendment (this “Amendment”) to the Original Form 8-K supplements Item 1.01 and Item 3.02 of the Original Form 8-K, each under the heading “Exchange Transactions” thereto, to include the number of shares of the Company’s common stock issued at the settlement of the Exchange Agreements described in the Original Form 8-K. Except as set forth in this Amendment, the Original Form 8-K remains unchanged.

Item 1.01 Entry into a Material Definitive Agreement.*Exchange Transactions*

On March 25, 2024 and March 26, 2024, the Company issued an aggregate of 72,621,879 shares of common stock in the settlement of the transactions contemplated by the Exchange Agreements.

Item 3.02 Unregistered Sales of Equity Securities.*Exchange Transactions*

The information under the heading “Exchange Transactions” in Item 1.01 of this Amendment is incorporated by reference into this Item 3.02. The Company issued the shares of common stock pursuant to the Exchange Agreements in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended. The Company relied on this exemption from registration based in part on representations made by the holders of 2026 notes party to the Exchange Agreements.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SoFi Technologies, Inc.

Date: March 26, 2024

By: /s/ Christopher Lapointe
Name: Christopher Lapointe
Title: Chief Financial Officer