

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

**AMENDMENT NO. 2**

TO

**FORM S-1**

**REGISTRATION STATEMENT**

UNDER  
THE SECURITIES ACT OF 1933

**MSP RECOVERY, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

7374  
(Primary Standard Industrial  
Classification Code Number)

84-4117825  
(I.R.S. Employer  
Identification Number)

3150 SW 38th Street, Suite 1100  
Miami, Florida 33146  
Telephone: (305) 614-2222

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Alexandra Plasencia  
MSP Recovery, Inc.  
3150 SW 38th Avenue, Suite 1100  
Coral Gables, Florida 33146  
Telephone: (305) 614-2222

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

Steven Canner  
Baker & McKenzie LLP  
452 Fifth Avenue  
New York, New York 10018  
Telephone: (212) 626-4884

Jeremy L. Moore  
Baker & McKenzie LLP  
700 Louisiana Street  
Houston, Texas 77002  
Telephone: (713) 427-5000

**Approximate date of commencement of proposed sale to the public:** From time to time after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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**EXPLANATORY NOTE**

MSP Recovery, Inc. “is filing this Amendment No. 2 to the Registration Statement on Form S-1 of (File No. 333-279958) (the “Registration Statement”) as an exhibits-only filing. Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16(a) of Part II of the Registration Statement, the signature page to the Registration Statement, and the filed exhibit. The remainder of this Registration Statement is unchanged and has therefore been omitted.

**The date of this prospectus is September 17, 2024.**

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**PART II INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

(a) *Exhibits.* The following exhibits are being filed herewith:

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Form	File No.	Exhibit	
5.1*	<a href="#">Opinion of Baker McKenzie LLP</a>				

\* Filed herewith.

### Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Coral Gables, State of Florida, on September 17, 2024.

MSP Recovery, Inc.

By: /s/ John H. Ruiz

Name: John H. Ruiz

Title: Chief Executive Officer and Director

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints John H. Ruiz and Alexandra Plasencia as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead in any and all capacities, in connection with this registration statement, including to sign in the name and on behalf of the undersigned, this registration statement and any and all amendments thereto, including post-effective amendments and registrations filed pursuant to Rule 462 under the U.S. Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated:

Name	Title	Date
<u>/s/ John H. Ruiz</u> John H. Ruiz	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	September 17, 2024
<u>/s/ Francisco Rivas-Vásquez</u> Francisco Rivas-Vásquez	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2024
<u>/s/ Frank C. Quesada</u> Frank C. Quesada	Director	September 17, 2024
<u>/s/ Ophir Sternberg</u> Ophir Sternberg	Director	September 17, 2024
<u>/s/ Beatriz Assapimonwait</u> Beatriz Assapimonwait	Director	September 17, 2024
<u>/s/ Michael Arrigo</u> Michael Arrigo	Director	September 17, 2024
<u>/s/ Thomas W. Hawkins</u> Thomas W. Hawkins	Director	September 17, 2024
<u>/s/ Roger Meltzer</u> Roger Meltzer	Director	September 17, 2024

# Baker McKenzie.

**Baker & McKenzie LLP**

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United States

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September 17, 2024

MSP Recovery, Inc.  
3150 SW 38th Avenue, Suite 1100  
Coral Gables, Florida 33146

RE: Registration Statement on Form S-1 for MSP Recovery, Inc.

Ladies and Gentlemen:

We are acting as special securities counsel for MSP Recovery, Inc., a Delaware corporation (the “Company”), in connection with Amendment No. 2 to the Company’s Registration Statement on Form S-1 (Registration No. 333-279958) filed under the U.S. Securities Act of 1933, as amended (the “Securities Act”), with the U.S. Securities and Exchange Commission (the “SEC”) on or about September 17, 2024 (such registration statement, as amended by Amendment No. 2, the “Registration Statement”) relating to the offering and resale by the selling shareholders named therein (the “Selling Shareholders”) named in the prospectus contained in the Registration Statement of up to 9,956,415 shares of Class A common stock, par value \$0.0001 per share (the “Common Stock”) issued or issuable to certain Selling Shareholders (the “Selling Securityholder Shares”), including up to 5,000,000 shares of Common Stock issuable upon exercise of warrants (the “VRM Warrants”) issued to Virage Recovery Master, LP (“VRM”) pursuant to the MTA Amendment No. 2 and Amendment to the Amended and Restated Security Agreement (the “Second Virage MTA Amendment”) dated November 13, 2023, and 500,000 shares of our Class A Common Stock issued to Virage Recovery Participation LP (“VRP”), and up to 2,500,000 shares of our Class A Common Stock issuable upon exercise of warrants (the “VRP Warrants”) issued to VRP pursuant to the VRP Warrant Agreement (the “VRP Warrant Agreement”) dated May 23, 2024, in partial satisfaction of amounts owed by the Company pursuant to that certain Services Agreement dated May 20, 2022 between Virage Capital Management LP (“Virage”) and the Company, and 1,956,415 shares of our Class A Common Stock issued to Palantir Technologies, Inc. (“Palantir”) pursuant to a services agreement, as amended from time to time (the “Services Agreement”).

In reaching the opinions set forth herein, we have examined the originals, or photostatic or certified copies of, (i) the second amended and restated certificate of incorporation of the Company, (ii) the amended and restated bylaws of the Company, (iii) the Registration Statement, (iv) the prospectus contained within the Registration Statement, (v) the Second Virage MTA Amendment, incorporated by reference as Exhibit 10.36 to the Registration Statement, (vi) the VRM Warrant Agreements, incorporated by reference as Exhibits 4.8 through 4.15, (vii) the VRP Warrant Agreement, incorporated by reference as Exhibit 4.17 to the Registration Statement and (viii) such other corporate records, agreements, documents and instruments and certificates or comparable documents of public officials and officers and representatives of the Company as we have deemed necessary or appropriate for the expression of the opinions contained herein.

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In rendering the opinions contained herein, we have assumed the genuineness of all signatures on all documents examined by us, the legal capacity of all natural persons signing such documents, the due authority of all parties signing such documents, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as photostatic or certified copies and the authenticity of the originals of such copies.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that:

1. With respect to Selling Securityholder Shares that are currently outstanding and are to be offered and sold from time to time by the Selling Shareholders, such Selling Securityholder Shares have been duly and validly authorized and are validly issued, fully paid and non-assessable.
2. With respect to Selling Securityholder Shares that are issued from time to time upon the exercise of the VRP Warrants and VRM Warrants, when issued and paid for upon the exercise of each of the VRP Warrant Agreement and the VRM Warrant Agreement in accordance with its terms, such Selling Securityholder Shares will be duly and validly authorized and will be validly issued, fully paid and non-assessable.

We express no opinion to the extent that, notwithstanding its current reservation of shares of common stock for future issuance, future issuances of securities of the Company and/or adjustments to outstanding securities of the Company cause such VRP Warrants and VRM Warrants to be convertible into more shares of the common stock than the number that then remain authorized but unissued.

The opinions expressed above are limited to the General Corporation Law of the State of Delaware and the federal laws of the United States of America. We do not purport to cover herein the application of the securities or "Blue Sky" laws of the various states.

This opinion letter is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated. We hereby consent to the use of our opinion as herein set forth as an exhibit to the Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder or Item 509 of Regulation S-K.

Very truly yours,

*/s/ Baker & McKenzie LLP*

BAKER & MCKENZIE LLP

