(Street) **CORAL** 

**GABLES** 

FL

33134

FORM 3

# **UNITED STATES SECURITIES AND EXCHANGE** COMMISSION

Washington, D.C. 20549

## OMB APPROVAL 3235-

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### INITIAL STATEMENT OF 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 2. Date of Event 3. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person Requiring Statement (Month/Day/Year) MSP Recovery, Inc. MSPR Ruiz John Hasan 05/23/2022 4. Relationship of Reporting Person(s) to 5. If Amendment, Date of Original (Last) (First) (Middle) Issuer Filed (Month/Day/Year) (Check all applicable) 06/02/2022 C/O MSP RECOVERY, INC. X 10% Owner 2701 S LE JEUNE ROAD, FLOOR Officer (give Other (specify title below) below) 6. Individual or Joint/Group Filing (Check Applicable Line) Chief Executive Officer Form filed by One Reporting (Street) Person **CORAL** Form filed by More than One FL 33134 **GABLES** Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security (Instr. 4) 2 Amount of Securities 3 Ownership 4. Nature of Indirect Beneficial Beneficially Owned (Instr. Form: Direct Ownership (Instr. 5) (D) or Indirect (I) (Instr. 5) **Table II - Derivative Securities Beneficially Owned** (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of Securities 6. Nature of **Underlying Derivative Security (Instr. 4)** (Instr. 4) **Expiration Date** Conversion Ownership Indirect (Month/Day/Year) or Exercise Form: Beneficial Direct (D) Ownership (Instr. Price of **Expiration Amount or Number of** Derivative or Indirect Security Exercisable Date Title **Shares** (I) (Instr. 5) Class A Common See notes(1)(4)(5) (2) (2) (2) LLC Units 2,119,157,566(3)(4)(5) I Stock 1. Name and Address of Reporting Person Ruiz John Hasan (Middle) (Last) (First) C/O MSP RECOVERY, INC. 2701 S LE JEUNE ROAD, FLOOR 10 (Street) **CORAL** FL 33134 **GABLES** (City) (State) (Zip) 1. Name and Address of Reporting Person Ruiz Group Holdings LLC (Last) (First) (Middle) C/O MSP RECOVERY, INC. 2701 S LE JEUNE ROAD, FLOOR 10

(City)	(State)	(Zip)
1. Name and Address of Reporting Person* <u>Jocral Family Ltd Liability Limited</u> <u>Partnership</u>		
(Last) C/O MSP RECO 2701 S LE JEU	(First) OVERY, INC. NE ROAD, FLOC	(Middle)  OR 10
(Street) CORAL GABLES	FL	33134
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*  John H. Ruiz Revocable Living Trust		
(Last) (First) (Middle) C/O MSP RECOVERY, INC. 2701 S LE JEUNE ROAD, FLOOR 10		
(Street) CORAL GABLES	FL	33134
(City)	(State)	(Zip)
Name and Address of Reporting Person*     Ruiz Mayra Cristina		
(Last) (First) (Middle) C/O MSP RECOVERY, INC. 2701 S LE JEUNE ROAD, FLOOR 10		
(Street) CORAL GABLES	FL	33134
(City)	(State)	(Zip)

## Explanation of Responses:

- 1. This form is being filed by the following reporting persons: John H. Ruiz; Ruiz Group Holdings Limited, LLC; Jocral Family LLLP; John H. Ruiz Revocable Living Trust; and Mayra Ruiz (collectively, the "Reporting Persons"). John H. Ruiz Revocable Living Trust is the general partner of Jocral Family LLLP. Mr. Ruiz and Mayra Ruiz are co-trustees of John H. Revocable Living Trust. Mr. Ruiz is the manager of Ruiz Group Holdings Limited, LLC. Because of the relationships among the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective pecuniary interests. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- 2. Represents LLC units ("LLC Units") of Lionheart II Holdings, LLC ("Opco"), which are each paired with one share of Class V Common Stock, par value \$0.0001 per share, of the Issuer ("Class V Common Stock"). Each share of Class V Common Stock has the same voting rights as a share of Class A common stock, par value \$0.0001 per share, of the Issuer ("Class A Common Stock"), but no economic rights. Pursuant to the first amended and restated limited liability company agreement of Opco, dated as of May 23, 2022 (the "LLC Agreement"), the LLC Units have no expiration date and each LLC Unit, together with a share of Class V Common Stock, is exchangeable for one share of Class A Common Stock.
- 3. Pursuant to the LLC Agreement, the Reporting Persons, are also obligated to sell LLC Units to the Issuer upon the delivery of a notice by the Issuer in connection with the exercise of certain warrants, as disclosed in the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 27, 2022 (the "New Warrant Repurchase").
- 4. Represents LLC Units directly held as follows: 1,387,146,477 by Jocral Family LLLP; 442,576,489 by Ruiz Group Holdings Limited, LLC; 50,169,200 by John H. Ruiz Revocable Living Trust; and 289,434,600 by Series MRCS, a series of MDA Series, LLC ("Series MCRS"). Mr. Ruiz is a member of Series MRCS and has a pecuniary interest in such LLC Units.
- 5. Includes (i) 4,200,000 LLC Units being held in escrow to cover potential indemnification obligations under the MIPA, (ii) 45,500,001 LLC Units being held in escrow to ensure that Virage Recovery Master LP ("VRM") receives full payment pursuant to the terms of the Master Transaction Agreement, dated as of March 9, 2022, by and among VRM, Series MRCS, a series of MDA, Series LLC, the Reporting Person, Frank C. Quesada, Virage Capital Management LP, MSP Recovery, LLC, La Ley con John H. Ruiz, d/b/a MSP Recovery Law Firm, MSP Law Firm, the Issuer and Opco, and (iii) 720,300,016 LLC Units being held in escrow to satisfy the sales to the Issuer in the New Warrant Repurchase.
- 6. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

#### Remarks:

This amendment is being filed to include the SEC filing code for John H. Ruiz Revocable Living Trust, the reporting person, which was not available at the time of the original filing. Exhibit 24.1 - Power of Attorney for John Ruiz, incorporated herein by reference Exhibit 24.2 Power of Attorney for Mayra Ruiz, incorporated herein by reference Exhibit 99.1 Joint Filer Information, incorporated herein by reference

\*\* 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 5 (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 Number.

Exhibit 99.1

Joint Filer Information

Name of Joint Filer: John H. Ruiz

Address of Joint Filer: c/o MSP Recovery, Inc.

2701 S Le Jeune Road, Floor 10 Coral Gables, Florida 33134

Issuer Name and Ticker or Trading

Symbol: MSP Recovery, Inc. [MSPR]

Relationship of Reporting Person(s)

to Issuer: Chief Executive Officer; Director;

10% Owner

Date of Event Requiring this Statement

(Month/Day/Year): 5/23/22

Designated Filer: John H. Ruiz

Signature:

/s/ John H. Ruiz

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John H. Ruiz

Date: 6/2/22

Exhibit 99.1

Joint Filer Information

Name of Joint Filer: Ruiz Group Holdings Limited, LLC

Address of Joint Filer: c/o MSP Recovery, Inc.

2701 S Le Jeune Road, Floor 10 Coral Gables, Florida 33134

Issuer Name and Ticker or Trading

Symbol: MSP Recovery, Inc. [MSPR]

Relationship of Reporting Person(s)

to Issuer: 10% Owner; Director by Deputization

Date of Event Requiring this Statement

(Month/Day/Year): 5/23/22

Designated Filer: John H. Ruiz

Signature:

RUIZ GROUP HOLDINGS LIMITED, LLC

By: /s/ John H. Ruiz

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Name: John H. Ruiz Title: Manager

Exhibit 99.1

Joint Filer Information

Name of Joint Filer: Jocral Family LLLP

Address of Joint Filer: c/o MSP Recovery, Inc.

2701 S Le Jeune Road, Floor 10

Coral Gables, Florida 33134

Issuer Name and Ticker or Trading

Symbol:

MSP Recovery, Inc. [MSPR]

Relationship of Reporting Person(s)

to Issuer:

10% Owner; Director by Deputization

Date of Event Requiring this Statement

(Month/Day/Year):

Designated Filer:

John H. Ruiz

5/23/22

Signature:

JOCRAL FAMILY LLLP

By: John H. Ruiz Revocable Living Trust

Title: General Partner

/s/ John H. Ruiz

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By: John H. Ruiz Title: Co-Trustee

Exhibit 99.1

Joint Filer Information

Name of Joint Filer: John H. Ruiz Revocable Living Trust

Address of Joint Filer: c/o MSP Recovery, Inc.

2701 S Le Jeune Road, Floor 10 Coral Gables, Florida 33134

Issuer Name and Ticker or Trading

Symbol:

MSP Recovery, Inc. [MSPR]

Relationship of Reporting Person(s)

to Issuer:

10% Owner; Director by Deputization

Date of Event Requiring this Statement

(Month/Day/Year):

5/23/22

Designated Filer:

John H. Ruiz

Signature:

JOHN H. RUIZ REVOCABLE LIVING TRUST

/s/ John H. Ruiz

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By: John H. Ruiz Title: Co-Trustee

Exhibit 99.1

Joint Filer Information

Name of Joint Filer: Mayra Ruiz

Address of Joint Filer: c/o MSP Recovery, Inc.

2701 S Le Jeune Road, Floor 10 Coral Gables, Florida 33134

Issuer Name and Ticker or Trading

Symbol:

MSP Recovery, Inc. [MSPR]

Relationship of Reporting Person(s)

to Issuer: 10% Owner; Director by Deputization

Date of Event Requiring this Statement
(Month/Day/Year):

Designated Filer:

5/23/22

John H. Ruiz

Signature:

/s/ Alexandra Plasencia

Attorney-in-fact for Mayra Ruiz

Date: 6/2/22