

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

**Form S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**FINWISE BANCORP**

(Exact name of registrant as specified in its charter)

Utah  
(State or other jurisdiction of  
incorporation or organization)

6022  
(Primary Standard Industrial  
Classification Code Number)

83-0356689  
(IRS Employer  
Identification No.)

756 East Winchester  
Suite 100  
Murray, UT 84107  
(801) 501-7200

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Kent Landvatter  
President and Chief Executive Officer  
756 East Winchester  
Suite 100  
Murray, UT 84107  
(801) 501-7200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Peter G. Smith, Esq.  
Terrence Shen, Esq.  
Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, NY 10036  
(212) 715-9100

Beth A. Whitaker, Esq.  
Heather Archer Eastep, Esq.  
Hunton Andrews Kurth LLP  
1445 Ross Avenue, Suite 3700  
Dallas, TX 75202  
(214) 979-3000

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No. 333-257929

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)(3)
Common Stock, \$0.001 par value per share	365,910	\$10.50	\$3,842,055	\$356.16

- The Registrant is registering 365,910 shares of common stock, par value \$0.001 (the "Common Stock") pursuant to this Registration Statement, which includes 47,728 shares which the underwriters have the option to purchase. Does not include shares of Common Stock that the Registrant previously registered on Registration Statement on Form S-1 (File No. 333-257929), as amended (the "Registration Statement").
- The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act").
- The Registrant previously registered 4,665,173 shares of its Common Stock having a proposed maximum aggregate offering price of \$69,977,595 on the Registration Statement, which was declared effective by the Securities and Exchange Commission on November 18, 2021. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$3,842,055 is hereby registered, which includes securities issuable upon the exercise of the underwriters' option to purchase additional shares of Common Stock.



## EXPLANATORY NOTE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, FinWise Bancorp (the “Company”) is filing this registration statement (the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”). This Registration Statement relates to the public offering of securities contemplated by the registration statement on Form S-1 (File No. 333-257929), which the Company originally filed on July 15, 2021, as amended (the “Initial Registration Statement”), and which the SEC declared effective on November 18, 2021.

The Company is filing this Registration Statement for the sole purpose of increasing the number of shares of its Common Stock to be registered for issuance and sale by 365,910 shares, including 47,728 additional shares that may be sold pursuant to the underwriters’ option to purchase additional shares. The information set forth in the Initial Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinions and consents are listed on the exhibit index and filed with this filing.

## CERTIFICATION

The Company hereby certifies to the SEC that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the SEC’s account at U.S. Bank as soon as practicable (but no later than the close of business as of November 22, 2021), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than November 22, 2021.

## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

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

##### (a) Exhibits

<b>Exhibit Number</b>	<b>Document Description</b>
<a href="#">5.1†</a>	Opinion of Kirton McConkie PC
<a href="#">23.1†</a>	Consent of Moss Adams LLP
<a href="#">23.2†</a>	Consent of Kirton McConkie PC (included as part of Exhibit 5.1 hereto)
<a href="#">24.1</a>	Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-257929) filed with the Securities and Exchange Commission on July 15, 2021 and incorporated herein by reference)

† Filed herewith

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Murray, Utah, on November 19, 2021.

FINWISE BANCORP

By: /s/ Kent Landvatter

Name: Kent Landvatter

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on November 19, 2021.

Signature	Title
<u>/s/ Kent Landvatter</u> <b>KENT LANDVATTER</b>	President, Chief Executive Officer and Director
<u>/s/ Javvis Jacobson</u> <b>JAVVIS JACOBSON</b>	Executive Vice President and Chief Financial Officer
<u>*</u> <b>RUSSELL F. HEALEY, JR.</b>	Chairman of the Board
<u>*</u> <b>HOWARD I. REYNOLDS</b>	Vice Chairman of the Board
<u>*</u> <b>JAMES N. GIORDANO</b>	Director
<u>*</u> <b>THOMAS E. GIBSON, JR.</b>	Director
<u>*</u> <b>LISA ANN NIEVAARD</b>	Director
<u>*</u> <b>JEANA HUTCHINGS</b>	Director
<u>*</u> <b>GERALD E. CUNNINGHAM</b>	Director

Kent Landvatter hereby signs this Registration Statement on Form S-1 on behalf of each of the indicated persons for whom he is attorney-in-fact on November 19, 2021 pursuant to a power of attorney filed with the Registration Statement on Form S-1 (File No. 333-257929) filed with the SEC on July 15, 2021.

\* By: /s/ Kent Landvatter  
Kent Landvatter  
Attorney-in-Fact

---

# KIRTON | McCONKIE

November 18, 2021

Board of Directors  
FinWise Bancorp  
756 E. Winchester St.  
Suite 100  
Murray, UT 84107

Re: Registration Statement on Form S-1

Dear Ladies and Gentlemen:

We are Utah counsel for FinWise Bancorp, a Utah corporation (“Bancorp” or the “Issuer”), in connection with the registration pursuant to Rule 462(b) (the “Additional Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), of the offering and sale by the Bancorp of up to an aggregate of 318,182 shares of the Bancorp’s common stock, \$0.001 par value per share, and up to an additional 47,728 shares of common stock (to the extent applicable, collectively, the “Shares”) pursuant to the underwriter’s option to purchase additional shares of common stock, as set forth in the Registration Statement on Form S-1 (Registration No. 333-257929) (the “Original Registration Statement”) initially filed with the U.S. Securities and Exchange Commission on July 15, 2021, including a Prospectus that forms a part thereof, filed by the Bancorp with the Securities and Exchange Commission, and in accordance with an underwriting agreement to be entered into by and among the Bancorp, FinWise Bank, a Utah chartered bank (the “Bank”), and the underwriters named therein (the “Underwriting Agreement”). The Additional Registration Statement incorporates by reference the Original Registration Statement. This opinion letter is in addition to our opinion letter that was filed as an exhibit to the Original Registration Statement. This opinion is being furnished in accordance with the requirements of Item 601(b)(5)(i) of Regulation S-K under the Securities Act.

In connection with this opinion letter, we have reviewed the Registration Statement, the form of Underwriting Agreement and the corporate proceedings of the Bancorp with respect to the authorization of the issuance of the Shares. We have also examined originals or copies of such documents, corporate records, certificates of public officials and other instruments, and have conducted such other investigations of law and fact as we have deemed necessary or advisable for purposes of our opinion, subject to the assumptions set forth below, as a basis for the opinion expressed below.

In rendering the opinion expressed below, we have assumed:

- (i) The genuineness of all signatures.
- (ii) The authenticity of the originals of the documents submitted to us.
- (iii) The conformity to authentic originals of any documents submitted to us as copies.

- (iv) As to matters of fact material to our opinions, the truthfulness of the representations and statements made in certificates of public officials and officers or other representatives of the Bancorp.
- (v) That, upon sale and delivery, valid book-entry notations for the issuance of the Shares in uncertificated form will have been duly made in the share register of the Bancorp.

We have not independently established the validity of the foregoing assumptions.

Based upon the foregoing, and subject to the qualifications and limitations herein set forth, we are of the opinion that when (i) the Underwriting Agreement has been duly executed and delivered, and (ii) the Shares have been issued and delivered in accordance with the Underwriting Agreement against payment in full of the consideration payable therefor as contemplated by the Underwriting Agreement (and for not less than the par value of the Shares), the Shares will be validly issued, fully paid and nonassessable.

The opinion letter which we render herein is limited to those matters governed by the Utah Revised Business Corporation Act, including all Utah statutes and all Utah court decisions that affect the interpretation of such Utah Revised Business Corporation Act, in each case as of the date hereof. Our opinions expressed herein are as of the date hereof, and we assume no obligation to revise or supplement the opinions rendered herein should the above-referenced laws be changed by legislative or regulatory action, judicial decision or otherwise and we do not express any opinion herein concerning any other laws, including, without limitation, the “blue sky” laws of any jurisdiction and the opinions set forth herein are qualified in that respect.

This opinion letter is provided for use solely in connection with the transactions contemplated by the Registration Statement and is limited to the matters expressly stated herein and is provided solely for purposes of complying with the requirements of the Securities Act, and no opinions may be inferred or implied beyond the matters expressly stated herein. This opinion letter may not be used, circulated, quoted, or otherwise relied upon for any other purpose without our express written consent.

We consent to the reference to this firm in the Registration Statement under the caption “Legal Matters” as the attorneys who will pass upon the legal validity of the Shares and to the filing of this opinion as an exhibit to the Registration Statement. Our consent, however, shall not constitute an admission to our being experts as provided for in Sections 7 and 11 of the Securities Act or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ KIRTON McCONKIE

---

## **Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-1 of Finwise Bancorp pursuant to Rule 462(b) of the Securities Act of 1933 of our report dated May 13, 2021, except for the changes in authorized shares and the effects of the stock split discussed in Note 1 to the financial statements, as to which the date is July 30, 2021, relating to the consolidated financial statements of Finwise Bancorp and subsidiary, and to the reference to our firm under the heading “Experts” included in Finwise Bancorp’s Amendment No. 4 to the Registration Statement (No. 333-257929) on Form S-1 and related prospectus.

/s/ Moss Adams LLP

Spokane, Washington  
November 19, 2021

---