

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

FORM S-8

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)

83-0356689

(I.R.S. Employer Identification No.)

756 East Winchester St., Suite 100

Murray, Utah

(Address of principal executive offices)

84107

(Zip code)

FinWise Bancorp 2019 Stock Option Plan

(Full Title of the Plan)

Kent Landvatter

Chairman and Chief Executive Officer

FinWise Bancorp

756 East Winchester, Suite 100

Murray, UT 84107

(801) 501-7200

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

Copies to:

Terrence Shen, Esq.

Kramer Levin Naftalis & Frankel LLP

1177 Avenue of the Americas

New York, NY 10036

(212) 715-9100

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 13(a) of the Exchange Act.

EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8 (this “Registration Statement”) is to register an additional 525,389 shares of common stock, par value \$0.001 per share (the “Common Stock”) of FinWise Bancorp (the “Company”), that may be offered pursuant to the FinWise Bancorp 2019 Stock Option Plan, as amended (the “Plan”). An amendment to the Plan to increase the number of shares of Common Stock authorized to be issued under the Plan by 500,000 shares was approved by the Company’s Board of Directors on April 25, 2024 and by the Company’s shareholders on June 27, 2024. An additional 25,389 shares of Common Stock that are authorized under the Plan represent restricted shares of Common Stock previously granted under the Plan that were subsequently forfeited and that again became available for awards under the Plan in accordance with the Plan’s terms and conditions.

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), the contents of the Registration Statements on Form S-8 of the Company filed with the Securities and Exchange Commission (the “Commission”) on February 4, 2022 (File No. 333-262531) and November 23, 2022 (File No. 333-268550), including any amendments thereto or filings incorporated therein, are incorporated herein by this reference to the extent not modified, superseded or replaced hereby, or by any subsequently filed document that is incorporated by reference herein or therein.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1 & 2. Plan Information and Registrant Information and Employee Plan Annual Information

The information specified in Item 1 and Item 2 of Part I of this Registration Statement is omitted from this filing in accordance with the provisions of Rule 428 of the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the Plan as required by Rule 428(b)(1).

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See Exhibit Index below.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, FinWise Bancorp certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Murray, State of Utah, on July 3, 2024.

FINWISE BANCORP:

By: /s/ Kent Landvatter
Kent Landvatter
Chairman and Chief Executive Officer

We, the undersigned directors and officers of FinWise Bancorp (the “Company”) hereby severally constitute and appoint Kent Landvatter and Robert Wahlman, and each of them individually, with full power of substitution, our true and lawful attorney-in-fact and agent, to do any and all things in our names in the capacities indicated below which said Kent Landvatter and Robert Wahlman may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the registration statement on Form S-8 of the Company, including specifically but not limited to, power and authority to sign for us, in our names in the capacities indicated below, the Registration Statement and any and all amendments (including post-effective amendments) thereto; and we hereby ratify and confirm all that said Kent Landvatter and Robert Wahlman may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ Kent Landvatter</u> Kent Landvatter	Chief Executive Officer (Principal Executive Officer) and Chairman of the Board	July 3, 2024
<u>/s/ Robert Wahlman</u> Robert Wahlman	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	July 3, 2024
<u>/s/ Howard I. Reynolds</u> Howard I. Reynolds	Vice Chairman of the Board	July 3, 2024
<u>/s/ Gerald E. Cunningham</u> Gerald E. Cunningham	Director	July 3, 2024
<u>/s/ Thomas E. Gibson, Jr.</u> Thomas E. Gibson, Jr.	Director	July 3, 2024
<u>/s/ James N. Giordano</u> James N. Giordano	Director	July 3, 2024
<u>/s/ Jeana Hutchings</u> Jeana Hutchings	Director	July 3, 2024
<u>/s/ Lisa Ann Nievaard</u> Lisa Ann Nievaard	Director	July 3, 2024
<u>/s/ Alan Weichselbaum</u> Alan Weichselbaum	Director	July 3, 2024

EXHIBIT INDEX

Exhibit Number	Description
4.1	FinWise Bancorp 2019 Stock Option Plan (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on July 3, 2024)
5.1	Opinion of Kirton McConkie P.C. with respect to the legality of the securities being registered
23.1	Consent of Kirton McConkie P.C. (contained in their opinion, which is filed as Exhibit 5.1)
23.2	Consent of Moss Adams LLP
24.1	Power of Attorney (contained in the signature page hereto)
107	Filing Fee Table

KIRTON | M^CCONKIE

July 3, 2024

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

Re: Securities Being Registered under Registration Statement on Form S-8

Dear Ladies and Gentlemen:

We have acted as counsel to FinWise Bancorp, a Utah corporation (the “Company”), in connection with the preparation and filing of the Company’s Registration Statement on Form S-8 (the “Registration Statement”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), on or about the date hereof relating to the registration of an additional 525,389 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”) that may be issued pursuant to the FinWise Bancorp 2019 Stock Option Plan, as amended (the “Plan”), consisting of (a) 500,000 shares of Common Stock authorized to be issued under the Plan pursuant to an amendment to increase the number of shares under the Plan, which amendment was approved by the Company’s Board of Directors on April 25, 2024 and by the Company’s shareholders on June 27, 2024, and (b) an additional 25,389 shares of Common Stock previously granted under the Plan that were subsequently forfeited and that again became available for awards under the Plan.

In connection with this opinion, we have examined and relied upon originals or copies of (1) the Plan; (2) the forms of award agreements under the Plan, as applicable; (3) the Registration Statement; (4) the Fourth Amended and Restated Articles of Incorporation, as amended, of the Company; (5) the Amended and Restated Bylaws of the Company; (6) certain resolutions of the Board of Directors of the Company; (7) certain Final Report of the Inspector of Elections for the June 27, 2024 Annual Meeting of Shareholders of the Company; and (8) such other instruments, documents and records as we have deemed necessary, relevant or appropriate for the purposes hereof. We have relied on, and assumed the accuracy of, certificates of officers of the Company and of public officials and others as to certain matters of fact relating to this opinion and have made such investigations of law as we have deemed necessary and relevant as a basis for the opinions set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties.

Based on the foregoing and subject to the qualifications, assumptions and limitations stated herein, and assuming no change in relevant facts, it is our opinion that the shares reserved for issuance and distribution under the Plan have been duly authorized by the Company, and when issued in the manner described in the Plan and pursuant to the agreements which accompany each grant under the Plan, the shares will be legally and validly issued, fully-paid and non-assessable.

FinWise Bancorp
July 3, 2024

The opinion expressed herein is limited to the laws of the State of Utah, which includes reported judicial decisions interpreting the laws of the State of Utah, and we express no opinion as to the effect on matters covered by this letter of the laws of any other jurisdiction.

The opinion speaks only as of its date. We undertake no obligation to advise the addressees (or any other third party) of changes in law or fact that occur after the date hereof, even though the change may affect the legal analysis, a legal conclusion or an informational confirmation in the opinion.

We hereby consent to the filing of this opinion as an exhibit to the Company's Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto. In giving this consent, we do not thereby admit that we are included within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission issued thereunder.

Very truly yours,

/s/ KIRTON McCONKIE

KIRTON | M^CCONKIE

July 3, 2024

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

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FinWise Bancorp
July 3, 2024

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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-8 of FinWise Bancorp, of our report dated March 25, 2024, relating to the consolidated financial statements of FinWise Bancorp and Subsidiaries (the “Company”) (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Accounting Standards Codification Topic 326, *Financial Instruments – Credit Losses*), appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

Everett, Washington
July 3, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)

FinWise Bancorp
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	525,389	\$10.21 (2)	\$5,364,221.69	0.00014760	\$791.76
Total Offering Amounts						\$5,364,221.69		\$791.76
Total Fee Offsets								\$0
Net Fee Due								\$791.76

- (1) Together with an indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to the FinWise Bancorp 2019 Stock Option Plan, as amended, as the result of a stock split, stock dividend or similar adjustment to the outstanding common stock, \$0.001 par value per share, of FinWise Bancorp (the "Common Stock") pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, based upon the average of the high and low market prices of the Common Stock as reported on the NASDAQ Stock Market on June 27, 2024.