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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001640384

Name of Issuer

LM FUNDING AMERICA, INC.

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

Previous
Names

☒ None

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

LM FUNDING AMERICA, INC.

Street Address 1

1200 WEST PLATT STREET

Street Address 2

SUITE 100

City

TAMPA

State/Province/Country

FLORIDA

ZIP/PostalCode

33606

Phone Number of Issuer

813-222-8996

3. Related Persons

Last Name

Russell

First Name

Richard

Middle Name

Street Address 1

1200 West Platt Street

Street Address 2

Suite 100

City

Tampa

State/Province/Country

FLORIDA

ZIP/PostalCode

33606

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

CFO of LM Funding America, Inc.

Last Name

Rodgers

First Name

Bruce

Middle Name

Street Address 1

1200 West Platt Street

Street Address 2

Suite 100

City

Tampa

State/Province/Country

FLORIDA

ZIP/PostalCode

33606

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

CEO and Director of LMFA

Last Name

Gould

First Name

Carollinn

Middle Name

Street Address 1

1200 West Platt Street

Street Address 2

Suite 100

City

Tampa

State/Province/Country

FLORIDA

ZIP/PostalCode

33606

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Graham	Andrew	
Street Address 1	Street Address 2	
1200 West Platt Street	Suite 100	
City	State/Province/Country	ZIP/PostalCode
Tampa	FLORIDA	33606
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
McCree	Douglas	
Street Address 1	Street Address 2	
1200 West Platt Street	Suite 100	
City	State/Province/Country	ZIP/PostalCode
Tampa	FLORIDA	33606
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Mills	Frederick	
Street Address 1	Street Address 2	
1200 West Platt Street	Suite 100	
City	State/Province/Country	ZIP/PostalCode
Tampa	FLORIDA	33606
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Silcox	Frank	
Street Address 1	Street Address 2	
1200 West Platt Street	Suite 100	
City	State/Province/Country	ZIP/PostalCode
Tampa	FLORIDA	33606
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Traber	Martin	
Street Address 1	Street Address 2	
1200 West Platt Street	Suite 100	
City	State/Province/Country	ZIP/PostalCode
Tampa	FLORIDA	33606
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

4. Industry Group

☐ Agriculture	Health Care	☐ Retailing
Banking & Financial Services	☐ Biotechnology	☐ Restaurants
☐ Commercial Banking	☐ Health Insurance	Technology
☐ Insurance	☐ Hospitals & Physicians	☐ Computers
☐ Investing	☐ Pharmaceuticals	☐ Telecommunications
☐ Investment Banking	☐ Other Health Care	☒ Other Technology
☐ Pooled Investment Fund		Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	☐ Manufacturing	☐ Airlines & Airports
☐ Yes ☐ No	Real Estate	☐ Lodging & Conventions
☐ Other Banking & Financial Services	☐ Commercial	☐ Tourism & Travel Services
	☐ Construction	☐ Other Travel
☐ Business Services	☐ REITS & Finance	☐ Other
Energy	☐ Residential	
☐ Coal Mining	☐ Other Real Estate	
☐ Electric Utilities		
☐ Energy Conservation		
☐ Environmental Services		
☐ Oil & Gas		
☐ Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
☐ No Revenues		☐ No Aggregate Net Asset Value
☐ \$1 - \$1,000,000		☐ \$1 - \$5,000,000
☐ \$1,000,001 - \$5,000,000		☐ \$5,000,001 - \$25,000,000
☐ \$5,000,001 - \$25,000,000		☐ \$25,000,001 - \$50,000,000
☐ \$25,000,001 - \$100,000,000		☐ \$50,000,001 - \$100,000,000
☐ Over \$100,000,000		☐ Over \$100,000,000
☒ Decline to Disclose		☐ Decline to Disclose
☐ Not Applicable		☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

☐ Rule 504(b)(1) (not (i), (ii) or (iii))	☐ Investment Company Act Section 3(c)	
☐ Rule 504 (b)(1)(i)	☐ Section 3(c)(1)	☐ Section 3(c)(9)
☐ Rule 504 (b)(1)(ii)	☐ Section 3(c)(2)	☐ Section 3(c)(10)
☐ Rule 504 (b)(1)(iii)	☐ Section 3(c)(3)	☐ Section 3(c)(11)
☒ Rule 506(b)	☐ Section 3(c)(4)	☐ Section 3(c)(12)
☐ Rule 506(c)	☐ Section 3(c)(5)	☐ Section 3(c)(13)
☐ Securities Act Section 4(a)(5)	☐ Section 3(c)(6)	☐ Section 3(c)(14)
	☐ Section 3(c)(7)	

7. Type of Filing

☒ New Notice Date of First Sale 2025-08-18 ☐ First Sale Yet to Occur
☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

☒ Equity	☐ Pooled Investment Fund Interests
☐ Debt	☐ Tenant-in-Common Securities
☒ Option, Warrant or Other Right to Acquire Another Security	☐ Mineral Property Securities
☒ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Maxim Group LLC (Associated) Broker or Dealer ☒ None None Street Address 1 300 PARK AVE City NEW YORK State(s) of Solicitation (select all that apply) Check "All States" or check individual States ☐ All States CALIFORNIA CONNECTICUT FLORIDA NEW JERSEY NEW YORK	Recipient CRD Number ☐ None 120708 (Associated) Broker or Dealer CRD Number ☒ None None Street Address 2 16TH FLOOR State/Province/Country NEW YORK ☐ Foreign/non-US ZIP/Postal Code 10022
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13. Offering and Sales Amounts

Total Offering Amount \$10,416,658 USD or ☐ Indefinite
Total Amount Sold \$10,416,658 USD
Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 10

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$672,916 USD ☐ Estimate

\$0 USD Estimate

114

16. Use of Proceeds

\$0 USD Estimate

Signature and Submission

Terms of Submission

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
LM FUNDING AMERICA, INC.	/s/ Richard Russell	Richard Russell	Chief Financial Officer	2025-09-03

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.