

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Rodgers Bruce M.</u>  (Last) (First) (Middle) 1200 PLATT STREET SUITE 100  (Street) TAMPA FL 33606  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LM FUNDING AMERICA, INC. [ LMFA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, CEO and President
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	06/16/2022		G <sup>(1)</sup>	6,575	D	\$0 <sup>(1)</sup>	63,999	I	By Bruce M. Rodgers Revocable Trust through CGR63, LLC
Common Stock	06/16/2022		G <sup>(1)</sup>	6,574	D	\$0 <sup>(1)</sup>	15,338	I	By Carolinn Gould Revocable Trust through CGR63, LLC
Common Stock							853	I	BRR Holding, LLC <sup>(2)</sup>
Common Stock							232	I	Bruce M. Rodgers IRA
Common Stock							20	I	Carolinn Gould IRA

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$5.95						(3)	10/28/2031	Common Stock	1,800,000	0	D	

**Explanation of Responses:**

- Represents indirect transfer of beneficial ownership by gift through transfer of equity interest in CGR63, LLC.
- Bruce M. Rodgers and Carolinn Gould, husband and wife, and their family, including trusts or custodial accounts of minor children of each of Mr. Rodgers and Ms. Gould, own 100% of the outstanding membership interests of BRR Holding, LLC. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest in the shares.
- Options to purchase shares of common stock were granted to Mr. Rodgers under the LM Funding America, Inc. 2021 Omnibus Incentive Plan on October 28, 2021. On November 18, 2022, Mr. Rodgers and the company mutually agreed to terminate the options, and Mr. Rodgers did not receive any consideration in exchange for such cancellation.

/s/ Bruce M. Rodgers 02/14/2023  
 \*\* 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 4 (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.

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