

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

## STATEMENT OF CHANGES IN 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Potere Matthew</b>		2. Issuer Name and Ticker or Trading Symbol <b>Sunlight Financial Holdings Inc. [SUNL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>	
(Last) (First) (Middle) <b>C/O SUNLIGHT FINANCIAL HOLDINGS INC., 101 N. TRYON STREET, SUITE 1000</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>07/09/2021</b>			
(Street) <b>CHARLOTTE, NC 28246</b>		4. If Amendment, Date 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	
(City) (State) (Zip)					

### 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	07/09/2021		A	(1)	510,000	A	\$ 0 (1)	510,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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### 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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Private Units (2) (3)	(2) (3)	07/09/2021		A		2,983,960	(2)(3)	(2)(3)	Class A Common Stock	2,983,960	(2) (3)	2,983,960	D	
Private Units (2) (3)	(2) (3)	07/09/2021		A		526,581	(2)(3)	(2)(3)	Class A Common Stock	526,581	(2) (3)	3,510,541	I	By grantor retained annuity trust (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Potere Matthew C/O SUNLIGHT FINANCIAL HOLDINGS INC. 101 N. TRYON STREET, SUITE 1000 CHARLOTTE, NC 28246	X		Chief Executive Officer	

## Signatures

/s/ Lindsay Schall, attorney-in-fact		07/12/2021
Signature of Reporting Person		Date

## Explanation of Responses:

\* 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).

The reporting person received Restricted Stock Units ("RSUs"), which are settled in shares of Class A Common Stock, under the 2021 Equity Incentive Plan of Sunlight Financial Holdings Inc. (the "Company"). The RSUs will vest over a 3-year period with one-third of the RSUs vesting on the second anniversary of the grant date and two-thirds of the RSUs vesting on the third anniversary date of the grant date.

The reporting person received these Private Units pursuant to the Business Combination Agreement (the "Business Combination Agreement"), dated as of January 23, 2021 by and among Spartan Acquisition Corp. II ("Spartan"), Sunlight Financial LLC ("Sunlight"), and certain of their respective affiliates and subsidiaries. In connection with the consummation of the transactions contemplated by the Business Combination Agreement, Sunlight became a majority-owned subsidiary of Spartan and Spartan was renamed Sunlight Financial Holdings Inc. The reporting person received these Private Units in exchange interests owned by the reporting person in Sunlight. Each Private Unit consists of a Class EX Unit issued by Sunlight, together with one share of Class C Common Stock issued by the Company.

Each Private Unit is exchangeable, subject to certain conditions, for either one share of Class A Common Stock, or at Sunlight's election, an amount of cash equivalent to the market value of one share of Class A Common Stock, pursuant to and in accordance with the terms of the Fifth Amended and Restated Limited Liability Company Agreement of Sunlight. The Class C Common Stock will vote together with the Class A Common Stock as a single class, but will have no economic rights. These exchange rights do not expire. Of the Private Units received, 2,635,274 Private Units owned directly by the reporting person and 465,048 Private Units owned by the grantor retained annuity trust are vested. The remainder will vest over a 22 month-period on a pro-rated monthly basis.

(4) The reporting person disclaims beneficial ownership, except to the extent of his pecuniary interest therein.

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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