

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Parsons Timothy</u>  (Last) (First) (Middle) <u>C/O SUNLIGHT FINANCIAL HOLDINGS INC.</u> <u>101 N. TRYON STREET, SUITE 1000</u>  (Street) <u>CHARLOTTE NC 28246</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sunlight Financial Holdings Inc. [ SUNL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <b>Executive VP &amp; COO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	12/31/2022		A <sup>(1)</sup>		92,028	A	\$0 <sup>(1)</sup>	245,646	D	

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Private Units <sup>(2)</sup>	(2)							(2)	(2)	Class A Common Stock	1,386,399	1,386,399	D	

**Explanation of Responses:**

- 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 4-year period in equal installments annually, commencing on February 18, 2023.
- The reporting person received these Private Units on July 9, 2021, pursuant to the Business Combination Agreement, dated as of January 23, 2021 by and among Spartan Acquisition Corp. II ("Spartan"), Sunlight Financial LLC ("SFLLC"), and certain of their respective affiliates and subsidiaries. Each Private Unit consists of a Class EX Unit issued by SFLLC, 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 SFLLC'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 SFLCC. 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.

**Remarks:**

/s/ Lindsay B. Schall, attorney-in-fact 01/03/2023

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.