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

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**SCHEDULE 13G**  
**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO § 240.13d-2**

(Amendment No.   )\*

**Pagaya Technologies Ltd.**

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(Name of Issuer)

**Class A Ordinary Shares, no par value per share**

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(Title of Class of Securities)

**M7S64L 115**

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(CUSIP Number)

**December 31, 2022**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1.</b>	<b>NAMES OF REPORTING PERSONS</b> Viola Ventures IV (A) L.P.	
<b>2.</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3.</b>	<b>SEC USE ONLY</b>	
<b>4.</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5.</b>	<b>SOLE VOTING POWER</b> 42,870,652 (1)
	<b>6.</b>	<b>SHARED VOTING POWER</b> 0
	<b>7.</b>	<b>SOLE DISPOSITIVE POWER</b> 42,870,652 (1)
	<b>8.</b>	<b>SHARED DISPOSITIVE POWER</b> 0
<b>9.</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 42,870,652 (1)	
<b>10.</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</b> (See Instructions)  <input type="checkbox"/>	
<b>11.</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 8.5% (2) (3)	
<b>12.</b>	<b>TYPE OF REPORTING PERSON</b> (See Instructions) PN	

- (1) Excludes an additional 1,009,062 Class A ordinary shares held by Viola 4 P, Limited Partnership, as to which the Reporting Person possesses an economic interest as a limited partner of Viola 4 P, Limited Partnership, but does not possess voting power or dispositive power.
- (2) Percentage of class is based on 506,136,743 Class A ordinary shares of the Issuer issued and outstanding as of October 18, 2022, as reported by the Issuer in its prospectus dated December 6, 2022 filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act on December 6, 2022.
- (3) This percentage constitutes the percentage of the Issuer’s outstanding Class A ordinary shares. Because the Issuer also has 174,934,392 outstanding Class B ordinary shares, which are entitled to ten votes per share, whereas the 506,136,743 outstanding Class A ordinary shares are entitled to one vote per share, the percentage of the outstanding voting power possessed by the Reporting Person is 1.9%.

1.	NAMES OF REPORTING PERSONS Viola Ventures IV (B) L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 44,791,537 (1)
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 44,791,537 (1)
	8.	SHARED DISPOSITIVE POWER 0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 44,791,537 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.8% (2) (3)	
12.	TYPE OF REPORTING PERSON (See Instructions) PN	

- (1) Excludes an additional 1,054,274 Class A ordinary shares held by Viola 4 P, Limited Partnership as to which the Reporting Person possesses an economic interest as a limited partner of Viola 4 P, Limited Partnership, but does not possess voting power or dispositive power.
- (2) Percentage of class is based on 506,136,743 Class A ordinary shares of the Issuer issued and outstanding as of October 18, 2022, as reported by the Issuer in its prospectus dated December 6, 2022 filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act on December 6, 2022.
- (3) This percentage constitutes the percentage of the Issuer's outstanding Class A ordinary shares. Because the Issuer also has 174,934,392 outstanding Class B ordinary shares, which are entitled to ten votes per share, whereas the 506,136,743 outstanding Class A ordinary shares are entitled to one vote per share, the percentage of the outstanding voting power possessed by the Reporting Person is 2.0%.

1.	NAMES OF REPORTING PERSONS Viola Ventures IV Principals Fund L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 2,467,999 (1)
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 2,467,999 (1)
	8.	SHARED DISPOSITIVE POWER 0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,467,999 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.5% (2) (3)	
12.	TYPE OF REPORTING PERSON (See Instructions) PN	

- (1) Excludes an additional 58,090 Class A ordinary shares held by Viola 4 P, Limited Partnership, as to which the Reporting Person possesses an economic interest as a limited partner of Viola 4 P, Limited Partnership, but does not possess voting power or dispositive power.
- (2) Percentage of class is based on 506,136,743 Class A ordinary shares of the Issuer issued and outstanding as of October 18, 2022, as reported by the Issuer in its prospectus dated December 6, 2022 filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act on December 6, 2022.
- (3) This percentage constitutes the percentage of the Issuer's outstanding Class A ordinary shares. Because the Issuer also has 174,934,392 outstanding Class B ordinary shares, which are entitled to ten votes per share, whereas the 506,136,743 outstanding Class A ordinary shares are entitled to one vote per share, the percentage of the outstanding voting power possessed by the Reporting Person is 0.1%.

1.	NAMES OF REPORTING PERSONS Viola Ventures IV CEO Program L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 660,723 (1)
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 660,723 (1)
	8.	SHARED DISPOSITIVE POWER 0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 660,723 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1% (2) (3)	
12.	TYPE OF REPORTING PERSON (See Instructions) PN	

- (1) Excludes an additional 15,552 Class A ordinary shares held by Viola 4 P, Limited Partnership as to which the Reporting Person possesses an economic interest as a limited partner of Viola 4 P, Limited Partnership, but does not possess voting power or dispositive power.
- (2) Percentage of class is based on 506,136,743 Class A ordinary shares of the Issuer issued and outstanding as of October 18, 2022, as reported by the Issuer in its prospectus dated December 6, 2022 filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act on December 6, 2022.
- (3) This percentage constitutes the percentage of the Issuer's outstanding Class A ordinary shares. Because the Issuer also has 174,934,392 outstanding Class B ordinary shares, which are entitled to ten votes per share, whereas the 506,136,743 outstanding Class A ordinary shares are entitled to one vote per share, the percentage of the outstanding voting power possessed by the Reporting Person is 0.03%.

1.	NAMES OF REPORTING PERSONS Viola 4 P, Limited Partnership	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Israel	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 7,318,418 (1)
	6.	SHARED VOTING POWER 0
	7.	SOLE DISPOSITIVE POWER 7,318,418 (1)
	8.	SHARED DISPOSITIVE POWER 0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,318,418 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.4% (2) (3)	
12.	TYPE OF REPORTING PERSON (See Instructions) PN	

- (1) Includes 2,136,978 Class A ordinary shares, in the aggregate, held by the Reporting Person as to which Viola Ventures IV (A) L.P., Viola Ventures IV (B) L.P., Viola Ventures IV Principals Fund L.P. and Viola Ventures IV CEO Program L.P possess economic interests as limited partners, but as to which the Reporting Person possesses sole voting and investment power.
- (2) Percentage of class is based on 506,136,743 Class A ordinary shares of the Issuer issued and outstanding as of October 18, 2022, as reported by the Issuer in its prospectus dated December 6, 2022 filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act on December 6, 2022.
- (3) This percentage constitutes the percentage of the Issuer's outstanding Class A ordinary shares. Because the Issuer also has 174,934,392 outstanding Class B ordinary shares, which are entitled to ten votes per share, whereas the 506,136,743 outstanding Class A ordinary shares are entitled to one vote per share, the percentage of the outstanding voting power possessed by the Reporting Person is 0.3%.

1.	NAMES OF REPORTING PERSONS Viola Ventures 4 L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 98,109,329 (1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 98,109,329 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 98,109,329 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.4% (2) (3)	
12.	TYPE OF REPORTING PERSON (See Instructions) PN	

- (1) Consists of the 42,870,652, 44,791,537, 2,467,999, 660,723 and 7,318,418 Class A ordinary shares held by Viola Ventures IV (A) L.P., Viola Ventures IV (B) L.P., Viola Ventures IV Principals Fund L.P., Viola Ventures IV CEO Program L.P. and Viola 4 P, Limited Partnership, respectively. The Reporting Person serves as the sole general partner of each of those entities and may therefore be deemed to share in the voting power and dispositive power with respect to all of those Class A ordinary shares.
- (2) Percentage of class is based on 506,136,743 Class A ordinary shares of the Issuer issued and outstanding as of October 18, 2022, as reported by the Issuer in its prospectus dated December 6, 2022 filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act on December 6, 2022.
- (3) This percentage constitutes the percentage of the Issuer's outstanding Class A ordinary shares. Because the Issuer also has 174,934,392 outstanding Class B ordinary shares, which are entitled to ten votes per share, whereas the 506,136,743 outstanding Class A ordinary shares are entitled to one vote per share, the percentage of the outstanding voting power possessed by the Reporting Person is 4.3%.

1.	NAMES OF REPORTING PERSONS Viola Ventures 4 Ltd.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 98,109,329 (1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 98,109,329 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 98,109,329 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.4% (2) (3)	
12.	TYPE OF REPORTING PERSON (See Instructions) CO	

- (1) Consists of the 42,870,652, 44,791,537, 2,467,999, 660,723 and 7,318,418 Class A ordinary shares held by Viola Ventures IV (A) L.P., Viola Ventures IV (B) L.P., Viola Ventures IV Principals Fund L.P., Viola Ventures IV CEO Program L.P. and Viola 4 P, Limited Partnership, respectively. The Reporting Person serves as the sole general partner of the sole general partner of each of those entities and may therefore be deemed to share in the voting power and dispositive power with respect to all of those Class A ordinary shares.
- (2) Percentage of class is based on 506,136,743 Class A ordinary shares of the Issuer issued and outstanding as of October 18, 2022, as reported by the Issuer in its prospectus dated December 6, 2022 filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act on December 6, 2022.
- (3) This percentage constitutes the percentage of the Issuer's outstanding Class A ordinary shares. Because the Issuer also has 174,934,392 outstanding Class B ordinary shares, which are entitled to ten votes per share, whereas the 506,136,743 outstanding Class A ordinary shares are entitled to one vote per share, the percentage of the outstanding voting power possessed by the Reporting Person is 4.3%.



1.	NAMES OF REPORTING PERSONS Viola Ventures V.C. Management 4 Ltd.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Israel	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 98,109,329 (1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 98,109,329 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 98,109,329 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.4% (2) (3)	
12.	TYPE OF REPORTING PERSON (See Instructions) CO	

- (1) Consists of the 42,870,652, 44,791,537, 2,467,999, 660,723 and 7,318,418 Class A ordinary shares held by Viola Ventures IV (A) L.P., Viola Ventures IV (B) L.P., Viola Ventures IV Principals Fund L.P., Viola Ventures IV CEO Program L.P. and Viola 4 P, Limited Partnership, respectively. The Reporting Person holds all of the issued and outstanding shares of the sole general partner of the sole general partner of each of those entities, and may therefore be deemed to share in the voting power and dispositive power with respect to all of those Class A ordinary shares.
- (2) Percentage of class is based on 506,136,743 Class A ordinary shares of the Issuer issued and outstanding as of October 18, 2022, as reported by the Issuer in its prospectus dated December 6, 2022 filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act on December 6, 2022.
- (3) This percentage constitutes the percentage of the Issuer's outstanding Class A ordinary shares. Because the Issuer also has 174,934,392 outstanding Class B ordinary shares, which are entitled to ten votes per share, whereas the 506,136,743 outstanding Class A ordinary shares are entitled to one vote per share, the percentage of the outstanding voting power possessed by the Reporting Person is 4.3%.

1.	NAMES OF REPORTING PERSONS Avi Zeevi	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Israel	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 1,696,469 (1)
	6.	SHARED VOTING POWER 98,109,329 (2)
	7.	SOLE DISPOSITIVE POWER 1,413,668 (3)
	8.	SHARED DISPOSITIVE POWER 98,109,329 (2)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 99,805,798 (4)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.7% (5) (6)	
12.	TYPE OF REPORTING PERSON (See Instructions) IN	

- (1) Consists of an aggregate of 1,696,469 Class A ordinary shares underlying options that have been granted by the Issuer to the Reporting Person and that are exercisable within 60 days of the date of this Schedule 13G. The options are held (and potential underlying Class A ordinary shares would be held) by the Reporting Person via A. Zeevi Management Services Ltd. (the “Zeevi holding company”), a company that is controlled by him. The Reporting Person (through the Zeevi holding company) would be entitled to voting authority with respect to all such underlying shares. Excludes an additional 504,512 Class A ordinary shares that may be granted by the Issuer to the Reporting Person (and would be held via the Zeevi holding company) if the approval of the Issuer’s shareholders is obtained (and which would be subject to performance-based and time-based vesting).
- (2) Consists of the 42,870,652, 44,791,537, 2,467,999, 660,723 and 7,318,418 Class A ordinary shares held by Viola Ventures IV (A) L.P., Viola Ventures IV (B) L.P., Viola Ventures IV Principals Fund L.P., Viola Ventures IV CEO Program L.P. and Viola 4 P, Limited Partnership, respectively. The Reporting Person, together with Harel Beit-On and Shlomo Dovrat, is indirectly a controlling shareholder of Viola Ventures V.C. Management 4 Ltd., which holds all of the issued and outstanding shares of the sole general partner of the sole general partner of each of the foregoing entities, and may therefore be deemed to share in the voting power and dispositive power with respect to all of the Class A ordinary shares held by the foregoing entities.
- (3) Consists of 1,413,668 of the 1,696,469 Class A ordinary shares underlying options identified in footnote (1) above. Excludes the remaining 282,801 of the foregoing 1,696,469 Class A ordinary shares underlying options, as to which the Reporting Person will not have to right to sell until/unless certain performance conditions are met.
- (4) Consists of all of the Class A ordinary shares included in the Reporting Person’s beneficial ownership, as described in footnotes (1) and (2) above.
- (5) Percentage of class is based on 506,136,743 Class A ordinary shares of the Issuer issued and outstanding as of October 18, 2022, as reported by the Issuer in its prospectus dated December 6, 2022 filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act on December 6, 2022, as well as the 1,696,469 additional Class A ordinary shares issuable upon exercise of the options identified in footnote (1) above.
- (6) This percentage constitutes the percentage of the Issuer’s outstanding Class A ordinary shares. Because the Issuer also has 174,934,392 outstanding

Class B ordinary shares, which are entitled to ten votes per share, whereas the 506,136,743 outstanding Class A ordinary shares (plus 1,696,469 additional Class A ordinary shares issuable upon exercise of the options identified in footnote (1) above) are entitled to one vote per share, the percentage of the outstanding voting power possessed by the Reporting Person is 4.4%.

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1.	NAMES OF REPORTING PERSONS Harel Beit-On	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Israel	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 98,109,329 (1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 98,109,329 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 98,109,329 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.4% (2) (3)	
12.	TYPE OF REPORTING PERSON (See Instructions) IN	

- (1) Consists of the 42,870,652, 44,791,537, 2,467,999, 660,723 and 7,318,418 Class A ordinary shares held by Viola Ventures IV (A) L.P., Viola Ventures IV (B) L.P., Viola Ventures IV Principals Fund L.P., Viola Ventures IV CEO Program L.P. and Viola 4 P, Limited Partnership, respectively. The Reporting Person, together with Avi Zeevi and Shlomo Dovrat, is indirectly a controlling shareholder of Viola Ventures V.C. Management 4 Ltd., which holds all of the issued and outstanding shares of the sole general partner of the sole general partner of each of the foregoing entities, and may therefore be deemed to share in the voting power and dispositive power with respect to all of the Class A ordinary shares held by the foregoing entities.
- (2) Percentage of class is based on 506,136,743 Class A ordinary shares of the Issuer issued and outstanding as of October 18, 2022, as reported by the Issuer in its prospectus dated December 6, 2022 filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act on December 6, 2022.
- (3) This percentage constitutes the percentage of the Issuer's outstanding Class A ordinary shares. Because the Issuer also has 174,934,392 outstanding Class B ordinary shares, which are entitled to ten votes per share, whereas the 506,136,743 outstanding Class A ordinary shares are entitled to one vote per share, the percentage of the outstanding voting power possessed by the Reporting Person is 4.3%.

1.	NAMES OF REPORTING PERSONS Shlomo Dovrat	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Israel	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 98,109,329 (1)
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER 98,109,329 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 98,109,329 (1)	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.4% (2) (3)	
12.	TYPE OF REPORTING PERSON (See Instructions) IN	

- (1) Consists of the 42,870,652, 44,791,537, 2,467,999, 660,723 and 7,318,418 Class A ordinary shares held by Viola Ventures IV (A) L.P., Viola Ventures IV (B) L.P., Viola Ventures IV Principals Fund L.P., Viola Ventures IV CEO Program L.P. and Viola 4 P, Limited Partnership, respectively. The Reporting Person, together with Avi Zeevi and Harel Beit-On, is indirectly a controlling shareholder of Viola Ventures V.C. Management 4 Ltd., which holds all of the issued and outstanding shares of the sole general partner of the sole general partner of each of the foregoing entities, and may therefore be deemed to share in the voting power and dispositive power with respect to all of the Class A ordinary shares held by the foregoing entities.
- (2) Percentage of class is based on 506,136,743 Class A ordinary shares of the Issuer issued and outstanding as of October 18, 2022, as reported by the Issuer in its prospectus dated December 6, 2022 filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act on December 6, 2022.
- (3) This percentage constitutes the percentage of the Issuer's outstanding Class A ordinary shares. Because the Issuer also has 174,934,392 outstanding Class B ordinary shares, which are entitled to ten votes per share, whereas the 506,136,743 outstanding Class A ordinary shares are entitled to one vote per share, the percentage of the outstanding voting power possessed by the Reporting Person is 4.3%.

**Item 1(a). Name of Issuer:**

The name of the issuer is Pagaya Technologies Ltd. (the “**Issuer**”).

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**Item 1(b). Address of Issuer’s Principal Executive Offices:**

The Issuer’s principal executive offices are located at Azrieli Sarona Bldg, 54th Floor, 121 Menachem Begin Rd., Tel Aviv-Yafo 6701203, Israel.

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**Item 2(a). Name of Person Filing:**

The following entities and individuals, listed in (i)-(xi) below, who are filing this Statement of Beneficial Ownership on Schedule 13G (this “**Statement**”), are referred to herein collectively as the “**Reporting Persons**”. The five entities listed in (i)-(v) below, which directly hold the vast majority of the equity securities reported in this Statement, are referred to herein collectively as the “**Reporting Holders**”, and the three individuals whose names appear in (ix)-(xi) below, collectively, as the “**Reporting Individuals**”:

- (i) Viola Ventures IV (A) L.P. (“**Viola IV (A)**”)
- (ii) Viola Ventures IV (B) L.P. (“**Viola IV (B)**”)
- (iii) Viola Ventures IV Principals Fund L.P. (“**Viola IV Principals**”)
- (iv) Viola Ventures IV CEO Program L.P. (“**Viola IV CEO**”)
- (v) Viola 4 P, Limited Partnership (“**Viola 4 P**”)
- (vi) Viola Ventures 4 L.P. (“**Viola 4 GP**”)
- (vii) Viola Ventures 4 Ltd. (“**Viola 4 GP GP**”)
- (viii) Viola Ventures V.C. Management 4 Ltd. (“**Viola 4 Investment Management**”)
- (ix) Avi Zeevi
- (x) Harel Beit-On
- (xi) Shlomo Dovrat

Viola IV (A), Viola IV (B), Viola IV Principals, Viola IV CEO and Viola 4 P (i.e., the Reporting Holders) directly hold the vast majority of the Class A ordinary shares (as defined in Item 2(d) below) of the Issuer that are reported in this Statement, consisting of 42,870,652, 44,791,537, 2,467,999, 660,723 and 7,318,418 Class A ordinary shares, respectively.

Viola 4 GP serves as the sole general partner for each of the Reporting Holders and may therefore be deemed to share beneficial ownership of the Class A ordinary shares held by the Reporting Holders.

Viola 4 GP GP serves as the sole general partner of Viola 4 GP and may therefore be deemed to share beneficial ownership of the Class A ordinary shares beneficially owned by Viola 4 GP (and held by the Reporting Holders).

Viola 4 Investment Management holds 100% of the issued and outstanding shares of Viola 4 GP GP and may therefore be deemed to share beneficial ownership of all of the Class A ordinary shares beneficially owned by Viola 4 GP GP (and held by the Reporting Holders).

The Reporting Individuals indirectly collectively with one another are the controlling shareholders of Viola 4 Investment Management and, therefore, may be deemed to possess ultimate shared voting and dispositive authority with respect to all Class A ordinary shares of the Issuer beneficially owned by Viola 4 Investment Management (and held by the Reporting Holders).

Avi Zeevi beneficially owns (in addition to his ownership as a Reporting Individual, as described in the preceding paragraph), with sole voting power—via A. Zeevi Management Services Ltd., a company that is controlled by him (the “**Zeevi holding company**”)—1,696,469 Class A ordinary shares, which underlie options that have been granted to him by the Issuer and that are exercisable within 60 days of the date of this Statement. Of the foregoing 1,696,469 Class A ordinary shares, Mr. Zeevi (through the Zeevi holding company) possesses sole dispositive power with respect to 1,413,668 of such Class A ordinary shares.

Mr. Zeevi may also, in the future, gain the following types of beneficial ownership over additional Class A ordinary shares that are currently partly or fully excluded from his beneficial ownership reported in this Statement):

- (a) dispositive power over 282,801 Class A ordinary shares underlying options granted by the Issuer to him (and held via the Zeevi holding company) that are exercisable within 60 days of the date of this Statement but as to which he does not currently have to right to sell

until/unless certain performance conditions are met; and

- (b) voting and/or dispositive power over an additional 504,512 Class A ordinary shares that may be granted by the Issuer to him (and would be held via the Zeevi holding company) if the approval of the Issuer's shareholders is obtained (and which would be subject to performance-based and time-based vesting).
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**Item 2(b). Address of Principal Business Office or, if None, Residence:**

The principal business office of each Reporting Person is c/o Viola Growth, Ackerstein Towers, Building D, 12 Abba Eban Avenue, Herzliya 4672530, Israel.

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**Item 2(c). Citizenship:**

The citizenship or state of organization, as applicable, of each Reporting Person is as follows:

- (i) Viola IV (A)— Cayman Islands
  - (ii) Viola IV (B)— Cayman Islands
  - (iii) Viola IV Principals— Cayman Islands
  - (iv) Viola IV CEO— Cayman Islands
  - (v) Viola 4 P— Israel
  - (vi) Viola 4 GP— Cayman Islands
  - (vii) Viola 4 GP GP— Cayman Islands
  - (viii) Viola 4 Investment Management— Israel
  - (ix) Each Reporting Individual— Israel
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**Item 2(d). Title of Class of Securities:**

This Statement relates to the Class A ordinary shares, no par value per share, of the Issuer (“**Class A ordinary shares**”).

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**Item 2(e). CUSIP Number:**

The CUSIP number of the Class A ordinary shares is M7S64L 115.

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**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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Not applicable.

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**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1:

(a) Amount beneficially owned: Please see row 9 of the cover pages of the respective Reporting Persons.

(b) Percent of class: Please see row 11 of the cover pages of the respective Reporting Persons. The percentages appearing in row 11 of the cover pages of the respective Reporting Persons are based on 506,136,743 Class A ordinary shares issued and outstanding as of October 18, 2022, as reported by the Issuer in its prospectus dated December 6, 2022 filed with the SEC pursuant to Rule 424(b)(3) under the Securities Act on December 6, 2022.

The percentage of class numbers appearing in row 11 of the cover pages of the respective Reporting Persons constitute the percentages of the outstanding Class A ordinary shares. Because the Issuer also has 174,934,392 outstanding Class B ordinary shares, which are entitled to ten votes per share, whereas the 506,136,743 outstanding Class A ordinary shares are entitled to one vote per share, the percentage of the outstanding voting power of the Issuer possessed by each Reporting Person is lower than what appears in row 11, and is provided in a footnote to row 11 on the cover page of each Reporting Person.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: Please see row 5 of the cover pages of the respective Reporting Persons and the related footnotes (if any) on such cover pages.

(ii) Shared power to vote or to direct the vote: Please see row 6 of the cover pages of the respective Reporting Persons and the related footnotes (if any) on such cover pages.

(iii) Sole power to dispose or to direct the disposition of: Please see row 7 of the cover pages of the respective Reporting Persons and the related footnotes (if any) on such cover pages.

(iv) Shared power to dispose or to direct the disposition of: Please see row 8 of the cover pages of the respective Reporting Persons and the related footnotes on such cover pages.

Please see Item 2(a) as well as the footnotes on the respective cover pages of the Reporting Persons, which are incorporated by reference herein, for an explanation as to the basis for the specific number of Class A ordinary shares beneficially owned by each Reporting Person.

Each of the foregoing Reporting Persons disclaims beneficial ownership of the Class A ordinary shares as to which beneficial ownership may be attributed to him or it, as appropriate, except to the extent of its or his (as applicable) pecuniary interest (if any) therein and except, in the case of any Reporting Persons, for Class A ordinary shares held directly by them.

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**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

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**Item 6. Ownership of More Than Five Percent on Behalf of Another Person.**

The limited partners of each of the Reporting Holders have the right to receive dividends from, and the proceeds from the sale of the Class A ordinary shares held by the Reporting Holders.

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**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

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**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

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**Item 9. Notice of Dissolution of Group.**

Not applicable.

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**Item 10. Certifications.**

Not applicable.

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## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

VIOLA VENTURES IV (A) L.P.

By: Viola Ventures 4 L.P., its General Partner

By: Viola Ventures 4 Ltd., its General Partner

By: /s/ Avi Zeevi

Name: Avi Zeevi

By: /s/ Yitzhak Avidor

Name: Yitzhak Avidor

VIOLA VENTURES IV (B) L.P.

By: Viola Ventures 4 L.P., its General Partner

By: Viola Ventures 4 Ltd., its General Partner

By: /s/ Avi Zeevi

Name: Avi Zeevi

By: /s/ Yitzhak Avidor

Name: Yitzhak Avidor

VIOLA VENTURES IV PRINCIPALS FUND L.P.

By: Viola Ventures 4 L.P., its General Partner

By: Viola Ventures 4 Ltd., its General Partner

By: /s/ Avi Zeevi

Name: Avi Zeevi

By: /s/ Yitzhak Avidor

Name: Yitzhak Avidor

VIOLA VENTURES IV CEO PROGRAM L.P.

By: Viola Ventures 4 L.P., its General Partner

By: Viola Ventures 4 Ltd., its General Partner

By: /s/ Avi Zeevi

Name: Avi Zeevi

By: /s/ Yitzhak Avidor

Name: Yitzhak Avidor

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VIOLA 4 P, LIMITED PARTNERSHIP

By: Viola Ventures 4 L.P., its General Partner

By: Viola Ventures 4 Ltd., its General Partner

By: /s/ Avi Zeevi  
Name: Avi Zeevi

By: /s/ Yitzhak Avidor  
Name: Yitzhak Avidor

VIOLA VENTURES 4 L.P.

By: Viola Ventures 4 Ltd., its General Partner

By: /s/ Avi Zeevi  
Name: Avi Zeevi

By: /s/ Yitzhak Avidor  
Name: Yitzhak Avidor

VIOLA VENTURES 4 LTD.

By: /s/ Avi Zeevi  
Name: Avi Zeevi

By: /s/ Yitzhak Avidor  
Name: Yitzhak Avidor

VIOLA VENTURES V.C. MANAGEMENT 4 LTD.

By: /s/ Avi Zeevi  
Name: Avi Zeevi

By: /s/ Yitzhak Avidor  
Name: Yitzhak Avidor

/s/ Shlomo Dovrat  
SHLOMO DOVRAT

/s/ Harel Beit-On  
HAREL BEIT-ON

/s/ Avi Zeevi  
AVI ZEEVI

Dated: February 14, 2023

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## EXHIBITS

[Exhibit 1 – Joint Filing Agreement pursuant to Rule 13d-1\(k\)\(1\)](#)

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**JOINT FILING AGREEMENT**

The undersigned parties hereby agree that this Statement on Schedule 13G filed herewith, and any amendments thereto filed hereafter by any of the undersigned parties, relating to the Class A ordinary shares, no par value per share, of Pagaya Technologies Ltd., is being (and will be, in the case of amendments hereto) filed jointly with the Securities and Exchange Commission pursuant to Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended, on behalf of each such person.

Dated: February 14, 2023

VIOLA VENTURES IV (A) L.P.

By: Viola Ventures 4 L.P., its General Partner

By: Viola Ventures 4 Ltd., its General Partner

By: /s/ Avi Zeevi

Name: Avi Zeevi

By: /s/ Yitzhak Avidor

Name: Yitzhak Avidor

VIOLA VENTURES IV (B) L.P.

By: Viola Ventures 4 L.P., its General Partner

By: Viola Ventures 4 Ltd., its General Partner

By: /s/ Avi Zeevi

Name: Avi Zeevi

By: /s/ Yitzhak Avidor

Name: Yitzhak Avidor

VIOLA VENTURES IV PRINCIPALS FUND L.P.

By: Viola Ventures 4 L.P., its General Partner

By: Viola Ventures 4 Ltd., its General Partner

By: /s/ Avi Zeevi

Name: Avi Zeevi

By: /s/ Yitzhak Avidor

Name: Yitzhak Avidor

VIOLA VENTURES IV CEO PROGRAM L.P.

By: Viola Ventures 4 L.P., its General Partner

By: Viola Ventures 4 Ltd., its General Partner

By: /s/ Avi Zeevi

Name: Avi Zeevi

By: /s/ Yitzhak Avidor

Name: Yitzhak Avidor

VIOLA 4 P, LIMITED PARTNERSHIP

By: Viola Ventures 4 L.P., its General Partner

By: Viola Ventures 4 Ltd., its General Partner

By: /s/ Avi Zeevi  
Name: Avi Zeevi

By: /s/ Yitzhak Avidor  
Name: Yitzhak Avidor

VIOLA VENTURES 4 L.P.

By: Viola Ventures 4 Ltd., its General Partner

By: /s/ Avi Zeevi  
Name: Avi Zeevi

By: /s/ Yitzhak Avidor  
Name: Yitzhak Avidor

VIOLA VENTURES 4 LTD.

By: /s/ Avi Zeevi  
Name: Avi Zeevi

By: /s/ Yitzhak Avidor  
Name: Yitzhak Avidor

VIOLA VENTURES V.C. MANAGEMENT 4 LTD.

By: /s/ Avi Zeevi  
Name: Avi Zeevi

By: /s/ Yitzhak Avidor  
Name: Yitzhak Avidor

/s/ Shlomo Dovrat  
SHLOMO DOVRAT

/s/ Harel Beit-On  
HAREL BEIT-ON

/s/ Avi Zeevi  
AVI ZEEVI

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