

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. ) \*

**Pagaya Technologies Ltd.**

(Name of Issuer)

Class A Ordinary Shares, no par value per share

(Title of Class of Securities)

M7S64L115

(CUSIP Number)

December 31, 2022

(Date of the 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 ("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.)

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> GIC Private Limited	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (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> Republic of Singapore	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 35,870,201 (1)
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 35,870,201 (1)
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 35,870,201 (1)	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 7.0% (2)	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> CO	

(1) This number includes an aggregate 3,198,421 Shares the Reporting Person has the right to acquire upon exercise of warrants, including 2,627,388 Shares that the Reporting Person has the right to acquire after 60 days. This amount excludes 112,861 Shares underlying warrants that the Reporting Person does not have the right to acquire within 60 days.

(2) Based on the sum of (i) 506,136,743 Class A Ordinary Shares ("Shares") of Pagaya Technologies Ltd. (the "Issuer") outstanding as of October 18, 2022, according to the Form 424B3 filed with the Securities and Exchange Commission (the "SEC") on December 6, 2022 and (ii) an aggregate 3,198,421 Shares the Reporting Person has the right to acquire upon exercise of warrants.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> GIC Asset Management Pte. Ltd.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (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> Republic of Singapore	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 31,848,865 (3)
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 31,848,865 (3)
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 31,848,865 (3)	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 6.3% (4)	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> CO	

(3) This number includes an aggregate 2,627,388 Shares the Reporting Person has the right to acquire upon exercise of warrants, including 2,627,388 Shares that the Reporting Person has the right to acquire after 60 days. This amount excludes 98,660 Shares underlying warrants that the Reporting Person does not have the right to acquire within 60 days.

(4) Based on the sum of (i) 506,136,743 Shares outstanding as of October 18, 2022, according to the Form 424B3 filed with the SEC on December 6, 2022 and (ii) an aggregate 2,627,388 Shares the Reporting Person has the right to acquire upon exercise of warrants.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Radiance Star Pte. Ltd.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (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> Republic of Singapore	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 31,848,865 (3)
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 31,848,865 (3)
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 31,848,865 (3)	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 6.3% (4)	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> CO	

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

Pagaya Technologies Ltd.

**Item 1(b) Address of Issuer's Principal Executive Offices**

Azrieli Sarona Bldg, 54th Floor  
 121 Derech Menachem Begin  
 Tel-Aviv 6701203, Israel

**Item 2(a) Name of Persons Filing**

GIC Private Limited  
 GIC Asset Management Pte. Ltd.  
 Radiance Star Pte. Ltd.

**Item 2(b) Address of Principal Business Office or, if none, Residence**

168 Robinson Road  
 #37-01 Capital Tower  
 Singapore 068912

**Item 2(c) Citizenship**

GIC Private Limited - Republic of Singapore  
 GIC Asset Management Pte. Ltd. - Republic of Singapore  
 Radiance Star Pte. Ltd. - Republic of Singapore

**Item 2(d) Title of Class of Securities**

Class A Ordinary Shares, no par value per share

**Item 2(e) CUSIP Number**

M7S64L115

**Item 3 If this statement is filed pursuant to §§240.13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4 Ownership**

(a - c) The aggregate number of securities and percentage of the class of securities of the Issuer beneficially owned by the Reporting Person named in Item 2(a), as well as the number of securities as to which such person is deemed to have sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, shared power to dispose or direct the disposition, is set forth in the following tables:

Reporting Person	No. of Securities Beneficially Owned (5)	Percent of Class (6)	Voting Power		Dispositive Power	
			Sole	Shared (7), (8),(9)	Sole	Shared (5), (6),(7)
GIC Private Limited	35,870,201	7.0	0	35,870,201	0	35,870,201
GIC Asset Management Pte. Ltd.	31,848,865	6.3	0	31,848,865	0	31,848,865
Radiance Star Pte. Ltd.	31,848,865	6.3	0	31,848,865	0	31,848,865

(5) This number includes Shares each Reporting Person has the right to acquire upon exercise of warrants, including certain Shares that the Reporting Person has the right to acquire after 60 days, but excluding certain Shares underlying warrants that the Reporting Person does not have the right to acquire within 60 days, each as set forth in footnotes (1) and (3) above.

(6) Based on the sum of (i) 506,136,743 Shares outstanding as of October 18, 2022, according to the Form 424B3 filed with the SEC on December 6, 2022 and (ii) the Shares each Reporting Person has the right to acquire upon exercise of warrants, as set forth in footnotes (2) and (4) above.

- (7) Radiance Star Pte. Ltd. shares the power to vote and the power to dispose of 31,848,865 Shares held directly by it with GIC Asset Management Pte. Ltd. and GIC Private Limited. GIC Asset Management Pte. Ltd. is wholly owned by GIC Private Limited and is the public equity investment arm of GIC Private Limited.
- (8) GIC is a fund manager and only has 2 clients – the Government of Singapore (“GoS”) and the Monetary Authority of Singapore (“MAS”). Under the investment management agreement with GoS, GIC has been given the sole discretion to exercise the voting rights attached to, and the disposition of, any shares managed on behalf of GoS. As such, GIC has the sole power to vote and power to dispose of the 0 securities beneficially owned by it. GIC shares power to vote and dispose of 0 securities beneficially owned by it with MAS.

GIC is wholly-owned by the GoS and was set up with the sole purpose of managing Singapore’s foreign reserves. The GoS disclaims beneficial ownership of such shares

- (9) GIC disclaims membership in a group.

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

Not applicable.

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

Not applicable.

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

Not applicable.

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

Not applicable.

**Item 9 Notice of Dissolution of Group**

Not applicable.

**Item 10 Certification**

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 as of the date below.

**GIC PRIVATE LIMITED**

By: /s/ Diane Liang \_\_\_\_\_

Name: Diane Liang

Title: Senior Vice President

Date: February 14, 2023

By: /s/ Toh Tze Meng \_\_\_\_\_

Name: Toh Tze Meng

Title: Senior Vice President

Date: February 14, 2023

**GIC ASSET MANAGEMENT PTE. LTD.**

By: /s/ Chan Hoe Yin \_\_\_\_\_

Name: Chan Hoe Yin

Title: Director

Date: February 13, 2023

**RADIANCE STAR PTE. LTD.**

By: /s/ Daniel Loo \_\_\_\_\_

Name: Daniel Loo

Title: Director

Date: February 14, 2023

**LIST OF EXHIBITS**

Exhibit	Description
<a href="#">A</a>	Joint Filing Agreement

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EXHIBIT A

Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the U.S. Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other reporting persons on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Class A Ordinary Shares of Pagaya Technologies Ltd., and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the undersigned hereby executes this Agreement as of the date identified below.

**GIC PRIVATE LIMITED**

By: /s/ Diane Liang

Name: Diane Liang

Title: Senior Vice President

Date: February 14, 2023

By: /s/ Toh Tze Meng

Name: Toh Tze Meng

Title: Senior Vice President

Date: February 14, 2023

**GIC ASSET MANAGEMENT PTE. LTD.**

By: /s/ Chan Hoe Yin

Name: Chan Hoe Yin

Title: Director

Date: February 13, 2023

**RADIANCE STAR PTE. LTD.**

By: /s/ Daniel Loo

Name: Daniel Loo

Title: Director

Date: February 14, 2023

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