

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* Sun Fangqui			2. Issuer Name and Ticker or Trading Symbol Katapult Holdings, Inc. [KPLT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief of Decision Science		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2022					
5204 TENNYSON PARKWAY ST. 500								
(Street)			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		
PLANO, TX 75024-7141								
(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			
Common Stock	03/15/2022		M		51,886 (1)	A	\$ 0	727,186	D	
Common Stock	03/15/2022		F		12,387 (2)	D	\$ 1.87	714,799	D	
Common Stock	03/15/2022		A		266,826 (3)	A	\$ 0	981,625	D	

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

--

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 control number. SEC 1474 (9-02)

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	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	(1)	03/15/2022		M		51,886		(4)	(4)	Common Stock	\$ 0	155,661	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sun Fangqui 5204 TENNYSON PARKWAY ST. 500 PLANO, TX 75024-7141			Chief of Decision Science	

Signatures

/s/ By: Tahmineh Maloney, as Attorney-in-Fact for Fangqui Sun		03/17/2022
**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).

- (1) Restricted stock units ("RSUs") convert into shares of the Issuer's Common Stock on a one-for-one basis. The transaction represents the settlement of vested RSUs in shares of the Issuer's Common Stock.
- (2) Shares reported were withheld for the payment of taxes associated with the vesting of 25% of an award of RSUs originally granted on September 9, 2021.
- (3) Restricted stock unit award that will vest over four years, with 25% of the RSUs vesting on March 15, 2023, and the remaining RSUs vesting in twelve substantially equal quarterly installments, subject to the Reporting Person's continued employment with the Issuer on each applicable vesting date.
- (4) On September 9, 2021, the Reporting Person was granted RSUs, of which the remaining 155,661 unvested RSUs will vest in twelve substantially equal quarterly installments, subject to the Reporting Person's continued employment with the Issuer on each applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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