

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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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>Levchin Max R</u> (Last) (First) (Middle) <u>C/O AFFIRM HOLDINGS, INC.</u> <u>650 CALIFORNIA STREET</u> (Street) <u>SAN FRANCISCO CA 94108</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/13/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Affirm Holdings, Inc. [AFRM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <u>Chief Executive Officer</u>	5. If Amendment, Date of 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>735,294</u>	<u>I</u>	<u>By Levchin 2012 Irrevocable Trust⁽¹⁾</u>

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Class B Common Stock</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock</u>	<u>15,397,650</u>	<u>(2)</u>	<u>D</u>	
<u>Class B Common Stock</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock</u>	<u>10,714,287</u>	<u>(2)</u>	<u>I</u>	<u>By 2012 MRL Investments LLC⁽³⁾</u>
<u>Class B Common Stock</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock</u>	<u>735,294</u>	<u>(2)</u>	<u>I</u>	<u>By Levchin 2012 Irrevocable Trust⁽¹⁾</u>
<u>Performance Based Stock Options</u>	<u>(4)(5)</u>	<u>(4)(5)</u>	<u>Class A Common Stock</u>	<u>12,500,000</u>	<u>(4)(5)</u>	<u>D</u>	

Explanation of Responses:

- As joint settlors of the Levchin 2012 Irrevocable Trust, the Reporting Person and his spouse jointly have the right to acquire the shares held by the trust but do not have voting or investment power over such shares. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- Each share of the Issuer's Class B common stock, par value \$0.00001 per share ("Class B Common Stock"), is convertible at any time into one share of the Issuer's Class A common stock, par value \$0.00001 per share ("Class A Common Stock"). The Class B Common Stock has no expiration date.
- The Reporting Person has sole voting and investment power over the shares held by 2012 MRL Investments LLC.
- As described in the Issuer's registration statement on Form S-1 (File No. 333-250184) (the "S-1") under the heading "Executive and Director Compensation-New Chief Executive Officer Compensation," in connection with the Issuer's initial public offering, the Reporting Person was granted a multi-year performance-based stock option providing the Reporting Person with the opportunity to earn the ability to purchase shares Class A Common Stock (the "Value Creation Award"). The Value Creation Award will only be earned if the Class A Common Stock attains certain stock price hurdles over a period of five years, as further described in the S-1 under the heading "Executive and Director Compensation-New Chief Executive Officer Compensation," subject to the Reporting Person's continued service to the Issuer. (continued in next footnote)
- The Value Creation Award is divided into ten tranches which the Reporting Person may earn by satisfying a performance condition within a five-year period from the date of grant. Once earned as a result of satisfying the performance condition, the earned tranche of the Value Creation Award becomes vested and exercisable upon the satisfaction of a time condition. Any portion of the Value Creation Award that has not been earned by the fifth anniversary of the grant date will be forfeited.

Remarks:

/s/ Sharda Caro del

01/13/2021

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 5 (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.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned hereby constitutes, designates and appoints Sharda Caro del Castillo, David Ritenour and Ryan Chen as such person's true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution and full power to act alone and without the other, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

(a) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID (or any successor form), including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) or any rule or regulation of the SEC promulgated thereunder;

(b) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Affirm Holdings, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (or any successor forms);

(c) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(d) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, except that in respect of any person herein appointed as an attorney-in-fact of the undersigned, this Power of Attorney shall be revoked and shall cease to be effective immediately with respect to such person at such time as such person shall no longer be an officer and/or director of the Company or its subsidiaries.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the 12th day of
January, 2021

/s/ Max Levchin
Max Levchin

[Signature page to Power of Attorney for Forms 3, 4, and 5]