

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>SMITH BRIAN R</u> <hr/> (Last) (First) (Middle) C/O S3 VENTURES, 6300 BRIDGE POINT PKWY BUILDING 1, SUITE 405 <hr/> (Street) AUSTIN TX 78730 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/13/2021	3. Issuer Name and Ticker or Trading Symbol <u>ALKAMI TECHNOLOGY, INC.</u> [ <u>ALKT</u> ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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)
---------------------------------	---	--	---

**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			
Series A Preferred Stock	(1)	(1)	Common Stock	6,844,621	(1)	I	See footnote <sup>(2)</sup>
Series A Preferred Stock	(1)	(1)	Common Stock	285,907	(1)	D <sup>(3)</sup>	
Series B Preferred Stock	(4)	(4)	Common Stock	2,038,544	(4)	I	See footnote <sup>(2)</sup>
Series B Preferred Stock	(4)	(4)	Common Stock	156,250	(4)	D <sup>(3)</sup>	
Series C Preferred Stock	(5)	(5)	Common Stock	8,148,463	(5)	I	See footnote <sup>(2)</sup>
Series C Preferred Stock	(5)	(5)	Common Stock	242,421	(5)	D <sup>(3)</sup>	
Series E Preferred Stock	(6)	(6)	Common Stock	1,501,196	(6)	I	See footnote <sup>(2)</sup>
Series E Preferred Stock	(6)	(6)	Common Stock	137,215	(6)	D <sup>(3)</sup>	

1. Name and Address of Reporting Person* <u>SMITH BRIAN R</u> <hr/> (Last) (First) (Middle) C/O S3 VENTURES, 6300 BRIDGE POINT PKWY BUILDING 1, SUITE 405 <hr/> (Street) AUSTIN TX 78730 <hr/> (City) (State) (Zip)
--

1. Name and Address of Reporting Person* <u>S3 Ventures Fund III, L.P.</u>
---

(Last)	(First)	(Middle)
6300 BRIDGE POINT PARKWAY		
BLDG. 1, SUITE 405		
<hr/>		
(Street)		
AUSTIN	TX	78730
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

S3 VENTURES GPLP III, L.P.

---

(Last)	(First)	(Middle)
6300 BRIDGE POINT PARKWAY		
BLDG. 1, SUITE 405		
<hr/>		
(Street)		
AUSTIN	TX	78730
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

S3 VENTURES III, L.L.C.

---

(Last)	(First)	(Middle)
6300 BRIDGE POINT PARKWAY		
BLDG. 1, SUITE 405		
<hr/>		
(Street)		
AUSTIN	TX	78730
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

- Each share of Series A Preferred Stock will automatically convert on a 1-for-1 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- Shares held directly by S3 Ventures Fund III, L.P. ("S3 Fund III"). S3 Ventures GPLP III, L.P. ("S3 GPLP III") is the general partner of S3 Fund III. S3 Ventures III, L.L.C. ("S3 III LLC") is the General Partner of S3 GPLP III. Brian R. Smith is the Managing Director of S3 III LLC. S3 GPLP III, S3 III LLC and Mr. Smith may be deemed to have beneficial ownership of the shares held by S3 Fund III. S3 GPLP III, S3 III LLC and Mr. Smith each disclaims beneficial ownership of all such shares except to the extent of its or his pecuniary interest therein.
- Shares held directly by Brian R. Smith.
- Each share of Series B Preferred Stock will automatically convert on a 1-for-1 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- Each share of Series C Preferred Stock will automatically convert on a 1-for-1 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.
- Each share of Series E Preferred Stock will automatically convert on a 1-for-1 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering.

**Remarks:**

Exhibit Index: Exhibit 24.1 - Power of Attorney

<u>/s/ Brian R. Smith</u>	<u>04/13/2021</u>
<u>/s/ Brian R. Smith for S3 Ventures Fund III, L.P.</u>	<u>04/13/2021</u>
<u>/s/ Brian R. Smith for S3 Ventures GPLP III, L.P.</u>	<u>04/13/2021</u>
<u>/s/ Brian R. Smith for S3 Ventures III, L.L.C.</u>	<u>04/13/2021</u>
** 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 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**

With respect to holdings of and transactions in securities issued by Alkami Technology, Inc. (together with its affiliates and successors, the "Company"), each of the undersigned hereby constitutes and appoints each of Brian R. Smith, Charles Plauche, Jr., and Aaron Perman, signing singly, with full power of substitution and resubstitution, to act as each of the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in each of the undersigned's name and on each of the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling each of the undersigned to make electronic filings with the SEC of reports required by Section 13 or Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
2. execute for and on behalf of each of the undersigned, Forms 3, 4, and 5, or Schedules 13D and 13G in accordance with Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
3. do and perform any and all acts for and on behalf of each of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or Schedules 13D and 13G, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. 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, each of the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of each 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-facts discretion.

Each of 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 each of the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact 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.

Each of the undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of each of the undersigned, are not assuming, nor is any Company assuming, any of each of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until each of the undersigned is no longer required to file Forms 3, 4, and 5 or Schedules 13D or 13G with respect to each of the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by each of the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

---

2021.

IN WITNESS WHEREOF, each of the undersigned has caused this Power of Attorney to be executed on April 13,

/s/ Brian R. Smith  
**Brian R. Smith**

**S3 VENTURES FUND III, L.P.**

By: S3 Ventures GPLP III, L.P.,  
its General Partner

By: S3 Ventures III, L.L.C.,  
its General Partner

By: /s/ Brian R. Smith  
Name: Brian R. Smith, Managing Director

**S3 VENTURES GPLP III, L.P.**

By: S3 Ventures III, L.L.C.,  
its General Partner

By: /s/ Brian R. Smith  
Name: Brian R. Smith, Managing Director

**S3 VENTURES III, L.L.C.**

By: /s/ Brian R. Smith  
Name: Brian R. Smith, Managing Director

---