



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

April 11, 2025

Christopher Britt  
Chief Executive Officer  
Chime Financial, Inc.  
101 California Street, Suite 500  
San Francisco, CA 94111

**Re: Chime Financial, Inc.  
Amendment No. 4 to Draft Registration Statement on Form S-1  
Submitted April 8, 2025  
CIK No. 0001795586**

Dear Christopher Britt:

We have reviewed your amended draft registration statement and have the following comments.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe a comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to this letter and your amended draft registration statement or filed registration statement, we may have additional comments. Unless we note otherwise, any references to prior comments are to comments in our April 3, 2025 letter.

Amendment No. 4 to Draft Registration Statement on Form S-1

Risk Factors

The multi-class structure of our common stock, page 68

1. We note your response to prior comment 4 and your disclosure in this risk factor that each of your co-founders will vote in their own discretion on any action requiring approval of your stockholders. Please add a separately captioned risk factor addressing the risk of deadlock and any resolution mechanism in situations when your co-founders may disagree and vote in ways that result in a deadlock.

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Liquidity and Capital Resources, page 112

2. Please identify the "certain lenders" for the secured credit facility described here.

Business

Chime Workplace, page 163

3. We note the revised disclosure regarding Chime Workplace in response to prior comment 5. Noting the recent launch date for this product, please revise to clarify the nature of the employers with which you have agreements, the typical terms governing such arrangements, and their impact and intended impact to your business model, including, for example, acquisition of active members.

Principal Stockholders, page 230

4. Please revise footnotes 10, 12 and 13 to the beneficial ownership table on page 230 to name the natural persons who have voting and dispositive power over the shares owned by entities affiliated with DST Global, entities affiliated with AI Bells, and General Atlantic (CH), L.P.

Exhibits

5. We note your disclosure on pages 66 and 241 that the exclusive forum provision does not apply to actions brought under the Exchange Act of 1934. Please revise Article XIII in Exhibit 3.1 to make that clear or advise.

Please contact Michael Henderson at 202-551-3364 or John Spitz at 202-551-3484 if you have questions regarding comments on the financial statements and related matters. Please contact Tonya Aldave at 202-551-3601 or James Lopez at 202-551-3536 with any other questions.

Sincerely,

Division of Corporation Finance  
Office of Finance

cc: Rezwan Pavri, Esq.