

PROSPECTUS

NEWTEKONE, INC.

Common Stock

Offered pursuant to the

2023 STOCK INCENTIVE PLAN

**THIS DOCUMENT CONSTITUTES PART OF A PROSPECTUS COVERING
SECURITIES THAT HAVE BEEN REGISTERED UNDER THE
SECURITIES ACT OF 1933.**

This prospectus relates to the offering by NewtekOne, Inc. (the "Company") to select employees and directors of the Company and its subsidiaries up to 3,000,000 shares of common stock of the Company with a par value of \$0.02 per share ("Common Stock") pursuant to the Company's 2023 Stock Incentive Plan (the "Plan"). The shares are issuable upon the exercise of options and the issuance of shares as or in settlement of other awards under the Plan, in each case granted on such terms and conditions as are specified in the Plan and as may be determined from time to time by the Compensation, Corporate Governance and Nominating Committee (the "Nominating Committee") of the Board of Directors of the Company (the "Board").

The Common Stock is listed on the NASDAQ under the symbol "NEWT".

The principal office of the Company is located at 4800 T-Rex Avenue, Suite 120, Boca Raton, Florida 33431, and its telephone number is (212) 356-9500. Additional information about the Plan may be obtained from the Company at 1981 Marcus Avenue, Suite 130, Lake Success, New York 11042 (Attention: Corporate Secretary).

This prospectus may not be used for reoffers or resales of Common Stock acquired under the Plan by "affiliates" (directors, executive officers and other controlling persons) of the Company. Directors and officers of the Company should also give careful consideration to the short-swing profit provisions of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All persons, including directors and executive officers, who obtain shares pursuant to the Plan should sell such shares only after consideration of the laws prohibiting trading on the basis of inside information and of their personal tax situation.

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The date of this prospectus is July 3, 2023

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