

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G/A**

Under the Securities Exchange Act of 1934 (Amendment No.1)\*

**NUVEI CORPORATION**

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(Name of Issuer)

**SUBORDINATE VOTING SHARES**

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(Title of Class of Securities)

**67079A102**

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(CUSIP Number)

**December 31, 2022**

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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## 1. NAME OF REPORTING PERSON

Philip Fayer

## 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b) 

## 3. SEC USE ONLY

## 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

## 5. SOLE VOTING POWER

28,052,787 (1)

## 6. SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED  
BY EACH REPORTING PERSON WITH

0

## 7. SOLE DISPOSITIVE POWER

28,052,787 (1)

## 8. SHARED DISPOSITIVE POWER

0

## 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,052,787 (1)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 

## 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

30.7% (2)

## 12. TYPE OF REPORTING PERSON

IN

- (1) Consists of 27,857,328 Multiple Voting Shares held by Whiskey Papa Fox Inc. and beneficially owned by Philip Fayer and 195,459 Subordinate Voting Shares that Philip Fayer has the right to acquire within 60 days after December 31, 2022 upon the exercise of stock options held by Philip Fayer. Subordinate Voting Shares are entitled to one vote per share and Multiple Voting Shares are entitled to 10 votes per share. Multiple Voting Shares may be converted into Subordinate Voting Shares on a one-for-one basis by Philip Fayer at any time.
- (2) Based on 63,461,608 Subordinate Voting Shares outstanding as of December 31, 2022 and 28,052,787 of Subordinate Voting Shares that Philip Fayer may acquire within 60 days of December 31, 2022 upon the conversion of Multiple Voting Shares into Subordinate Voting Shares, or through the exercise of stock options for Subordinate Voting Shares.

## 1. NAME OF REPORTING PERSON

Whiskey Papa Fox Inc.

## 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b) 

## 3. SEC USE ONLY

## 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

## 5. SOLE VOTING POWER

27,857,328 (1)

## 6. SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED  
BY EACH REPORTING PERSON WITH

0

## 7. SOLE DISPOSITIVE POWER

27,857,328 (1)

## 8. SHARED DISPOSITIVE POWER

0

## 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,857,328 (1)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 

## 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

30.5% (2)

## 12. TYPE OF REPORTING PERSON

CO

- (1) Consists of 27,857,328 Multiple Voting Shares held by Whiskey Papa Fox Inc. Whiskey Papa Fox Inc. is a holding company controlled by Philip Fayer. Subordinate Voting Shares are entitled to one vote per share and Multiple Voting Shares are entitled to 10 votes per share. Multiple Voting Shares may be converted into Subordinate Voting Shares on one-for-one basis by Philip Fayer at any time.
- (2) Based on 63,461,608 Subordinate Voting Shares outstanding as of December 31, 2022 and 27,857,328 of Subordinate Voting Shares that Whiskey Paper Fox Inc. may acquire within 60 days of December 31, 2022 upon the conversion of Multiple Voting Shares into Subordinate Voting Shares.

**Item 1.**

(a) Name of Issuer:

Nuvei Corporation

(b) Address of Issuer's Principal Executive Offices:

1100 René-Lévesque Boulevard West, Suite 900  
Montreal, Quebec H3B 4N4

**Item 2.**

(a) The names of the persons (collectively, the "Reporting Persons") filing this Schedule 13G (this "Statement") are:

Philip Fayer  
Whiskey Papa Fox Inc.

(b) The principal business office for each of the Reporting Persons is:

1100 René-Lévesque Boulevard West, Suite 900  
Montreal, Quebec H3B 4N4

(c) Citizenship

Canada

(d) Title of Class of Securities

Subordinate Voting Shares

(e) CUSIP Number

67079A102

**Item 3. Filing Category.**

Not applicable

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: See Item 9 of each cover page.

(b) Percent of class: See Item 11 of each cover page.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote: See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of: See Item 7 of each cover page.

(iv) Shared power to dispose or to direct the disposition of: See Item 8 of each cover page.

**Item 5. Ownership of Five Percent or Less of a Class.**

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Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable.

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certification.**

Not Applicable.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2023

**Philip Fayer**

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/s/ Philip Fayer

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Signature

**Whiskey Papa Fox Inc.**

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/s/ Philip Fayer

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Signature

Title: Chairman and Chief Executive Officer

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Exhibit Index to Schedule 13G

Exhibit 1 Joint Filing Agreement, dated February 14, 2023, by and among Philip Fayer and Whiskey Papa Fox Inc.

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**Joint Filing Agreement**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree that only one statement containing the information required by Schedule 13G and any further amendments thereto need to be filed with respect to the beneficial ownership by each of the undersigned of shares of Subordinate Voting Shares of Nuvei Corporation, and further agree that this Joint Filing Agreement be included as an exhibit to the Schedule 13G provided that, as contemplated by Section 13d-1(k)(1)(ii), no person shall be responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

Dated: February 14, 2023

**Philip Fayer**

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/s/ Philip Fayer  
Signature

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**Whiskey Papa Fox Inc.**

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/s/ Philip Fayer  
Signature  
Title: Chairman and Chief Executive Officer

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