

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) November 24, 2020

FATHOM HOLDINGS INC.
(Exact name of registrant as specified in its charter)

North Carolina
(State or other jurisdiction of incorporation)

001-39412
(Commission File Number)

82-1518164
(IRS Employer Identification No.)

211 New Edition Court, Suite 211, Cary, North Carolina, 27511
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 888-455-6040

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, No Par Value	FTHM	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01 **Completion of Acquisition or Disposition of Assets.**

As previously disclosed in the Current Report on Form 8-K filed by Fathom Holdings Inc. (the “*Company*”) on November 5, 2020 (the “*Prior 8-K*”), the Company entered into a Stock Purchase Agreement (the “*Purchase Agreement*”) by and among the Company, Verus Title Inc., a Delaware corporation (“*Verus*”), the Yurashevich Community Property Trust of 2016, a community property trust (“*Yurashevich Trust*”) and the Kaila Family Trust, a revocable living trust (“*Kaila*”) and collectively with Yurashevich Trust, the “*Sellers*”), and Paul Yurashevich, an individual resident of North Carolina in his individual capacity as Sellers representative, pursuant to which the Company would acquire all of the outstanding stock of Verus (the “*Acquisition*”).

On November 24, 2020 (the “*Closing Date*”), the Company closed the Acquisition.

For more information on the Acquisition and the Purchase Agreement, see Item 1.01 of the Form 8-K the Company filed on November 5, 2020, which is incorporated into this Item 2.01 by reference.

Item 3.02 **Unregistered Sales of Equity Securities.**

On the Closing Date, the Company issued 46,577 shares of its common stock, no par value, to the Sellers, as described in Item 1.01 of the Prior 8-K. The shares issued to the Sellers were not registered under the Securities Act of 1933, as amended (the “*Securities Act*”), and were issued in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act because such issuance does not involve a public offering. The information disclosed in response to Item 1.01 of the Prior 8-K is incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired.

To the extent required, the Company intends to file the financial statements required by Item 9.01(a) as part of an amendment to this Current Report on Form 8-K no later than 71 calendar days after the required filing date for this Current Report on Form 8-K.

(b) Pro Forma Financial Information.

To the extent required, the Company intends to file the pro forma financial information required by Item 9.01(b) as an amendment to this Current Report on Form 8-K no later than 71 days after the required filing date for this Current Report on Form 8-K.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
<u>99.1</u>	<u>Press Release, dated November 30, 2020.</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 30, 2020

FATHOM HOLDINGS INC.

/s/ Marco Fregenal
Marco Fregenal
President and Chief Financial Officer



Fathom Holdings Completes Acquisition of Verus Title

CARY, N.C., November 30, 2020 – Fathom Holdings Inc. (Nasdaq: FTHM), a holding company that primarily operates through its wholly owned subsidiary, Fathom Realty, LLC, a national, cloud-based, technology-driven, residential real estate brokerage, today announced it has completed the previously announced acquisition of Verus Title Inc., expanding its residential real estate offerings to include title insurance services.

“We are pleased to have completed this transaction so quickly. Adding Verus complements our suite of services in the residential real estate market, gives our agents another distinct competitive advantage and further positions Fathom to continue on our growth trajectory,” said Joshua Harley, Fathom’s Founder and CEO.

About Fathom Holdings Inc.

Fathom Holdings Inc. is the parent company of Fathom Realty Holdings, LLC, a national, virtual, full-service real estate brokerage that leverages proprietary cloud-based software called IntelliAgent to operate a Platform as a Service model (PaaS) for the residential real estate industry. Fathom offers real estate professionals 100% commission, small flat-fee transaction costs, support, technology, and training, all powered by best in class operational efficiencies. For more information visit www.fathomrealty.com.

Cautionary Note Concerning Forward-Looking Statements

This press release contains “forward-looking statements,” including, but not limited to, continuing Fathom’s growth trajectory. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including: risks associated with making and integrating acquisitions; risks in effectively managing rapid growth in our business; reliance on key personnel; technology risks; competitive risks; and the others set forth in the Risk Factors section of the Company’s registration statement for its initial public offering filed with the SEC. Copies are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

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