

**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) March 1, 2021

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) *Appointment of Ravila Gupta to the Board*

On March 1, 2021, the board of directors (the "Board") of Fathom Holdings Inc. (the "Company") appointed Ravila Gupta as a member of the Board, effective immediately. Ms. Gupta will serve as a director until the 2021 Annual Meeting of Shareholders or until her successor is duly elected and qualified.

Ms. Gupta, age 57, has over 10 years of executive experience in corporate managerial roles. Since April 2020, Ms. Gupta has served as President and Chief Executive Officer of Bagchi Group, Inc., a private company providing business strategy, financial services, and board and executive coaching support to businesses. From April 2017 to April 2020, Ms. Gupta served as President and Chief Executive Officer of Council for Entrepreneurial Development, a non-profit organization dedicated to the development of entrepreneurs and their businesses, and from July 2012 to April 2017, Ms. Gupta served as President of Umicore USA Inc, a global materials technology and recycling group.

Ms. Gupta currently serves in an advisory board role at Primo Partners LLC, a real estate and Ben & Jerry's franchise development company, and previously served in an advisory role from October 2019 to December 2020 at Bennett Aerospace, Inc., an engineering and development company.

Ms. Gupta received a B.E. in 1985 and a M.E. in 1987 from McGill University. She received her J.D. from North Carolina Central in 2000.

The Board believes that Ms. Gupta's background in executive management qualifies her to serve as one of our directors.

There are no arrangements or understandings between Ms. Gupta and any other person pursuant to which she was selected as a director of the Company, and there is no family relationship between Ms. Gupta and any of the Company's other directors or executive officers. As a non-employee director of the Company, Ms. Gupta will receive the same cash and equity compensation as each of the Company's other non-employee directors.

There are no related party transactions between Ms. Gupta and the Company, and the Board believes that Ms. Gupta satisfies the independence requirements of Rule 5605(a)(2) of the NASDAQ Stock Market listing and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

Item 8.01 Other Events.

On March 2, 2021, the Company issued a press release announcing that the Company, through its wholly owned subsidiary IntelliAgent, LLC, had completed its purchase of substantially all of the assets of Naberly Inc. A copy of the release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On March 3, 2021, the Company issued a press release to report the appointment of the Ms. Gupta. A copy of the release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibit is being filed with this Current Report on Form 8-K.

Exhibit	Description
99.1	Press release of Fathom Holdings Inc. dated March 2, 2021.
99.2	Press release of Fathom Holdings Inc. dated March 3, 2021.

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.

FATHOM HOLDINGS INC.

Date: March 3, 2021

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



**Fathom Holdings Subsidiary, IntelliAgent, Completes Acquisition
of Technology Platform Naberly Solutions**

CARY, N.C., March 2, 2021 – 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 that its subsidiary, IntelliAgent, has completed the previously announced acquisition of technology platform Naberly Solutions.

“The addition of Naberly helps us achieve technology independence, which should further enhance our proprietary IntelliAgent platform to give us a stronger competitive advantage. Naberly should also allow us to further improve our operational efficiency while reducing costs over time. Providing even more robust technology to help our agents grow their businesses is a key strategy to continuing our solid agent growth trajectory, and we believe that Naberly should be able to help us achieve that goal, while also potentially providing new opportunities to generate additional SaaS revenue. With this acquisition, we also intend to roll out an enhanced version of the Naberly platform to launch a national real estate portal to help generate leads for our Fathom agents, as well as non-Fathom agents in the markets that we’re not in yet,” said Fathom CEO Joshua Harley.

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 improving operational efficiency, reducing costs over time, continuing agent growth, generating additional SaaS revenue, and the ability and timing of rolling out a national real estate portal. 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 of which 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 www.sec.gov.

###

Investor Relations and Media Contacts:

Roger Pondel/Laurie Berman
PondelWilkinson Inc.
investorrelations@fathomrealty.com
(310) 279-5980

Marco Fregenal
President and CFO
Fathom Holdings Inc.
investorrelations@fathomrealty.com
(888) 455-6040



**Fathom Holdings Expands Board,
Names Ravila Gupta as Newest Director**

CARY, N.C., March 3, 2021 – 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 that Ravila Gupta has been named to its board of directors, expanding its membership to eight, five of whom are independent.

Since April 2020, Gupta, 57, has served as President and Chief Executive Officer of Bagchi Group, Inc., a private company providing business strategy, financial services, and board and executive coaching support to businesses. Prior to that, she was President and Chief Executive Officer of the Council for Entrepreneurial Development, a non-profit organization dedicated to the development of entrepreneurs and their businesses. Previously, she served as President of Umicore USA Inc, a global materials technology and recycling group.

“Ravila brings significant executive management experience to Fathom, with a long and successful track record in strategic planning, business development, leadership development, marketing and culture,” said Fathom Chairman and CEO Joshua Harley. “We are pleased to welcome Ravila, and look forward to the insights and expertise she will bring to our company.”

“I am excited to join Fathom and be part of a company that is rapidly growing and changing the face of the residential real estate market,” said Gupta. “I look forward to contributing my knowledge, as Fathom continues to expand geographically and introduce new products and services to its agents.”

Gupta earned a bachelor’s and master’s degree in engineering from McGill University, and a law degree from North Carolina Central University. She currently serves on the advisory board at Primo Partners LLC, a Ben & Jerry’s franchise development and real estate company, and previously served in an advisory role at Bennett Aerospace, Inc., an engineering and development company.

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, the Company’s ability to expand geographically and introduce new products and services to its brokers. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including: reliance on key personnel; risks associated with making and integrating acquisitions; technology risks; risks in effectively managing rapid growth in our business; 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 of which 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.

###

Investor Relations and Media Contacts:

Roger Pondel/Laurie Berman
PondelWilkinson Inc.
investorrelations@fathomrealty.com
(310) 279-5980

Marco Fregenal
President and CFO
Fathom Holdings Inc.
investorrelations@fathomrealty.com
(888) 455-6040