

**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) April 16, 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.)

2000 Regency Parkway Drive, Suite 300, Cary, North Carolina 27518  
(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 April 14, 2021 (the "**Prior 8-K**"), the Company entered into an Agreement and Plan of Merger ("**Merger Agreement**"), by and among the Company; Fathom Merger Sub A, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company; Fathom Merger Sub B, LLC, a Delaware limited liability company and a wholly-owned subsidiary of the Company; E4:9 Holdings, Inc., a Delaware corporation ("**E4:9**"); the stockholders of E4:9 set forth on Annex B to the Merger Agreement; and Paul S. Marsh, an individual in the capacity as Stockholder Representative thereunder.

On April 16, 2021 (the "**Closing Date**"), the Company closed the transactions under the Merger Agreement.

For more information on the Agreement and Plan of Merger, see Item 1.01 in the Prior 8-K, 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 513,862 shares of its common stock, no par value, to the stockholders of E4:9 (the "**E4:9 Sellers**"), as described in Item 1.01

of the Prior 8-K. The shares issued to the E4:9 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 Business 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.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release, dated April 20, 2021.</u></a>

**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: April 20, 2021

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



### Fathom Holdings Completes Acquisition of E4:9 Holdings

-- Parent Company of Encompass Lending Group, Dagley Insurance Agency, and Real Results Expected to Add New, Incremental Revenue Streams and Enhance Revenue per Transaction --

**CARY, N.C., April 20, 2021 – Fathom Holdings Inc. (Nasdaq: FTHM)**, a national, technology-driven, end-to-end real estate services platform integrating residential brokerage, mortgage, title, insurance, and SaaS offerings for brokerages and agents, today reported it has completed the previously announced acquisition of E4:9 Holdings, Inc., a holding company with three operating subsidiaries serving the residential real estate sector: Encompass Lending Group, Dagley Insurance Agency (DIA), and Real Results.

The final purchase price was approximately \$28.88 million, consisting of approximately \$9.82 million in cash and \$19.05 million in Fathom Holdings common stock. E4:9's unaudited consolidated 2020 revenue, which included only five months of DIA's newly acquired insurance revenues, was approximately \$12.8 million, and unaudited consolidated earnings were positive. Approximately 15% of that revenue was recurring through Dagley Insurance, which has 57 employees and is licensed in 47 states. Encompass Lending has 67 employees and is licensed in 20 states. Fathom expects to expand both businesses into all 50 states as Fathom also expands its residential real estate brokerage across the country. Real Results has 12 employees and is expected to extend its lead generation business to all of Fathom's offerings. Collectively, E4:9 has over 130 employees with goals in place to quickly grow their base of loan officers, insurance agents, and lead specialists to better support Fathom Realty's growth. Fathom expects the acquisition to be immediately accretive.

"The addition of E4:9 is fantastic news for our Company," said Josh Harley, Fathom's Chairman and CEO. "Our agents and associates will benefit significantly by gaining new opportunities to grow their businesses, while consumers will have a one-stop-shop for all of their housing needs. As I've said before, E4:9 shares Fathom's servant leader culture, making us well matched and ready to hit the ground running.

"We are successfully building a vertically integrated, end-to-end real estate operation that brings greater value to our people, our shareholders, and the communities we serve. We believe this will benefit Fathom by attracting even more agents and transactions, while increasing our revenue per transaction. As we integrate these companies into the Fathom family and our IntelliAgent technology platform, we expect to enjoy a higher attach rate for mortgage, insurance, and title, along with better control over the quality of our clients' experience. As a result, we believe we can attract additional mortgage loan officers and insurance agents who are looking for greater lead flow, as well as more real estate agents who are looking for additional opportunities to grow and serve their client base.

"At this point, we've gathered all of the puzzle pieces we need to truly disrupt the real estate industry. Our balance sheet remains strong and we are focused on bolstering our current operations and increasing our footprint. The future is extremely bright for us as we continue to redefine the real estate industry."

#### About Fathom Holdings Inc.

Fathom Holdings Inc. is a national, technology-driven, real estate services platform providing residential brokerage, mortgage, title, insurance, and SaaS offerings to brokerages and agents through its proprietary cloud-based software, IntelliAgent. The Company's brands include Fathom Realty, Encompass Lending, Dagley Insurance, Verus Title, IntelliAgent, and Real Results. For more information, visit [www.fathomrealty.com](http://www.fathomrealty.com).

#### Cautionary Note Concerning Forward-Looking Statements

This press release contains "forward-looking statements," including, but not limited to, adding incremental revenue sources and the acquisition being immediately accretive. 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, including the need to audit their historical financial statements to confirm prior results; technology risks; risks in effectively managing rapid growth in our business; reliance on key personnel; 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](http://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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