
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

**SCHEDULE 14A
(RULE 14a-101)
SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).**
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material Pursuant to §240.14a-12.

FATHOM HOLDINGS INC.
(Name of Registrant as Specified in its Charter)

N/A
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:

 - Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:

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FATHOM HOLDINGS INC.
c/o Continental Proxy Services
1 State Street, New York NY 10004

**You May Vote Your Proxy When You View The
Material On The Internet. You Will Be Asked
To Follow The Prompts To Vote Your
Common Shares.**

FATHOM HOLDINGS INC.
2000 Regency Parkway Drive, Suite 300
Cary, North Carolina 27518

**NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS**
to be held on
October 20, 2021

*Shareholders are cordially invited to attend the Annual Meeting and vote in person.
At the Annual Meeting, you will need to request a ballot to vote your shares.

Dear Shareholder,

The 2021 Annual Meeting of Shareholders of Fathom Holdings Inc. (the "Company") will be held at 2000 Regency Parkway Drive, Suite 160, Cary, North Carolina 27518 on October 20, 2021 at 9:00 a.m. (Eastern Time).

Proposals to be considered at the Annual Meeting:

- (1) To elect the eight directors nominated by the Company's board of directors to hold office for a one-year term until the 2022 Annual Meeting of Shareholders; and
- (2) To approve an amendment to the Fathom Holdings Inc. 2019 Omnibus Stock Incentive Plan to increase the share reserve by 1,000,000 shares of common stock.

Additionally, to address such other matters as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The Board of Directors recommends a vote "FOR" all the nominees under Proposal 1 and "FOR" Proposal 2.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.



Vote Your Proxy on the Internet:

Go to <http://www.cstproxyvote.com>
Have your notice available when you access the above website. Follow the prompts to vote your shares.

CONTROL NUMBER

The Proxy Materials are available for review at:
<https://www.cstproxy.com/fathom/2021>

FATHOM HOLDINGS INC.
2000 Regency Parkway Drive, Suite 300
Cary, North Carolina 27518

Important Notice Regarding the Availability of Proxy Materials For the 2021 Annual Meeting of Shareholders to be Held on October 20, 2021

The following Proxy Materials are available for review at <https://www.cstproxy.com/fathom/2021>:

- the Company's Annual Report for the year ended December 31, 2020;
- the Company's Notice of Annual Meeting of Shareholders and Proxy Statement;
- the Proxy Card; and
- any amendments to the foregoing materials that are required to be furnished to shareholders.

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before October 11, 2021 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically. You must reference your control number.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-888-221-0691

or

By logging on to <https://www.cstproxy.com/fathom/2021>

or

By email at: proxy@continentalstock.com

Please include the company name and your control number in the subject line.