

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |  |  |   |  |  |   |  |  |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person *<br>Hood David C.                                    |  |  | 2. Issuer Name and Ticker or Trading Symbol<br>Fathom Holdings Inc. [FTHM]              |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |  |
| (Last) (First) (Middle)<br>C/O FATHOM HOLDINGS INC., 2000<br>REGENCY PARKWAY DRIVE, SUITE 300 |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/12/2022                          |  |  |   |  |  |
| (Street)<br>CARY, NC 27518  |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| (City) (State) (Zip)  |  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |   |  |  |

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|---|---|--------------------------------|---|--|------------|-------|--|---|--|
|                                    |   |   | Code                           | V | Amount   | (A) or (D) | Price |  |   |  |
| Common Stock                       |   |   |                                |   |  |            | 4,443 |  | D   |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |       |
|---|--|---|---|--------------------------------|---|--|-----|---|-----------------|--|---|---|---|---|-------|
|   |  |   |   | Code                           | V | (A)  | (D) | Date Exercisable  | Expiration Date |  |   |   |   |   | Title |
| Stock Option (Right to Buy)                   | \$ 8.22  | 08/12/2022                              |   | A                              |   | 13,078   |     | (1)   | 08/11/2032      | Common Stock   | 13,078  | \$ 0  | 13,078  | D   |       |
| Stock Option (Right to Buy)                   | \$ 44  |   |   |                                |   |  |     | (2)   | 02/28/2031      | Common Stock   | 2,273   |   | 2,273   | D   |       |
| Stock Option (Right to Buy)                   | \$ 20.1  |   |   |                                |   |  |     | (3)   | 11/03/2030      | Common Stock   | 2,986   |   | 2,986   | D   |       |

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Hood David C.<br>C/O FATHOM HOLDINGS INC.<br>2000 REGENCY PARKWAY DRIVE, SUITE 300<br>CARY, NC 27518 | X             |           |         |       |

### Signatures

/s/ Donald R. Reynolds, by Power of Attorney

08/16/2022

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The option will vest in full on August 12, 2023, provided that the reporting person provides Continuous Service to the Issuer or a Related Entity as of such vesting date.
- (2) The option vested in full on March 1, 2022.
- (3) The option vested in full on November 4, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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