

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**Fathom Holdings Inc.**

(Name of Issuer)

**Common Stock, no par value per share**

(Title of Class of Securities)

**31189V 109**

(CUSIP Number)

**December 31, 2022**

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

SCHEDULE 13G

<b>CUSIP No.</b>	31189V 109
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<b>1</b>	<b>Names of Reporting Persons</b> Glenn A. Sampson	
<b>2</b>	<b>Check the appropriate box if a member of a Group (see instructions)</b>  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>Sec Use Only</b>	
<b>4</b>	<b>Citizenship or Place of Organization</b> USA	
<b>Number of Shares Beneficially Owned by Each Reporting Person With:</b>	<b>5</b>	<b>Sole Voting Power</b> 1,553,156
	<b>6</b>	<b>Shared Voting Power</b> 0
	<b>7</b>	<b>Sole Dispositive Power</b> 1,553,156
	<b>8</b>	<b>Shared Dispositive Power</b> 0
<b>9</b>	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 1,553,156	

10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>
11	Percent of class represented by amount in row (9) 9% (*)
12	Type of Reporting Person (See Instructions) IN

\* Based on 17,074,582 total shares of common stock outstanding as of November 8, 2022 as provided by the Company.

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#### Item 1.

(a) Name of Issuer:

Fathom Holdings Inc.

(b) Address of Issuer's Principal Executive Offices:

2000 Regency Parkway Drive, Suite 300, Cary, NC 27518

#### Item 2.

(a) Name of Person Filing:

Glenn A. Sampson

(b) Address of Principal Business Office or, if None, Residence:

2000 Regency Parkway Drive, Suite 300, Cary, NC 27518

(c) Citizenship:

USA

(d) Title and Class of Securities:

Common Stock, no par value per share

(e) CUSIP No.:

31189V 109

#### Item 3. Filing pursuant to Rule 13d-1(b) or 13d-2(b) or (c):

Not applicable

#### Item 4. Ownership

(a) Amount Beneficially Owned:

1,553,156\*

\* This amount includes 9,070 options to purchase common stock, all of which are exercisable within sixty days of this report.

(b) Percent of Class:

9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 1,553,156

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(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 1,553,156

(iv) Shared power to dispose or to direct the disposition of: 0

#### Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

**Item 6. Ownership of more than Five Percent on Behalf of Another Person.**

Not applicable

**Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person.**

Not applicable

**Item 8. Identification and classification of members of the group.**

Not applicable

**Item 9. Notice of Dissolution of Group.**

Not applicable

**Item 10. Certifications.**

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2023

/s/ Glenn A. Sampson

Name: Glenn A. Sampson

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