

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 10, 2023

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 8.01 Other Events.

On March 10, 2023, Fathom Realty, a wholly owned subsidiary of Fathom Holdings Inc., issued a press release announcing its ranking in the 2022 RISMedia Power Broker rankings. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Description
<u>99.1</u>	<u>Press Release, dated March 10, 2023.</u>

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.

Date: March 10, 2023

FATHOM HOLDINGS INC.

/s/ Marco Fregenal

Marco Fregenal

President and Chief Financial Officer



Top-Producing Fathom Realty Climbs the Power Broker Rankings

CARY, NC, March 10, 2023 - Fathom Realty, LLC, a wholly owned subsidiary of Fathom Holdings Inc. (Nasdaq FTHM), has continued to climb the RISMedia Power Broker rankings year-over-year. Based on 2022 results, Fathom Realty ranked 12th in sales volume among the nation's top 100 residential brokerage firms, up from 16th in 2021. Additionally, Fathom Realty came in tenth in the total number of transactions in 2022 with 44,707 transactions closed, representing an almost 16% growth in transactions year over year.

RISMedia's 35th Annual Power Broker Report explains the extraordinary dynamics of the 2022 residential real estate market. Healthy sales started the year strong but bottomed out as inflation, and rising interest rates strangled the market. Low housing inventory, high prices, and low-interest rates dominated the industry until skyrocketing mortgage rates brought the market to a screeching halt.

"With declines reported virtually across the board, the 2023 Power Broker Report reflects the rollercoaster ride that was the 2022 residential real estate market. Collectively, the Top 100 firms reported a more than \$110B decrease in sales volume in 2022 over 2021. But while many struggled through the market shift, some seized the opportunity to gain ground..." noted the RISMedia editorial staff.

"We are proud of the Fathom family and how they have adjusted and overcome this constantly shifting market," said Fathom CEO Joshua Harley. "Our agents have worked hard to continue to grow and thrive, even with all the market uncertainties."

About Fathom Realty LLC

Fathom Realty, a wholly owned subsidiary of Fathom Holdings Inc. (Nasdaq: FTHM), is a national, cloud-based real estate brokerage powered by IntelliAgent, a proprietary technology platform that simplifies agent transaction management. The Company currently operates in 38 states and the District of Columbia with nearly 10,000 agents, who earn higher incomes through Fathom's transaction fee compensation model, plus the ability to offer their clients a host of related services, from title insurance to arranging mortgages, and in some states, homeowner's insurance. Fathom Realty is the sixth largest independent firm in the country, as ranked by the 2022 RealTrends 500 Ranking Report. For more information, visit www.fathomcareers.com.

About Fathom Holdings Inc.

Fathom Holdings Inc. is a national, technology-driven, real estate services platform integrating residential brokerage, mortgage, title, insurance, and SaaS offerings to brokerages and agents by leveraging its proprietary cloud-based software, IntelliAgent. The Company's brands include Fathom Realty, Dagley Insurance, Encompass Lending, IntelliAgent, LiveBy, Real Results, and Verus Title. For more information, visit www.FathomInc.com.



Cautionary Note Concerning Forward-Looking Statements

This press release includes forward-looking statements within the meaning of the federal securities law. All statements other than statements of historical or current facts made in this document are forward-looking. We identify forward-looking statements in this document by using words or phrases such as "anticipate," "believe," "estimate," "expect," "intend," "may be," "continue," "could," "potential," "objective," "plan," "seek," "predict," "project" and "will be" and similar words or phrases or their negatives. Forward-looking statements reflect our current expectations and are inherently uncertain. Actual results could differ materially for a variety of reasons. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including: risks associated with general economic conditions, including rising interest rates; risks associated with the Company's ability to continue achieving significant growth; its ability to continue its growth trajectory while achieving strong profits over time; its ability to generate positive operational cash flow; its ability to demonstrate sustainable profitability; and others set forth in the Risk Factors section of the Company's most recent Form 10-K as filed with the SEC and supplemented from time to time in other Company filings made with the SEC. Copies of Fathom's Form 10-K and other SEC filings 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 Contact:

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