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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 27, 2023

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**FATHOM HOLDINGS INC.**  
(Exact name of registrant as specified in its charter)

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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

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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  x

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.  x

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**Item 5.08 Shareholder Director Nominations.**

On June 27, 2023, the Board determined that the Company's 2023 Annual Meeting of Shareholders (the "Annual Meeting") will be held on August 28, 2023. Shareholders of record of the Company's common stock at the close of business on June 27, 2023 will be entitled to notice of, and to vote at, the Annual Meeting. The Company will provide additional details regarding the exact time, location and matters to be voted on at the Annual Meeting in the Company's proxy statement for the Annual Meeting to be filed with the Securities and Exchange Commission (the "SEC") prior to the Annual Meeting.

Due to the fact that the date of the Annual Meeting has been changed by more than 30 days from the anniversary date of the 2022 Annual Meeting of Shareholders, the Company is providing the due date for submission of any qualified shareholder proposal or qualified shareholder nominations. Shareholders of the Company who wish to have a proposal considered for inclusion in the Company's proxy materials for the Annual Meeting pursuant to Rule 14a-8 under the Securities Exchange Act of 1934 (the "Exchange Act"), must ensure that such proposal is received by the Company's Secretary at its corporate office at 2000 Regency Parkway Drive, Suite 300, Cary, North Carolina, on or before the close of business on July 8, 2023, which the Company has determined to be a reasonable time before it expects to begin in print and send its proxy materials in accordance with Rule 14a-5(f) and Rule 14a-8(e) under the Exchange Act. Any such proposal must also meet the requirements set forth in the rules and regulations of the SEC in order to be eligible for inclusion in the proxy materials for the Annual Meeting.

In addition, in accordance with the requirements contained in the Company's Second Amended and Restated Bylaws (the "Bylaws"), shareholders of the Company who wish to bring business before the Annual Meeting outside of Rule 14a-8 of the Exchange Act or to nominate a person for election as a director must ensure that written notice of such proposal (including all information specified in the Company's Bylaws) is received by the Company's Secretary at the address specified above no later than the close of business on July 8, 2023. Any such proposal must meet the requirements set forth in the Company's Bylaws in order to be brought before the Annual Meeting.

In addition, to comply with the universal proxy rules, shareholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act by July 8, 2023.

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**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: June 28, 2023

/s/ Marco Fregenal

Marco Fregenal

President and Chief Financial Officer

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