

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

FATHOM HOLDINGS INC.

(Exact name of registrant as specified in its charter)

North Carolina
(State or Other Jurisdiction of Incorporation or Organization)

82-1518164
(I.R.S. Employer Identification No.)

2000 Regency Parkway Drive, Suite 300
Cary, North Carolina, 27518
(Address of principal executive offices)(Zip Code)

Fathom Holdings Inc. 2019 Omnibus Stock Incentive Plan, as amended
(Full title of the plan)

Joshua Harley
Chief Executive Officer
2000 Regency Parkway Drive, Suite 300
Cary, North Carolina, 27518
Telephone: (888) 455-6040
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:
Andrew J. Gibbons, Esq.
Lorna A. Knick, Esq.
Wyrick Robbins Yates & Ponton LLP
4101 Lake Boone Trail, Suite 300
Raleigh, North Carolina 27607
(919) 781-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is being filed by the Registrant to register an additional 3,700,000 shares of Common Stock, securities of the same class for which a Registration Statement on Form S-8 relating to the 2019 Omnibus Incentive Stock Plan, as amended (the “2019 Stock Plan”) is effective. Accordingly, the contents of the previous Registration Statements on Forms S-8 filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on [August 21, 2020 \(File No. 333-248234\)](#) and [June 15, 2022 \(File No. 333-265625\)](#) (the “Previous Registration Statements”), including periodic reports filed after the Previous Registration Statements on Forms S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

On September 6, 2022, the Registrant’s Board of Directors approved an increase of 2,000,000 shares in the number of shares of Common Stock reserved under the 2019 Stock Plan. The Registrant’s shareholders approved the increase on October 31, 2022. Accordingly, the number of shares of Common Stock available for issuance was increased by 2,000,000 shares effective October 31, 2022. On June 27, 2023, the Registrant’s Board of Directors approved an additional increase of 1,700,000 shares in the number of shares of Common Stock reserved under the 2019 Stock Plan. The Registrant’s shareholders approved the increase on August 28, 2023. Accordingly, the number of shares of Common Stock available for issuance was increased by an additional 1,700,000 shares effective August 28, 2023.

This Registration Statement registers the 2,000,000 additional shares of Common Stock that became available for issuance under the 2019 Stock Plan on October 31, 2022 and the 1,700,000 additional shares of Common Stock that become available for issuance under the 2019 Stock Plan on August 28, 2023, as a result of the amendments. Previously, 1,740,009 shares reserved for issuance under the 2019 Stock Plan were registered under the Previous Registration Statements. An aggregate of 320,769 shares of Common Stock available for issuance under the 2019 Stock Plan have not been registered due to an available exemption under Rule 701.

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Commission are incorporated herein by reference:

- (a) the Registrant’s [Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Commission on March 30, 2023](#) as amended on [May 1, 2023](#);

- (b) the Registrant's [Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, filed with the Commission on May 11, 2023](#)
- (c) the Registrant's [Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, filed with the Commission on August 10, 2023](#)
- (d) the Registrant's Current Report on Form 8-K filed with the Commission on [March 10, 2023](#), [April 14, 2023](#), [June 28, 2023](#), [July 6, 2023](#) and [August 28, 2023](#); and
- (e) the description of the Registrant's Common Stock contained in the Registrant's [Registration Statement on Form 8-A filed with the Commission pursuant to Section 12\(b\) of the Securities Exchange Act of 1934, as amended \(the "Exchange Act"\) on July 28, 2020](#) and as may be amended from time to time.

In addition, documents filed, but not furnished, by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered under this Registration Statement have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. In no event, however, will any of the information, including exhibits, that the Registrant discloses under Item 2.02 and Item 7.01 of any report on Form 8-K that has been or may be, from time to time, furnished to the Commission, be incorporated by reference into or otherwise become a part of this Registration Statement.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Exhibit Number	Description
5.1*	Opinion of Wyrick Robbins Yates & Ponton LLP.
23.1*	Consent of Deloitte & Touche LLP.
23.2*	Consent of Wyrick Robbins Yates & Ponton LLP (contained in Exhibit 5.1).
24.1*	Power of Attorney (included in the signature page to this Registration Statement).
99.1	Fathom Holdings Inc. 2019 Omnibus Stock Incentive Plan (incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K filed on August 4, 2020).
99.2	First Amendment to Fathom Holdings Inc. 2019 Omnibus Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed on October 20, 2021).
99.3	Second Amendment to Fathom Holdings Inc. 2019 Omnibus Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed on October 31, 2022).
99.4	Third Amendment to Fathom Holdings Inc. 2019 Omnibus Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed on August 28, 2023).
107*	Filing Fee Table

* Filed herewith.

[THE NEXT PAGE IS THE SIGNATURE PAGE]

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cary, State of North Carolina, on the 14th day of September, 2023.

FATHOM HOLDINGS INC.

By: /s/ Joshua Harley
Joshua Harley
Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints each of Joshua Harley and Marco Fregenal, acting singly, his or her true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue

hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
<u>/s/ Joshua Harley</u> Joshua Harley	Chief Executive Officer, Director (Principal Executive Officer)	September 14, 2023
<u>/s/ Marco Fregenal</u> Marco Fregenal	President and Chief Financial Officer, Director (Principal Financial Officer and Principal Accounting Officer)	September 14, 2023
<u>/s/ Scott Flanders</u> Scott Flanders	Director	September 14, 2023
<u>/s/ Ravila Gupta</u> Ravila Gupta	Director	September 14, 2023
<u>/s/ David C. Hood</u> David C. Hood	Director	September 14, 2023
<u>/s/ Stephen Murray</u> Stephen Murray	Director	September 14, 2023
<u>/s/ Glenn Sampson</u> Glenn Sampson	Director	September 14, 2023
<u>/s/ Jennifer B. Venable</u> Jennifer B. Venable	Director	September 14, 2023

Wyrick Robbins Yates & Ponton LLP
4101 Lake Boone Trail, Suite 300
Raleigh, North Carolina 27607-7506

September 14, 2023

Fathom Holdings Inc.
2000 Regency Parkway Drive, Suite 300
Cary, North Carolina, 27518

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 filed on or about the date hereof by Fathom Holdings Inc., a North Carolina corporation (the "Registrant"), with the Securities and Exchange Commission (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of 3,700,000 shares of the Registrant's common stock, no par value per share (the "Plan Shares"), to be issued pursuant to the Registrant's 2019 Omnibus Stock Incentive Plan, as amended (the "2019 Stock Plan"). In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the original of all documents submitted to us as copies thereof.

As the Registrant's legal counsel, we have examined the proceedings taken, and are familiar with the proceedings proposed to be taken, in connection with the sale of the Plan Shares pursuant to the 2019 Stock Plan.

It is our opinion that, upon completion of the proceedings being taken or contemplated by us, as your counsel, to be taken prior to the issuance of the Plan Shares, the Plan Shares when issued in the manner referred to in the Registration Statement and in accordance with the 2019 Stock Plan, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including the Prospectus constituting a part thereof, and any amendments thereto.

Sincerely,

/s/ WYRICK ROBBINS YATES & PONTON LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 30, 2023, relating to the financial statements of Fathom Holdings Inc., appearing in the Annual Report on Form 10-K of Fathom Holdings Inc. for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Raleigh, North Carolina
September 14, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

Fathom Holdings Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price Per Share ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, no par value per share	Rules 457(c) and (h)(1)	3,700,000	\$ 4.89	\$ 18,093,000	\$110.20 per \$1,000,000	\$ 1,993.85
Total Offering Amounts					\$ 18,093,000		\$ 1,993.85
Total Fee Offsets							\$ 0
Net Fee Due							\$ 1,993.85

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares of common stock, no par value per share (the "Common Stock"), of Fathom Holdings Inc. (the "Registrant") as may be issued to prevent dilution of the shares of Common Stock covered hereby resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of 3,700,000 additional shares of Common Stock reserved for issuance under the Fathom Holdings Inc. 2019 Omnibus Stock Incentive Plan, as amended (the "2019 Stock Plan"). Previously, 1,740,009 shares under the 2019 Stock Plan were registered under Registration Statement No. 333-248234 and Registration Statement No. 333-265625.
- (3) Calculated solely for the purpose of this offering pursuant to Rule 457(c) and 457(h)(1) of the Securities Act on the basis of the average of the high and low prices of the Registrant's Common Stock on the Nasdaq Capital Market on September 12, 2023.