

**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) **November 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.)

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**

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 5.02** **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On November 10, 2023, Joshua Harley, the Chief Executive Officer, Director and Chairman of the Board of Directors (the "Board") of Fathom Holdings, Inc. (the "Company") resigned from his role as CEO and Director of the Company, effective November 13, 2023. On November 10, 2023, the Board appointed Marco Fregenal, President and Chief Financial Officer of the Company, to serve as Chief Executive Officer, in addition to his current responsibilities, and appointed Scott Flanders, current Director, as Chair of the Board, both effective as of November 13, 2023.

Mr. Harley's resignation is not related to any matter relating to the Company's operations, policies or practice. Mr. Harley will remain a non-executive employee of the Company as Founder and Chief Evangelist. A copy of a letter from Mr. Harley to the Company's shareholders, agents and employees about his change in roles is attached hereto as Exhibit 99.1.

Mr. Fregenal has been the Company's COO and CFO since 2012 and has been a member of the Board since February 2019. Mr. Fregenal has also served as the Company's President since January 2018. Prior to joining the Company, Mr. Fregenal served as COO and CFO of EvoApp Inc, a provider of social media business intelligence, from 2009 to 2012. Mr. Fregenal holds a Bachelor of Science in economics from Rutgers University and a Masters in Econometrics and Operations Research from Monmouth University.

Mr. Fregenal is 59 years old and has no familial relationships with any executive officer or director of the Company. There have been no transactions in which the Company has participated and in which Mr. Fregenal had a direct or indirect material interest that would be required to be disclosed under Item 404(a) of Regulation S-K.

On November 13, 2023, the Company issued a press release announcing the matters described above. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01**      **Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
<a href="#">99.1</a>	<a href="#">Letter Regarding Resignation</a>
<a href="#">99.2</a>	<a href="#">Press Release, dated November 13, 2023.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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: November 13, 2023

/s/ Marco Fregenal  
Marco Fregenal  
Chief Executive Officer, President and Chief Financial Officer

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**FTHM: CEO Transition Employee Memo**

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Dear Fathom family,

You may have seen our press release (pasted below) this morning announcing a decision that marks a new beginning in our company's remarkable journey. After careful consideration, it is my honor to announce that our President and CFO, Marco Fregenal will be stepping into the role of CEO, and I will continue to serve as Fathom's Founder. Marco has been my partner in this journey and has shared the role of visionary since near the beginning. He has led by my side with wisdom and dedication and his principles of love and service mirror my own. Marco's thoughtful approach to servant leadership assures me that our company will retain the foundation that has made it great. Our leadership team is exceptional, and I have complete confidence in their ability to build on my vision for Fathom and propel us to new heights. I fully expect us to continue our trajectory of innovation and success.

Please know that while Marco is becoming CEO, I am not leaving Fathom. I want to make it clear that my decision to step out of the CEO role is born out of a need to rebalance my time and energy to focus on my family. The Board and I have reached an agreement that keeps the door open for me to return as CEO and Chairman of the Board when circumstances allow.

**So, what does this mean for you?**

Fathom will continue to operate as it does today, with minimal impact to our day-to-day operations. As I transition into my new role within the company, I want to reassure all our agents and employees that you will actually see more of me, not less. Not only will this change allow me more time to devote to my family, it will also allow me to devote more time to my Fathom family by serving our people directly, and nurturing the culture that makes our company great. I will also spend more time focusing on accelerating Fathom's agent growth with the goal of returning to our historical agent growth rate of 30-40%. I believe there is an enormous opportunity in front of Fathom to take greater market share and better position Fathom for the future.

I will continue to lend my voice and experience to our leadership team, attending and speaking at industry events, and continue to represent the values and mission of Fathom. I will always be the founder, and I am still, by far, the largest shareholder. Transition is simply a part of growth, and I know our future remains bright.

Since I know the real estate industry so well, I felt it was important to address the elephant in the room, or more accurately, the one that isn't there. There are no scandals or wrongdoing prompting this change. There's no juicy story or news headline waiting to rear its head. So, for those who love some tasty gossip, I'm afraid I'm going to disappoint them. There's no hidden tale of intrigue no matter what our competitors try to convince people of.

Consistent with normal practice and policy, if you receive inquiries from the media, please do not comment and instead, direct inquiries to Julie Pierson-Fields (jpflds@fathominc.com).

Thank you for the support, dedication, and energy you contribute to our shared vision for the industry. Let's look forward to the future with optimism... after all, we've got a legacy to continue building.

In your service,

Josh Harley, Founder

**FATHOM HOLDINGS**

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## Fathom Holdings Announces Leadership Succession Plan

*President and CFO Marco Fregenal Appointed CEO*

*Visionary Founder and CEO Joshua Harley to Remain as Founder and Chief Evangelist, Primarily Supporting Agent Growth Initiatives*

*Independent Director Scott Flanders Named Chair of the Board*

**CARY, N.C., Nov. 13, 2023 – Fathom Holdings Inc.** (Nasdaq: FTHM) ("Fathom" or the "Company"), a national, technology-driven, end-to-end real estate services platform integrating residential brokerage, mortgage, title, insurance, and SaaS offerings for brokerages and agents, today announced a leadership succession plan to support the Company's next chapter of growth. Following a thoughtful succession planning process, with Joshua Harley's endorsement, Fathom's Board of Directors has appointed President and Chief Financial Officer (CFO) Marco Fregenal to the role of Chief Executive Officer (CEO), succeeding Joshua Harley, who also stepped down as Board Chair for family reasons.

As Fathom's largest shareholder, and as part of the planned transition, Harley will remain active in the company as the Founder and Chief Evangelist, with a focus on accelerating Fathom's agent growth, being the voice of Fathom to the industry, and further serving Fathom's growing agent network to improve agent retention, agent referrals, and attach rate for Fathom's ancillary businesses. Fregenal will continue to serve as CFO until the Board identifies a replacement. A global search will commence after the new year for the Company's next CFO.

Harley founded Fathom Holdings in 2010 as an innovative, asset-light, technology-enabled business designed to endure all market environments while empowering agents to realize their full business and earning potential. During his tenure as Chair and CEO, the Company experienced unprecedented growth in revenue and agents while expanding nationwide and launching its ancillary businesses. Harley has instilled the principles of servant leadership across all the Company's brands and as a result, Fathom has received some of the highest rankings and employee/agent satisfaction among all real estate companies. In addition to serving as the Founder and Chief Evangelist, Harley will provide his guidance and expertise to the Company to ensure a smooth transition.

Fregenal has served as Fathom's CFO since 2012 and its President since 2018. Previously, Fregenal served as the Company's Chief Operating Officer (COO) from 2012 through 2017. He has served on Fathom's Board since 2019 and is a proven leader with extensive experience overseeing Fathom's operations. Under his leadership, Fathom has diversified its market presence, delivered innovative sustainable technologies, and completed multiple acquisitions, which have collectively contributed to record results.

"It is my honor to announce that Marco Fregenal will be stepping into the role of CEO to help lead Fathom going forward," said Harley. "He has far more experience in growing established businesses like ours has become and I am confident in his abilities and thoughtful decision process. Marco is a respected and accomplished leader, celebrated for his consistent track record of achievements, as well as his unwavering dedication to Fathom's mission, culture, and team. Marco's commitment to servant leadership gives me confidence that our company will preserve the foundational culture that has propelled it to greatness, all the while steadfastly pursuing our growth strategy. Founding and leading this remarkable company has been one of the most profound privileges of my life. My transition to my new role underscores our dedication to bolstering our agent growth initiatives. We remain steadfast in our belief that there is a substantial opportunity ahead of us to capture market share and position Fathom for accelerated growth."



Fregenal commented: "I am honored to take the helm at Fathom at this exciting time in the Company's evolution. My partnership with Josh, dating back to 2012, has been a privilege, and I'm excited to carry forward his legacy by further strengthening the substantial progress we've made so far. I look forward to continuing to work closely with Josh and our experienced senior leadership team and employees to ensure the long-term success of the business."

Fathom also announced that it has appointed independent director Scott Flanders as Chair of the Board of Directors, succeeding Joshua Harley. Flanders has served on the Company's Board since August 2022. He has served on a number of Boards of Directors, and in executive management positions of several high-profile public companies. Most recently, Flanders was Chief Executive Officer and a board member at eHealth, Inc., an online marketplace for health insurance.

Flanders, added: "Today's announcement represents the culmination of a thorough succession planning process, and we are confident Marco's appointment ensures continuity of strategy, leadership, and financial performance. Marco has the financial acumen and operational expertise to guide Fathom forward and focus on maximizing long-term stakeholder value creation. We are confident Fathom will benefit from his leadership and vision. On behalf of the entire Board, I also want to recognize and thank Josh for his invaluable contributions to Fathom's growth. Josh has been instrumental in growing Fathom's presence nationwide, and we're deeply grateful for his leadership and guidance. We look forward to his continued contributions as Founder and Chief Evangelist and have left the door open for Josh to return to as CEO and Board Chair, at some point in the future."

### 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](http://www.FathomInc.com).

### Cautionary Note Concerning Forward-Looking Statements

This press release contains "forward-looking statements," including, but not limited to, the company's ability to significantly bring more mortgage business to its loan officers. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including: reliance on key personnel; risks related to acquisitions; risks related to general economic and real estate industry conditions, including interest rates and litigation; risks in effectively managing rapid growth in our business; competitive risks; and the other risk factors set forth from time to time in our SEC filings, copies of which are available on the SEC's website, [www.sec.gov](http://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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