

**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 27, 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 8.01 Other Events.

On November 27, 2023, Fathom Holdings, Inc. (the "Company") issued a press release announcing its revised agent commission structure for 2024. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

In addition, the Company understands that Fathom Realty, LLC ("Fathom Realty"), a wholly-owned subsidiary of the Company, has been named as a defendant in a purported class action complaint in the United States District Court for the Eastern District of Texas Sherman Division, filed on November 13, 2023 by plaintiffs QJ Team, LLC and Five Points Holdings, LLC, individually and on behalf of all other persons similarly situated (the "Lawsuit"). The Lawsuit is purportedly brought on behalf of the class consisting of all persons who listed properties on a Multiple Listing Service in Texas (the "MLS") using a listing agent or broker affiliated with one of the defendants named in the Lawsuit and paid a buyer broker commission beginning on November 13, 2019. The Lawsuit alleges unlawful collaboration and anticompetitive practices in violation of federal antitrust regulations. The Company believes the Lawsuit is particularly without merit with respect to it because of its flat fee business model, and intends to vigorously defend itself.

As of the filing of this Current Report on Form 8-K, the Company has not yet been served the complaint in connection with the Lawsuit.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
<u>99.1</u>	<u>Press Release, dated November 27, 2023.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 28, 2023

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



Fathom Realty Announces Revised Agent Commission Structure

CARY, N.C., Nov. 27, 2023 – Fathom Realty, a wholly owned subsidiary of **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 revision to its real estate agent fee structure, effective January 1, 2024.

“Fathom Realty offers one of the best industry commission structures that recognizes our agents' hard work and dedication while providing them with the necessary resources to excel,” explained Marco Fregenal, Fathom’s Chief Executive Officer. “We believe that this small increase to agent fees will have a minimal impact on our agents, while helping Fathom achieve our objectives and provide our agents with an ever-improving agent offering. We expect this change to add an estimated \$3.1 million in EBITDA for 2024.”

The revision to Fathom Realty’s agent fee structure includes two changes. The first is an increase of the agent’s annual fee which is charged on an agent’s first transaction of each anniversary year. The fee will increase from \$600 to \$700.

The second change includes a new fee which affects sales of properties for over \$600,000 and will be in addition to the agent’s transaction fee of \$550. This new ‘High-Value Property Fee’ will consist of an additional \$200 on properties priced between \$600,000 and \$999,999. Then, there will be an additional fee of \$250 charged for each \$500,000 over a \$1,000,000 property price.

Samantha Giuggio, Fathom Realty’s Chief Operations Officer added, “We remain committed to providing the highest level of support and resources for our agents, and as the real estate industry evolves, we will continue looking for new ways to help our agents achieve their best. This change is designed to help us accomplish exactly that.”

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 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. 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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