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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Fregenal Marco</u>  (Last) (First) (Middle) <u>C/O FATHOM HOLDINGS INC.</u> <u>2000 REGENCY PARKWAY DRIVE, SUITE 300</u>  (Street) <u>CARY NC 27518</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fathom Holdings Inc. [ FTHM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/08/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/08/2023		G		25,000	D	\$0	1,336,262	D <sup>(1)</sup>	
Common Stock								5,056	I <sup>(2)</sup>	See footnote (2)
Common Stock								150,000	I <sup>(3)</sup>	By: Fregenal 2020 Irrevocable Trust

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Of these shares, 8,359 shares are restricted and vest in full on March 4, 2024, 2,213 shares are restricted and vest in full on July 1, 2024, 9,222 shares are restricted and vest in full on November 30, 2024, 24,680 shares are restricted and vest in full on March 31, 2024, 15,944 are restricted and vest in full on December 1, 2023, 25,000 are restricted and vest in full on January 1, 2025, 23,585 shares are restricted and vest in full on December 1, 2023, 122,094 shares are restricted and vest on May 31, 2024, 52,147 shares are restricted and vest in full on January 2, 2024, and 29,412 shares are restricted and vest in full on August 30, 2024.
- Of these shares, 329 shares were granted to the reporting person's wife and are restricted and vest in full on March 4, 2024, 2,962 shares were granted to the reporting person's wife and are restricted and vest in full on March 31, 2024, and 1,765 were granted to reporting person's wife and are restricted and will vest in full on March 30, 2025.
- These shares are held by a trust for the benefit of the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

/s/ Donald R. Reynolds, by Power of Attorney 06/12/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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