

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Harley Joshua</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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">Chief Executive Officer</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/01/2023</u>		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock</u>	<u>03/31/2023</u>		<u>A</u>		<u>58,824</u>	<u>A</u>	<u>\$0</u>	<u>3,157,711</u>	<u>D⁽¹⁾</u>	

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:

1. Of these shares, 9,558 shares are restricted and vest in full on March 4, 2024, 4,426 shares are restricted and vest in full on July 1, 2024, 18,466 shares are restricted and vest in full on November 30, 2024, 29,616 shares are restricted and vest in full on March 31, 2024, 31,888 shares are restricted and vest in full on December 1, 2023, 47,170 shares are restricted and vest in full on December 1, 2023, 58,140 shares are restricted and vest in full on May 31, 2024, and 58,824 shares are restricted and vest in full on August 30, 2024.

Remarks:

This amendment is filed to correct the amount of shares held by the Reporting Person after the transaction on March 31, 2023. The amount of shares owned reflects (i) the amended amount of shares awarded on December 1, 2021 (from the originally reported 18,443 shares to the correct amount of 18,466 shares), and (ii) the amended amount of shares sold on August 12, 2021 (from the originally reported amount of 13,516 shares to the correct amount of 2,020 shares), both of which have been reflected in amended Forms 4 filed on August 30, 2023. All other information in the original Form 4 remains unchanged.

/s/ Donald R. Reynolds, by Power of Attorney 08/30/2023

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.