

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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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 OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Fregenal Marco</b>  <small>(Last) (First) (Middle)</small> <b>C/O FATHOM HOLDINGS INC., 2000 REGENCY PARKWAY DRIVE, SUITE 300</b>  <small>(Street)</small> <b>CARY, NC 27518</b>  <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>Fathom Holdings Inc. [FTHM]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>06/07/2022</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; text-align: center;">Chief Financial Officer</div>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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			
Common Stock	06/13/2022		P		20,000	A	\$ 9.1179 <a href="#">(1)</a>	1,166,080	D <a href="#">(2)</a>	
Common Stock	06/10/2022		P		10,000	A	\$ 10.1679 <a href="#">(3)</a>	1,146,080	D <a href="#">(2)</a>	
Common Stock	06/07/2022		G		15,000	D	\$ 0	1,136,080	D <a href="#">(2)</a>	
Common Stock								3,291	I <a href="#">(4)</a>	See footnote <a href="#">(4)</a>
Common Stock								150,000	I <a href="#">(5)</a>	By: Fregenal 2020 Irrevocable Trust

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

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 control number. SEC 1474 (9-02)

**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

	<b>Relationships</b>
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Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Fregenal Marco C/O FATHOM HOLDINGS INC. 2000 REGENCY PARKWAY DRIVE, SUITE 300 CARY, NC 27518	X		Chief Financial Officer	

## Signatures

/s/ Donald R. Reynolds, by Power of Attorney		06/14/2022
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* 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).

The price reported is the weighted average price of securities that were purchased in the open market in multiple transactions at prices ranging from \$8.98 to \$9.63. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange, upon request, full information regarding the number of shares purchased at each separate price within such range.

(2) 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, and 24,680 shares are restricted and vest in full on March 31, 2025.

The price reported is the weighted average price of securities that were purchased in the open market in multiple transactions at prices ranging from \$9.96 to \$10.21. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange, upon request, full information regarding the number of shares purchases at each separate price within such range.

(4) Of these shares, 329 shares were granted to the reporting person's wife and are restricted and vest in full on March 4, 2024, and 2,962 shares were granted to the reporting person's wife and are restricted and vest in full on March 31, 2025.

(5) 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.

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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