

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* Sampson Glenn A.			2. Issuer Name and Ticker or Trading Symbol Fathom Holdings Inc. [FTHM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Last) (First) (Middle) C/O FATHOM HOLDINGS INC., 2000 REGENCY PARKWAY SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 06/08/2021							
(Street) CARY, NC 27518			4. If Amendment, Date Original Filed(Month/Day/Year)			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				
(City) (State) (Zip)			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	06/08/2021		S(1)		2,462	D	\$ 32.13 (2)	2,297,927	D	
Common Stock	06/09/2021		S(1)		3,612	D	\$ 32.51 (3)	2,294,315	D	
Common Stock	06/10/2021		S(1)		1,566	D	\$ 31.95 (4)	2,292,749	D	
Common Stock	06/10/2021		S(1)		85	D	\$ 32.52 (5)	2,292,664	D	

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

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**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		Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$ 44						(6)	02/28/2031	Common Stock		2,273	D	
Stock Option (Right to Buy)	\$ 20.10						(7)	11/03/2030	Common Stock		1,493	D	

Stock Option (Right to Buy)	\$ 4.71							(8)	04/16/2029	Common Stock	5,304		5,304	D
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sampson Glenn A. C/O FATHOM HOLDINGS INC. 2000 REGENCY PARKWAY SUITE 300 CARY, NC 27518	X	X		

Signatures

/s/ Donald R. Reynolds, by Power of Attorney		06/10/2021
<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).

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on May 17, 2021.
- (2) The reported securities were sold in multiple transactions at prices ranging from \$32.00 to \$32.53. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (3) The reported securities were sold in multiple transactions at prices ranging from \$32.00 to \$32.86. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (4) The reported securities were sold in multiple transactions at prices ranging from \$31.51 to \$32.48. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (5) The reported securities were sold in multiple transactions at prices ranging from \$32.50 to \$32.69. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (6) The option will vest in full on March 1, 2022, provided that the reporting person provides Continuous Service to the Issuer or a Related Entity as of such vesting date.
- (7) The option will vest in full on November 4, 2021, provided that the reporting person provides Continuous Service to the Issuer or a Related Entity as of such vesting date.
- (8) The option vested in full on April 16, 2020.

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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