

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
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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* Harley Joshua | | 2. Issuer Name and Ticker or Trading Symbol Fathom Holdings Inc. [FTHM] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer | |
| (Last) (First) (Middle) C/O FATHOM HOLDINGS INC., 2000 REGENCY PARKWAY DRIVE, SUITE 300 | | 3. Date of Earliest Transaction (Month/Day/Year) 08/16/2021 | | | |
| (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 | 08/16/2021 | | S(1) | | 1,155 | D | \$ 27.77 (2) | 3,183,914 | D (3) | |
| Common Stock | 08/17/2021 | | S(1) | | 800 | D | \$ 26.46 (4) | 3,183,114 | D (3) | |
| Common Stock | 08/18/2021 | | S(1) | | 3,549 | D | \$ 25.69 (5) | 3,179,565 | D (3) | |
| Common Stock | 08/18/2021 | | S(1) | | 1 | D | \$ 26.45 | 3,179,564 | D (3) | |
| Common Stock | | | | | | | | 2,063,032 | I (6) | See footnote (6) |

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 | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | | | | |
|--|---|---|-------------------------|--|
| Harley Joshua C/O FATHOM HOLDINGS INC. 2000 REGENCY PARKWAY DRIVE, SUITE 300 CARY, NC 27518 | X | X | Chief Executive Officer | |
|--|---|---|-------------------------|--|

Signatures

| | | |
|--|--|---------------------|
| /s/ Donald R. Reynolds, by Power of Attorney | | 08/18/2021 |
| <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.
The reported securities were sold in multiple transactions at prices ranging from \$27.50 to \$28.25. 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.
- (2) Of these shares, 9,558 shares are restricted and vest in full on March 4, 2024.
The reported securities were sold in multiple transactions at prices ranging from \$26.30 to \$26.79. 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 \$25.41 to \$26.13. 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) Includes an aggregate of 1,700,000 shares held by three trusts for which Mr. Harley serves as a trustee. Includes 363,032 shares held in a trust where an immediate family member serves as trustee.

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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