

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Giuggio Samantha</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) Director 10% Owner Officer (give title below) Other (specify below) X <b>Chief Broker Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2022</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/01/2022		A		565	A	\$0	49,472	D <sup>(1)</sup>	
Common Stock	09/30/2022		A		10,000	A	\$0	59,472	D <sup>(2)</sup>	
Common Stock	01/03/2023		A		15,689	A	\$0	75,161	D <sup>(3)</sup>	
Common Stock	03/31/2023		A		23,826	A	\$0	98,987	D <sup>(4)</sup>	
Common Stock	07/01/2022		A		3	A	\$0	5,424	I <sup>(5)</sup>	See Footnote (5)

**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, 6,974 shares are restricted and vest in full on October 18, 2023, 3,043 shares are restricted and vest in full on March 4, 2024, 30 shares are restricted and vest in full on July 1, 2024, 12,340 shares are restricted and vest in full on March 31, 2024, and 565 shares are restricted and vest in full on December 31, 2024.
- Of these shares, 6,974 shares are restricted and vest in full on October 18, 2023, 3,043 shares are restricted and vest in full on March 4, 2024, 30 shares are restricted and vest in full on July 1, 2024, 12,340 shares are restricted and vest in full on March 31, 2024, 565 shares are restricted and vest in full on December 31, 2024, and 10,000 shares are restricted and vest in full on September 30, 2023.
- Of these shares, 6,974 shares are restricted and vest in full on October 18, 2023, 3,043 shares are restricted and vest in full on March 4, 2024, 30 shares are restricted and vest in full on July 1, 2024, 12,340 shares are restricted and vest in full on March 31, 2024, 565 shares are restricted and vest in full on December 31, 2024, 10,000 shares are restricted and vest in full on September 30, 2023, and 15,689 shares are restricted and vest in full on January 2, 2024.
- Of these shares, 6,974 shares are restricted and vest in full on October 18, 2023, 3,043 shares are restricted and vest in full on March 4, 2024, 30 shares are restricted and vest in full on July 1, 2024, 12,340 shares are restricted and vest in full on March 31, 2024, 565 shares are restricted and vest in full on December 31, 2024, 10,000 shares are restricted and vest in full on September 30, 2023, 15,689 shares are restricted and vest in full on January 2, 2024, and 23,826 shares are restricted and vest in full on March 30, 2025.
- Of these shares, 3 shares are restricted and vest in full on October 18, 2023, 1 share is restricted and vests in full on December 26, 2023, 1 share is restricted and vests in full on March 31, 2024, 1 share is restricted and vests in full on July 1, 2024, and 3 shares are restricted and vest in full on December 31, 2024.

/s/ Donald R. Reynolds, by Power of Attorney 05/01/2023

\*\* 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.