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**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>Giuggio Samantha</u>  (Last) (First) (Middle) C/O FATHOM HOLDINGS INC. 2000 REGENCY PARKWAY DRIVE, SUITE 300  (Street) CARY NC 27518  (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)  Chief Broker Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2024	
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	01/31/2024		A		2,248	A	\$0	101,221	D <sup>(1)</sup>	
Common Stock	03/31/2024		A		5,421	A	\$0	106,642	D <sup>(2)</sup>	
Common Stock	04/01/2024		A		4,634	A	\$0	111,050	D <sup>(3)</sup>	
Common Stock	10/14/2024		A		7,318 <sup>(4)</sup>	A	\$0	118,368	D <sup>(5)</sup>	
Common Stock								5,424	I <sup>(6)</sup>	See Footnote (6)

**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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Of these shares, 565 shares are restricted and vest in full on December 31, 2024, 23,826 shares are restricted and vest in full on March 30, 2025, and 2,248 shares are restricted and vest in full on December 30, 2024.
- Of these shares, 565 shares are restricted and vest in full on December 31, 2024, 23,826 shares are restricted and vest in full on March 30, 2025, 2,248 shares are restricted and vest in full on December 30, 2024, and 5,421 shares are restricted and vest in full on March 30, 2025.
- Of these shares, 565 shares are restricted and vest in full on December 31, 2024, 23,826 shares are restricted and vest in full on March 30, 2025, 2,248 shares are restricted and vest in full on December 30, 2024, 5,421 shares are restricted and vest in full on March 30, 2025, and 4,634 shares are restricted and vest in full on March 30, 2026.
- As disclosed in the Company's Proxy Statement filed with the SEC on July 10, 2024, in connection with the Company's cost cutting measures, the reporting person volunteered for base salary reductions for certain periods of 2024 and elected to receive the balance of her respective base salary in restricted stock awards. These shares were granted for the reporting person's reduced cash compensation for the second quarter of 2024.
- Of these shares, 565 shares are restricted and vest in full on December 31, 2024, 23,826 shares are restricted and vest in full on March 30, 2025, 2,248 shares are restricted and vest in full on December 30, 2024, 5,421 shares are restricted and vest in full on March 30, 2025, 4,634 shares are restricted and vest in full on March 30, 2026, and 7,318 are restricted and vest in full on September 1, 2025. The total amount of shares owned has been corrected to remove 226 shares previously reported as held by the reporting person that are owned by her adult child.
- Of these shares, 3 shares are restricted and vest in full on December 31, 2024.

/s/ Donald R. Reynolds, by Power of Attorney 10/16/2024

\*\* 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.