

FORM 4

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

OMB APPROVAL
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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 * Fleming Graham <small>(Last) (First) (Middle)</small> C/O FINANCE OF AMERICA COMPANIES INC., 909 LAKE CAROLYN PARKWAY, SUITE 1550 <small>(Street)</small> IRVING, TX 75039 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Finance of America Companies Inc. [FOA] 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2021 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p align="center">President</p> 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			

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	(A)	(D)	Date Exercisable	Expiration Date					
LLC Units of UFG Management Holdings LLC	(1)	04/01/2021		A	(2)	1,341,739	(2)	(1)	(1)	Class A Common Stock (1)	\$ 0	1,341,739	D	
Earnout Rights	(3) (4)	04/01/2021		A	(2)	157,338	(2)	(3)(4)	(3)(4)	Class A Common Stock (4)	\$ 0	157,338	I	See Footnote (3)
Restricted Stock Units	(5)	06/17/2021		A	(6)	1,307,195		(7)	(7)	Class A Common Stock	\$ 0	1,307,195	D	
Earnout Rights	(8)	06/17/2021		A	(6)	136,800		(8)	(8)	Class A Common Stock (8)	\$ 0	136,800	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fleming Graham C/O FINANCE OF AMERICA COMPANIES INC. 909 LAKE CAROLYN PARKWAY, SUITE 1550 IRVING, TX 75039			President	

Signatures

/s/ Tracy Lowe, as Attorney-in-Fact	06/22/2021
<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).

- Reflects limited liability company units of UFG Management Holdings LLC ("Management Holdings Units"). Pursuant to the terms of the limited liability company agreement of UFG Management Holdings LLC, Management Holdings Units are redeemable at the Reporting Person's option for limited liability company units of Finance of America Equity Capital LLC (the "FOA Units"), which will then be immediately exchanged for shares of the Issuer's Class A common stock ("Class A Common Stock") on a one-for-one basis pursuant to the terms of an exchange agreement, dated as of April 1, 2021. These redemption and exchange rights do not expire.
- (1) These securities were acquired in connection with the business combination ("Business Combination") of Replay Acquisition Corp. and Finance of America Equity Capital LLC pursuant to the terms of a Transaction Agreement, dated October 12, 2020 (the "Transaction Agreement"). The transactions contemplated by the Transaction Agreement closed on April 1, 2021. These securities were previously reported on the Reporting Person's Form 3 filed on April 1, 2021.
- (2) Reflects the Reporting Person's indirect interest in Earnout Rights (described below) held by UFG Management Holdings LLC, which relate to the Management Holdings Units held by the Reporting Person.
- (3) Pursuant to earnout provisions in the Transaction Agreement, the holder of such Earnout Rights is entitled to receive FOA Units if, from the closing of the Business Combination until the sixth anniversary thereof, the volume-weighted average price of the Class A Common Stock exceeds the thresholds described below. Of these Earnout Rights, one-half will be issued if the volume-weighted average price of the Class A Common Stock exceeds \$12.50 for any 20 trading days within any 30 trading day period, and one-half will be issued if the volume-weighted average price of the Class A Common Stock exceeds \$15.00 for any 20 trading days within any 30 trading day period.
- (4) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock. The restricted stock units will be settled in either Class A Common Stock or cash (or a combination thereof) at the discretion of the Issuer's compensation committee.
- (5) In connection with the Business Combination, pursuant to the terms of the Transaction Agreement and the Amended and Restated UFG Holdings LLC Management Long-Term Incentive Plan (the "LTIP"), the Reporting Person received replacement restricted stock units and related Earnout Rights.
- (6) Pursuant to the terms of the LTIP, 25% of the replacement restricted stock units vested on the grant date, and the remaining 75% will vest in equal installments on each of the first three anniversaries of the closing of the Business Combination, subject to each holder's continued employment.
- (7) Pursuant to earnout provisions in the Transaction Agreement and the LTIP, the holder of such Earnout Rights is entitled to receive shares of Class A Common Stock if, from the closing of the Business Combination until the sixth anniversary thereof, the volume-weighted average price of the Class A Common Stock exceeds the thresholds described below. Of these Earnout Rights, one-half will be issued if the volume-weighted average price of the Class A Common Stock exceeds \$12.50 for any 20 trading days within any 30 trading day period, and one-half will be issued if the volume-weighted average price of the Class A Common Stock exceeds \$15.00 for any 20 trading days within any 30 trading day period.
- (8)

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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