UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

FINANCE OF AMERICA COMPANIES INC.

(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

31738L107 (CUSIP Number)

John G. Finley Blackstone Inc. 345 Park Avenue New York, New York 10154 Tel: (212) 583-5000

with a copy to:

Joshua Ford Bonnie William R. Golden III Simpson Thacher & Bartlett LLP 900 G Street, N.W. Washington, D.C. 20001 Tel: (202) 636-5500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 1, 2022 (Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of $\S\S240.13d-1(e)$, 240.13d-1(f) or 240.13d-1(g), check the following box. \square

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

1.	Names of Reporting Persons.				
	BTO Urban Holdings L.L.C.				
2.		Approp (b) □	priate Box if a Member of a Group (See Instructions)		
3.	SEC Use C	nly			
4.	Source of I	unds ((See Instructions)		
5.		ieclosu	are of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
3.		1301030	ite of Legal Proceedings is required 1 disuant to items 2(d) of 2(e)		
6.	Citizenship	or Pla	ace of Organization		
	Delaware				
		7.	Sole Voting Power		
N	lumber of		49,836,805		
	shares	8.	Shared Voting Power		
	eneficially owned by				
(each		0		
1	reporting	9.	Sole Dispositive Power		
	person				
	with:		49,836,805		
		10.	Shared Dispositive Power		
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person		
	40.027.005				
10	49,836,805				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13.	Percent of Class Represented by Amount in Row (11)				
	45.0%				
14.	Type of Re	porting	g Person (See Instructions)		
	00				

1.	Names of Reporting Persons.				
	Blackstone Tactical Opportunities Fund – NQ L.P.				
2.	Check the A (a) ⊠	Approp (b) □	oriate Box if a Member of a Group (See Instructions)		
3.	SEC Use C	nly			
4.	Source of F	unds (See Instructions)		
5.		icology	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
Э.		isciosu	ite of Legal Proceedings is Required Pulsuant to Items 2(u) of 2(e)		
6.	Citizenship	or Pla	ce of Organization		
	Delaware				
		7.	Sole Voting Power		
N	lumber of		49,836,805		
shares		8.	Shared Voting Power		
	eneficially				
(owned by each		0		
	reporting	9.	Sole Dispositive Power		
,	person				
	with:		49,836,805		
		10.	Shared Dispositive Power		
			0		
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person		
	49,836,805				
12.					
13.	Percent of Class Represented by Amount in Row (11)				
	45.0%				
14.	Type of Re	porting	g Person (See Instructions)		
	PN				

1.	Names of Reporting Persons.				
	Blackstone Tactical Opportunities Fund II – NQ L.P.				
2.	Check the A (a) ⊠	Approp (b) □	oriate Box if a Member of a Group (See Instructions)		
3.	SEC Use C	nly			
4.	Source of F	unds (See Instructions)		
5.		ieclosu	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
3.		1501050	ite of Legal Proceedings is required Fursuant to items 2(u) of 2(c)		
6.	Citizenship	or Pla	ce of Organization		
	Delaware				
		7.	Sole Voting Power		
N	lumber of		49,836,805		
	shares	8.	Shared Voting Power		
	eneficially				
(owned by each		0		
1	reporting	9.	Sole Dispositive Power		
	person				
	with:		49,836,805		
		10.	Shared Dispositive Power		
			0		
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person		
	49,836,805				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13.	Percent of Class Represented by Amount in Row (11)				
	45.0%				
14.	Type of Re	porting	g Person (See Instructions)		
	DNI				
	PN				

1.	Names of	Report	ing Persons.			
	1 (411105 01	rtoport				
	Blackstone Tactical Opportunities Fund – A (RA) – NQ L.P.					
2.	Check the	Approi	priate Box if a Member of a Group (See Instructions)			
	(a) ⊠ (b) □					
	. ,	,				
3.	SEC Use C	nlv				
)				
4.	Source of F	Funds ((See Instructions)			
	504100 011	urras (
	00					
5.	Check if D	isclosu	are of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizenship	or Pla	ace of Organization			
	Delaware					
		7.	Sole Voting Power			
N	lumber of		49,836,805			
shares		8.	Shared Voting Power			
	eneficially					
(owned by each		0			
	reporting	9.	Sole Dispositive Power			
	person					
	with:		49,836,805			
		10.	Shared Dispositive Power			
			0			
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person			
	49,836,805					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13.	Percent of Class Represented by Amount in Row (11)					
1.4	45.0% Type of Reporting Person (See Instructions)					
14.	Type of Re	porting	g Person (See Instructions)			
	DNI					
	PN					

_	Names of Reporting Persons.				
В	Blackstone Tactical Opportunities Fund – I – NQ L.P.				
2. C (a	Check the A (a) \(\omega \) (Approp (b) □	oriate Box if a Member of a Group (See Instructions)		
3. Sl	SEC Use O	nly			
	Source of F	unds (See Instructions)		
_		cologu	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
J. C		sciosu	te of Legal Proceedings is Required Fursuant to Items 2(u) of 2(e)		
6. C	Citizenship	or Pla	ce of Organization		
	Delaware				
		7.	Sole Voting Power		
	nber of		49,836,805		
	nares	8.	Shared Voting Power		
	ficially				
	ned by ach		0		
	orting	9.	Sole Dispositive Power		
	erson				
	ith:		49,836,805		
		10.	Shared Dispositive Power		
			0		
11. A	Aggregate A	Amour	nt Beneficially Owned by Each Reporting Person		
	49,836,805				
12. C	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13. Po	Percent of Class Represented by Amount in Row (11)				
	45.0%				
14. T	Type of Rep	porting	Person (See Instructions)		
P	PN				

1.	Names of Reporting Persons.				
	Blackstone Tactical Opportunities Fund – S – NQ L.P.				
2.	Check the A (a) ⊠	Approp (b) □	oriate Box if a Member of a Group (See Instructions)		
3.	SEC Use C	nly			
4.	Source of F	unds (See Instructions)		
5.		ieclosu	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
3.		isciosu	ite of Legal Proceedings is required Fursuant to items 2(u) of 2(c)		
6.	Citizenship	or Pla	ce of Organization		
	Delaware				
		7.	Sole Voting Power		
N	lumber of		49,836,805		
shares		8.	Shared Voting Power		
	eneficially owned by		0		
	each	9.	Sole Dispositive Power		
1	reporting	7.	Cold Dispersion V. Cold.		
	person with:		49,836,805		
	with.	10.	Shared Dispositive Power		
			0		
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person		
	10.026.005				
12	49,836,805				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13.	Percent of Class Represented by Amount in Row (11)				
	45.0%				
14.		norting	g Person (See Instructions)		
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	00				

1.	Names of Reporting Persons.				
	Blackstone Tactical Opportunities Fund – C – NQ L.P.				
2.		Approp (b) □	oriate Box if a Member of a Group (See Instructions)		
3.	SEC Use C	nly			
4.	Source of I	unds (See Instructions)		
5.		icalom	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
3.		isciosu	re of Legal Proceedings is Required Pursuant to Items 2(a) of 2(e)		
6.	Citizenship	or Pla	ce of Organization		
	Delaware				
		7.	Sole Voting Power		
N	lumber of		49,836,805		
shares		8.	Shared Voting Power		
	eneficially				
(owned by each		0		
	reporting	9.	Sole Dispositive Power		
,	person				
	with:		49,836,805		
		10.	Shared Dispositive Power		
			0		
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person		
	49,836,805				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13.	Percent of Class Represented by Amount in Row (11)				
	45.0%				
14.	Type of Re	porting	g Person (See Instructions)		
	00				

1.	Names of Reporting Persons.				
	Blackstone Tactical Opportunities Fund $-L - NQ L.P.$				
2.		Appro _j (b) □	priate Box if a Member of a Group (See Instructions)		
3.	SEC Use C	nly			
4.	Source of I	Funds ((See Instructions)		
5.		isclosu	ure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizenship	or Pla	ace of Organization		
	Delaware				
		7.	Sole Voting Power		
N	Jumber of		49.836.805		
1	shares	8.	Shared Voting Power		
beneficially owned by					
(each				
reporting		9.	Sole Dispositive Power		
	person with:		49,836,805		
		10.	Shared Dispositive Power		
			0		
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person		
	49,836,805	,			
12.	49,836,805 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
1.2					
13.	Percent of Class Represented by Amount in Row (11)				
	45.0%				
14.	Type of Re	portin	g Person (See Instructions)		
	OO				

1.	Names of	Renort	ing Persons.		
1.	ranies of	recport			
	Blackstone Tactical Opportunities Fund – O – NQ L.P.				
2.			priate Box if a Member of a Group (See Instructions)		
۷.		Approj (b) 🗆			
	(a) 🖾	(0)			
3.	SEC Use C	nly			
4.	Source of Funds (See Instructions)				
	OO				
5.	Check if D	isclosu	ure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
			_(*)(*)		
6.	_	or Pla	ace of Organization		
0.	Citizensinp	01 1 10	ice of Organization		
	Delaware				
	Delaware	7.	Sole Voting Power		
		7.	Sole vouling rower		
	T 1 C		49.005.005		
N	Number of shares	_	49,836,805		
h	eneficially	8.	Shared Voting Power		
	owned by				
	each		0		
	reporting	9.	Sole Dispositive Power		
	person				
	with:		49,836,805		
		10.	Shared Dispositive Power		
			•		
			0		
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person		
	88 8				
	49,836,805				
12.			regate Amount in Row (11) Excludes Certain Shares (See Instructions)		
12.	CHOCK II til	· 1155	regule 7 mount in 16 w (11) Electronic Section States (See Institutions)		
13.					
13.	refrent of Class Represented by Amount in Row (11)				
	45.007				
1.4	45.0% Type of Reporting Person (See Instructions)				
14.	Type of Re	portin	g rerson (See Instructions)		
	00				

1.	Names of Reporting Persons.				
	Blackstone Tactical Opportunities Fund $-N-NQ$ L.P.				
2.		Approp (b) □	oriate Box if a Member of a Group (See Instructions)		
3.	SEC Use C	nly			
4.	Source of F	unds (See Instructions)		
5.	Check if D	isclosu	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.		or Pla	ace of Organization		
	Delaware				
7. Sole Voting Power Number of 49.836.805			49.836.805		
1	shares	8.	Shared Voting Power		
b	eneficially	٥.	Shared voting rower		
	owned by each				
1	reporting	9.	Sole Dispositive Power		
	person		10.000.00		
	with:		49,836,805		
		10.	Shared Dispositive Power		
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person		
	49,836,805				
12.	, ,				
13.	Percent of	Class I	Represented by Amount in Row (11)		
	45.0%				
14.	Type of Re	portin	g Person (See Instructions)		
	00				

1.	Names of	Renort	ing Persons			
1.	Names of Reporting Persons.					
	Blackstone Tactical Opportunities Fund – U – NQ L.L.C.					
2						
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) □					
	(a) 🖾	(0) 🗆				
_	ana					
3.	SEC Use C	nly				
4.	Source of Funds (See Instructions)					
	OO					
5.	Check if D	isclosu	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizenship	or Pla	ace of Organization			
	Delaware					
		7.	Sole Voting Power			
N	lumber of		49,836,805			
	shares	8.	Shared Voting Power			
	eneficially		· ·			
C	owned by		0			
	each	9.	Sole Dispositive Power			
1	reporting		· · · · · · · · · · · · · · · · · · ·			
	person with:		49,836,805			
	with.	10.	Shared Dispositive Power			
		10.	Similar Dispositive Control			
			0			
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person			
	1166168416		and the second s			
	49,836,805					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
12.	Check ii tii	C 1155	regale 7 mount in Now (11) Excitates Certain Shares (See Institutions)			
13.						
13.	Percent of Class Represented by Amount in Row (11)					
	45.0%					
14.		nortic	g Person (See Instructions)			
14.	rype of Re	porun	g reison (see histactions)			
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	00					

1.	Names of Reporting Persons.				
	Blackstone	Tactio	cal Opportunities Fund II $-C - NQ L.P.$		
2.	Check the		priate Box if a Member of a Group (See Instructions)		
3.	SEC Use C	nly			
4.	Source of I	unds ((See Instructions)		
5.		isclosu	are of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizenship	or Pla	ace of Organization		
	Delaware				
		7.	Sole Voting Power		
N	lumber of		49,836,805		
h.	shares eneficially	8.	Shared Voting Power		
	owned by		0		
each reporting		9.	Sole Dispositive Power		
person with:			49,836,805		
			Shared Dispositive Power		
			0		
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person		
	49,836,805				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13.	Percent of Class Represented by Amount in Row (11)				
	45.0%				
14.	Type of Re	portin	g Person (See Instructions)		
	00				
			·		

1.	Names of Reporting Persons.					
	Blackstone Tactical Opportunities Fund $-T - NQ L.P.$					
2.		Appro _j (b) □	priate Box if a Member of a Group (See Instructions)			
3.	SEC Use C	nly				
4.	Source of I	Funds ((See Instructions)			
5.		isclosu	are of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizenship	or Pla	ace of Organization			
	Delaware					
		7.	Sole Voting Power			
	Jumber of		40.027.007			
N	shares	8.	49,836,805 Shared Voting Power			
	eneficially	0.	Shared voting rower			
(owned by each		0			
1	reporting		Sole Dispositive Power			
	person with:		49,836,805			
	W1011.	10.	Shared Dispositive Power			
			0			
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person			
	49,836,805					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13.	Percent of Class Represented by Amount in Row (11)					
	45.0%					
14.	Type of Re	portin	g Person (See Instructions)			
	00					

1.	Names of Reporting Persons.					
	BTAS NQ Holdings L.L.C.					
2.		Approp (b) □	oriate Box if a Member of a Group (See Instructions)			
3.	SEC Use C	nly				
4.	Source of I	unds (See Instructions)			
5.		isclosu	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
5.		1301034	to the Legal Proceedings is required 1 distant to nems 2(d) of 2(e)			
6.	Citizenship	or Pla	ce of Organization			
	Delaware					
		7.	Sole Voting Power			
N	lumber of		49,836,805			
shares		8.	Shared Voting Power			
	eneficially owned by					
`	each					
1	reporting	9.	Sole Dispositive Power			
	person		10.000.00			
	with:	4.0	49,836,805			
		10.	Shared Dispositive Power			
			0			
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person			
	-					
	49,836,805					
12.						
13.	Percent of Class Represented by Amount in Row (11)					
	45.0%					
14.	Type of Re	porting	g Person (See Instructions)			
	00					

1.	Names of Reporting Persons.					
	Blackstone Family Tactical Opportunities Investment Partnership SMD L.P.					
2.	Check the		priate Box if a Member of a Group (See Instructions)			
3.	SEC Use C	Only				
4.	Source of I	Funds (See Instructions)			
5.		isclosu	are of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizenship	or Pla	ace of Organization			
	Delaware					
		7.	Sole Voting Power			
N	Jumber of		49,836,805			
	shares	8.	Shared Voting Power			
	eneficially owned by		0			
each reporting		9.	Sole Dispositive Power			
,	person		49.836.805			
	with:		Shared Dispositive Power			
11.	Aggragata	Amou	0 nt Beneficially Owned by Each Reporting Person			
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Ferson			
	49,836,805					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13.	Percent of	Class I	Represented by Amount in Row (11)			
	45.0%					
14.		porting	g Person (See Instructions)			
	PN					

1.	Names of Reporting Persons.					
	Blackstone Tactical Opportunities Associates – NQ L.L.C.					
2.		Approp (b) □	oriate Box if a Member of a Group (See Instructions)			
3.	SEC Use C	nly				
4.	Source of F	unds (See Instructions)			
5.		isclosu	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizenship	or Pla	ce of Organization			
	Delaware					
		7.	Sole Voting Power			
	Jumber of		49.836,805			
ľ	shares	8.	Shared Voting Power			
b	eneficially	0.	Shared voting rower			
(owned by		0			
,	each reporting	9.	Sole Dispositive Power			
	person					
	with:		49,836,805			
		10.	Shared Dispositive Power			
			0			
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person			
	40 926 905					
12.	49,836,805 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
12.	Check if the Aggregate Amount in Now (11) Excludes Certain Shares (See Instituctions)					
13.	Percent of Class Represented by Amount in Row (11)					
	45.00/					
14.	45.0%	nortic	g Person (See Instructions)			
14.	Type of Re	porun	g reison (see instructions)			
	00					
	1					

1.	Names of	Report	ting Persons.			
1.	Tables of reporting 1 visions.					
	BTOA – NQ L.L.C.					
2.	Check the	A nnro	priate Box if a Member of a Group (See Instructions)			
۷.		-tpproj (b) □				
	(a) 🖾	(0)				
2	SEC Use C	1				
3.	SEC Use C	niy				
4.	Source of I	unds ((See Instructions)			
	00					
5.	Check if D	isclosu	ure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizenship	or Pla	ace of Organization			
	Delaware					
		7.	Sole Voting Power			
N	lumber of		49,836,805			
	shares	8.	Shared Voting Power			
	eneficially					
C	owned by each		0			
	reporting	9.	Sole Dispositive Power			
	person					
	with:		49,836,805			
		10.	Shared Dispositive Power			
			•			
			0			
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person			
	49,836,805					
12.			regate Amount in Row (11) Excludes Certain Shares (See Instructions)			
			· · · · · · · · · · · · · · · · · · ·			
13.						
	1 stoom of chass represented by Amount in Row (11)					
	45.0%					
14.		nortin	g Person (See Instructions)			
	-) po 01 fee	rorum	8			
	00					
	- 50					

1.	Names of Reporting Persons.					
	Blackstone Holdings II L.P.					
2.		Appro _l (b) □	priate Box if a Member of a Group (See Instructions)			
3.	SEC Use C	Only				
4.	Source of I	Funds ((See Instructions)			
5.		isclosu	ure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizenship	or Pla	ace of Organization			
	Delaware					
7. Sole Voting Power Number of 50,122,895						
	shares	8.	Shared Voting Power			
	beneficially owned by		0			
1	each reporting		Sole Dispositive Power			
	person with:		50,122,895			
		10.	Shared Dispositive Power			
			0			
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person			
	50,122,895	;				
12.						
	П					
13.	Percent of Class Represented by Amount in Row (11)					
	45.2%					
14.	Type of Re	portin	g Person (See Instructions)			
	PN					
	· · · · · · · · · · · · · · · · · · ·					

1.	Names of Reporting Persons.					
	BTAS Associates – NQ L.L.C.					
2.	Check the A (a) ⊠	Approp (b) □	oriate Box if a Member of a Group (See Instructions)			
3.	SEC Use C	nly				
4.	Source of I	unds (See Instructions)			
5.		icologu	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
3.		1501050	ite of Legal Proceedings is required Fursuant to items 2(u) of 2(c)			
6.	Citizenship	or Pla	ce of Organization			
	Delaware					
		7.	Sole Voting Power			
N	lumber of		49,836,805			
shares		8.	Shared Voting Power			
	eneficially					
(owned by each		0			
	reporting	9.	Sole Dispositive Power			
	person					
	with:		49,836,805			
		10.	Shared Dispositive Power			
			0			
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person			
	49,836,805					
12.	. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13.	. Percent of Class Represented by Amount in Row (11)					
	45.0%					
14.	Type of Re	porting	g Person (See Instructions)			
		·				
	OO					

1.	Names of Reporting Persons.					
	Blackstone Family GP L.L.C.					
2.	Check the A (a) ⊠	Appro _j (b) □	priate Box if a Member of a Group (See Instructions)			
3.	SEC Use C	nly				
4.	Source of I	Funds ((See Instructions)			
5.		isclosu	are of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	Citizenship	or Pla	ace of Organization			
	Delaware					
7. Sole Voting Power Number of 49,836,805						
	shares	8.	Shared Voting Power			
	beneficially owned by each		0			
1	reporting		Sole Dispositive Power			
	person with:		49,836,805			
		10.	Shared Dispositive Power			
			0			
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person			
	49,836,805					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13.						
	45.0%					
14.	Type of Re	portin	g Person (See Instructions)			
	00					

1.	Names of Reporting Persons.					
	Blackstone Family Tactical Opportunities Investment Partnership NQ – ESC L.P.					
2.		Appro _l (b) □	priate Box if a Member of a Group (See Instructions)			
3.	SEC Use C	nly				
4.		unds ((See Instructions)			
_	00 CharleitD	:1	ure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
5.	Check II D	isciosi	ire of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)			
6.	_	or Pla	ace of Organization			
	1					
	Delaware					
		7.	Sole Voting Power			
	T 1 C		***************************************			
N	Number of shares	8.	286,090 Shared Voting Power			
be	eneficially	8.	Snared voting Power			
	owned by		0			
	each	9.	Sole Dispositive Power			
]	reporting person					
	with:		286,090			
		10.	Shared Dispositive Power			
11						
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person			
	286,090					
12.		e Ago	regate Amount in Row (11) Excludes Certain Shares (See Instructions)			
12.	Check if th	0 1 155	regule 7 militarit in 10 w (11) Exolutes Certain Shares (500 mistractions)			
13.	Percent of Class Represented by Amount in Row (11)					
1.	0.5%					
14.	Type of Re	portin	g Person (See Instructions)			
	PN					
	111					

1.	Names of Reporting Persons.						
	BTO-NQ Side-by-Side GP L.L.C.						
2.		Appro _j (b) □	priate Box if a Member of a Group (See Instructions)				
3.	SEC Use C	nly					
4.	Source of I	unds ((See Instructions)				
5.		isclosu	ire of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)				
6.	Citizenship	or Pla	ace of Organization				
	Delaware						
7. Sole Voting Power Number of 286,090							
	shares	8.	Shared Voting Power				
	beneficially owned by each		0				
reporting		9.	Sole Dispositive Power				
	person with:		286,090				
		10.	Shared Dispositive Power				
			0				
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person				
	286,090						
12.	,						
13.	Percent of Class Represented by Amount in Row (11)						
15.	0.5%						
14.		portin	g Person (See Instructions)				
	OO						

BTO Urban Holdings II L.P. 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)	1.	Names of Reporting Persons.					
3. SEC Use Only 4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) G. Citizenship or Place of Organization Delaware Number of shares beneficially owned by each reporting person with: 11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 35.9%		BTO Urban Holdings II L.P.					
4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Citizenship or Place of Organization Delaware 7. Sole Voting Power 21,813,834 8. Shared Voting Power 9. Sole Dispositive Power 10. Shared Dispositive Power 21,813,834 10. Shared Dispositive Power 11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 35.9%	2.	Check the A (a) ⊠	Approp (b) □	priate Box if a Member of a Group (See Instructions)			
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Check if Disclosure of Class Represented by Amount in Row (11) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) Check if Disclosure of Class Represented by Amount in Row (11) 35.9%	3.	SEC Use O	nly				
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Citizenship or Place of Organization Delaware	4.		unds ((See Instructions)			
Citizenship or Place of Organization Delaware 7. Sole Voting Power Sumber of shares beneficially owned by each reporting person with: 10. Shared Dispositive Power 21,813,834 10. Shared Dispositive Power 21,813,834 11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 35.9%				ure of Local Proceedings Is Descriped Durament to Home 2(d) on 2(d)			
6. Citizenship or Place of Organization Delaware 7. Sole Voting Power 21,813,834 8. Shared Voting Power oporting person with: 10. Shared Dispositive Power 21,813,834 10. Shared Dispositive Power 21,813,834 11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)	3.	Check II D	isciosu	ire of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)			
6. Citizenship or Place of Organization Delaware 7. Sole Voting Power 21,813,834 8. Shared Voting Power oporting person with: 10. Shared Dispositive Power 21,813,834 10. Shared Dispositive Power 21,813,834 11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)		П					
Delaware 7. Sole Voting Power	6	_	or Pla	ace of Organization			
Number of shares beneficially owned by each reporting person with: 10. Shared Dispositive Power 21,813,834 10. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)	٠.	Сипенни	01 1 10	or or grantenion			
Number of shares beneficially owned by each reporting person with: Shared Voting Power		Delaware					
shares beneficially owned by each reporting person with: 10. Shared Dispositive Power 21,813,834 11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)			7.	Sole Voting Power			
shares beneficially owned by each reporting person with: 10. Shared Dispositive Power 21,813,834 11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)							
beneficially owned by each reporting person with: 10. Shared Dispositive Power 21,813,834 11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 35.9%	N						
owned by each reporting person with: 10. Shared Dispositive Power 11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 14. Type of Reporting Person (See Instructions)			8.	Shared Voting Power			
each reporting person with: 9. Sole Dispositive Power 21,813,834 10. Shared Dispositive Power 0 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)							
reporting person with: 9. Sole Dispositive Power 21,813,834 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)	(
person with: 21,813,834 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)	1			Sole Dispositive Power			
10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)							
11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)		with:					
11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)			10.	Shared Dispositive Power			
11. Aggregate Amount Beneficially Owned by Each Reporting Person 21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)							
21,813,834 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)	1.1	Accuscata	A				
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)	11.	Aggregate	Amou	in Beneficially Owned by Each Reporting Person			
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) □ 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)		21 813 834					
□ 13. Percent of Class Represented by Amount in Row (11) 35.9% 14. Type of Reporting Person (See Instructions)	12			regate Amount in Row (11) Excludes Certain Shares (See Instructions)			
 Percent of Class Represented by Amount in Row (11) 35.9% Type of Reporting Person (See Instructions) 	12.	Check if th	C 1155	regule 7 mount in 16 w (11) Environce Certain States (See Installations)			
35.9% 14. Type of Reporting Person (See Instructions)							
14. Type of Reporting Person (See Instructions)	13.						
14. Type of Reporting Person (See Instructions)		1 7 ()					
mu.	14.	Type of Re	porting	g Person (See Instructions)			
TO T							
PN		PN					

1.	Names of Reporting Persons.					
	Blackstone Tactical Opportunities Associates L.L.C.					
2.		Approp (b) □	oriate Box if a Member of a Group (See Instructions)			
3.	SEC Use C	nly				
4.	Source of I	unds (See Instructions)			
5.		ieclosu	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
3.		isciosu	ite of Legal Proceedings is required Fursuant to items 2(u) of 2(c)			
6.	Citizenship	or Pla	ce of Organization			
	Delaware					
		7.	Sole Voting Power			
N	lumber of		21,813,834			
	shares	8.	Shared Voting Power			
	eneficially owned by					
(each		0			
1	reporting	9.	Sole Dispositive Power			
	person					
	with:		21,813,834			
		10.	Shared Dispositive Power			
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person			
	21 012 024					
10	21,813,834					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13.	Percent of Class Represented by Amount in Row (11)					
	35.9%					
14.	Type of Re	porting	g Person (See Instructions)			
	00					

1.	Names of Reporting Persons.				
	BTOA L.L.C.				
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ⊠ (b) □				
3.	SEC Use C	nly			
4.		unds (See Instructions)		
	00				
5.	Check if D □	isclosu	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
		D1-	and Consideration		
6.	Citizenship or Place of Organization Delaware				
	2014114110	7.	Sole Voting Power		
		/.	Sole volling forms.		
Number of			21,813,834		
shares		8.	Shared Voting Power		
be	eneficially	0.	Shared Voting Fower		
(owned by		0		
	each	9.	Sole Dispositive Power		
1	reporting	7.	Cold Dispersion V. Cold.		
	person with:		21,813,834		
	WILLI.	10.	Shared Dispositive Power		
			·		
			0		
11.	Aggregate	Amoui	nt Beneficially Owned by Each Reporting Person		
	21,813,834				
12.					
1.2					
13.					
	35.9%				
14.	Type of Re	porting	g Person (See Instructions)		
	00				
	1				

1.	Names of Reporting Persons.				
	Blackstone Holdings III L.P.				
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ⊠ (b) □				
3.	SEC Use C	nly			
4.	Source of I	unds (See Instructions)		
5.		icalogy	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
٥.		isciosu	ite of Legal Proceedings is Required Fursuant to Items 2(u) of 2(e)		
6.	Citizenship	or Pla	ce of Organization		
	Delaware				
		7.	Sole Voting Power		
N	lumber of		21,813,834		
	shares	8.	Shared Voting Power		
	eneficially				
(owned by		0		
	each	9.	Sole Dispositive Power		
1	reporting		.		
	person with:		21,813,834		
	with.	10.	Shared Dispositive Power		
			The state of the s		
			0		
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person		
	66 6				
	21,813,834				
12.	Check if th	e Aggı	regate Amount in Row (11) Excludes Certain Shares (See Instructions)		
		28			
13.	. Percent of Class Represented by Amount in Row (11)				
	35.9%				
14.	Type of Re	porting	g Person (See Instructions)		
	PN				

Blackstone Holdings III GP L.P. 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☑ (b) □ 3. SEC Use Only			
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) ⊠ (b) □			
(a) ⊠ (b) □			
2 SEC Liea Only			
3 1 SEC Lice Only			
5. Size ose only			
4. Source of Funds (See Instructions)			
OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
5. Check it Disclosure of Legal Proceedings is required 1 disuant to femis 2(d) of 2(e)			
6. Citizenship or Place of Organization			
Delaware			
7. Sole Voting Power			
Number of 21,813,834 Shares 8 Shared Voting Power			
shares beneficially 8. Shared Voting Power			
owned by			
each reporting 9. Sole Dispositive Power			
person			
with: 21,813,834 10. Shared Dispositive Power			
10. Shared Dispositive Power			
11. Aggregate Amount Beneficially Owned by Each Reporting Person			
21,813,834			
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)			
. Check if the Aggregate Amount in New (11) Excludes Certain Onders (See Instructions)			
13. Percent of Class Represented by Amount in Row (11)	. Percent of Class Represented by Amount in Row (11)		
35.9%			
14. Type of Reporting Person (See Instructions)			
	Marie Transfer Community		
PN			

1.					
	Blackstone Holdings III GP Management L.L.C.				
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ⊠ (b) □				
3.	SEC Use C	Only			
4.	Source of I	Funds	(See Instructions)		
	00				
5.	Check if D	isclosu	are of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizenship or Place of Organization				
	Delaware				
	7. Sole Voting Power				
N	lumber of		21,813,834		
shares		8.	Shared Voting Power		
beneficially owned by			0		
١.	each reporting	9.	Sole Dispositive Power		
,	person				
	with:		21,813,834		
		10.	Shared Dispositive Power		
			0		
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person		
10	21,813,834				
12.	. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13.	Percent of	Class l	Represented by Amount in Row (11)		
	35.9%				
14.	Type of Re	portin	g Person (See Instructions)		
	00				

1.	Names of Reporting Persons.				
	Blackstone Holdings I/II GP L.L.C.				
2.					
3.	SEC Use C	Only			
4.	Source of I	Funds ((See Instructions)		
5.		isclosu	are of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.					
	Delaware				
7. Sole Voting Power Number of 50.122.895			Sole Voting Power 50.122.895		
	shares beneficially		Shared Voting Power		
(owned by		0		
1	each reporting	9.	Sole Dispositive Power		
	person with:		50,122,895		
		10.	Shared Dispositive Power		
			0		
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person		
	50,122,895				
12.					
13.	Percent of Class Represented by Amount in Row (11)				
	45.2%				
14.	Type of Re	portin	g Person (See Instructions)		
	00				

1.	Names of Reporting Persons.			
	Blackstone Inc.			
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ⊠ (b) □			
3.	SEC Use C	nly		
4.	Source of I	unds ((See Instructions)	
5.	Check if D	isclosu	are of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizenshir	or Pla	ace of Organization	
0.	Delaware	, 01 1 10		
		7.	Sole Voting Power	
N	Number of		71,936,729	
	shares	8.	Shared Voting Power	
	eneficially			
(owned by		0	
	each	9.	Sole Dispositive Power	
1	reporting	· ·	300 2 de positivo de 100 de	
	person with:		71,936,729	
	witti.	10.	Shared Dispositive Power	
		10.	5.mcd 2.0pcs.mc-1-0.0c	
			0	
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person	
	66 6		, , ,	
	71,936,729			
12.			regate Amount in Row (11) Excludes Certain Shares (See Instructions)	
		-		
13.	. Percent of Class Represented by Amount in Row (11)			
	64.007			
1.4	64.8%			
14.	Type of Re	portin	g Person (See Instructions)	
	СО			

1.	Names of Reporting Persons.				
	Blackstone Group Management L.L.C.				
2.			priate Box if a Member of a Group (See Instructions)		
	(a) 🗵	(b) 🗆			
3.	SEC Use C	nly			
4.	Source of I	unds ((See Instructions)		
	OO				
5.	Check if D	isclosu	ure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizenship	or Pla	ace of Organization		
	D-1				
	Delaware	7.	Sole Voting Power		
		/.	Sole voiling rower		
N	Jumber of		71,936,729		
1	shares	8.	Shared Voting Power		
be	eneficially	0.	Shaded Young 1940.		
C	owned by		0		
	each	9.	Sole Dispositive Power		
,	reporting person				
	with:		71,936,729		
		10.	Shared Dispositive Power		
			0		
11.	Aggregate	Amou	nt Beneficially Owned by Each Reporting Person		
- 10	71,936,729				
12.	Check if th	e Agg	regate Amount in Row (11) Excludes Certain Shares (See Instructions)		
13.					
			.r		
	64.8%				
14.	Type of Re	portin	g Person (See Instructions)		
		- '			
	OO				

1.	Names of Reporting Persons. Stephen A. Schwarzman				
2.	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a) ⊠ (b) □				
3.	SEC Use C	nly			
5.	SEC 03C C	, iii y			
4.	Source of I	unds ((See Instructions)		
	00				
5.		isclosu	are of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.		or Pla	ice of Organization		
	United Stat	7.	Sole Voting Power		
N	Number of shares	0	71,936,729		
b	eneficially	8.	Shared Voting Power		
(owned by each		0		
1	reporting	9.	Sole Dispositive Power		
	person with:		71,936,729		
	WIIII:	10.	Shared Dispositive Power		
11.	Aggregate	Amou	0 nt Beneficially Owned by Each Reporting Person		
11.	71ggregate	2 tilloui	the Beneficially Owned by Each Reporting Ferson		
	71,936,729				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13.	Percent of Class Represented by Amount in Row (11)				
	64.8%				
14.		porting	g Person (See Instructions)		
	N.				
	IN				

This Amendment No. 2 ("Amendment No. 2") to Schedule 13D relates to the Class A common stock, par value \$0.0001 per share (the 'Class A Common Stock'), of Finance of America Companies Inc., a Delaware corporation (the 'Issuer'), and amends and supplements the initial statement on Schedule 13D filed on August 26, 2021 as amended by the Amendment No. 1 to the Schedule 13D filed on October 1, 2021 (as so amended, the "Schedule 13D"). Except as specifically amended by this Amendment No. 2, the Schedule 13D remains in full force and effect. The principal executive offices of the Issuer are located at 5830 Granite Parkway, Suite 400, Plano, Texas 75024. Capitalized terms used but not defined in this Amendment No. 2 shall have the same meanings ascribed to them in the Schedule 13D.

Item 1. Security and Issuer

Item 1 of the Schedule 13D is hereby amended and restated as follows:

This Schedule 13D (this "Schedule 13D") relates to the Class A common stock, par value \$0.0001 per share (the 'Class A Common Stock'), of Finance of America Companies Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 5830 Granite Parkway, Suite 400. Plano, Texas 75024.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended by incorporating herein by reference the information set forth on the updated Schedule I attached hereto.

Item 5. Interest in Securities of the Issuer

Item 5(a)-(c) of the Schedule 13D is hereby amended and restated as follows:

(a) and (b) Calculations of the percentage of the shares of Class A Common Stock beneficially owned assumes that there were 60,815,569 shares of Class A Common Stock outstanding as of March 11, 2022, based on information set forth in the Issuer's Annual Report on Form 10-K filed by the Issuer on March 15, 2022, and takes into account any shares of Class A Common Stock underlying FoA Units held by each of the Reporting Persons, as applicable.

The aggregate number and percentage of the Class A Common Stock beneficially owned by each Reporting Person and, for each Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D and are incorporated herein by reference.

The Reporting Persons beneficially own an aggregate of 71,936,729 shares of Class A Common Stock, which represents 64.8% of the outstanding Class A Common Stock, as calculated pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), based on the following: BTO Urban Holdings L.L.C. beneficially owns 49,836,805 shares of Class A Common Stock which would be received upon conversion of 49,836,805 FoA Units, Blackstone Family Tactical Opportunities Investment Partnership NQ – ESC L.P. beneficially owns 286,090 shares of Class A Common Stock which would be received upon conversion of 286,090 FoA Units and BTO Urban Holdings II L.P. holds 21,813,834 shares of Class A Common Stock.

BTO Urban Holdings L.L.C. is owned by the Blackstone Tactical Opportunities Funds, BTAS NQ Holdings L.L.C. and Blackstone Family Tactical Opportunities Investment Partnership SMD L.P.

The general partner of each of the Blackstone Tactical Opportunities Funds is Blackstone Tactical Opportunities Associates – NQ L.L.C. The sole member of Blackstone Tactical Opportunities Associates – NQ L.L.C. is BTOA – NQ L.L.C. The managing member of BTOA – NQ LLC is Blackstone Holdings II L.P. The managing member of BTAS NQ Holdings L.L.C. is BTAS Associates – NQ L.L.C. The managing member of BTAS Associates – NQ L.L.C. is Blackstone Holdings II L.P.

The general partner of Blackstone Family Tactical Opportunities Investment Partnership SMD L.P. is Blackstone Family GP L.L.C. Blackstone Family GP L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Mr. Schwarzman.

The general partner of Blackstone Family Tactical Opportunities Investment Partnership NQ – ESC L.P. is BTO-NQ Side-by-Side GP L.L.C. The sole member of BTO-NQ Side-by-Side GP L.L.C. is Blackstone Holdings II L.P.

The general partner of BTO Urban Holdings II L.P. is Blackstone Tactical Opportunities Associates L.L.C. The managing member of Blackstone Tactical Opportunities Associates L.L.C. is BTOA L.L.C. The managing member of BTOA L.L.C. is Blackstone Holdings III L.P. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C.

Blackstone Holdings I/II GP L.L.C. is the general partner of Blackstone Holdings II L.P. Blackstone Inc. is the sole member of each of Blackstone Holdings I/II GP L.L.C. and Blackstone Holdings III GP Management L.L.C. The sole holder of the Series II preferred stock of Blackstone Inc. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of the Class A Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose and each of the Reporting Persons expressly disclaims beneficial ownership of such shares of Class A Common Stock.

Any beneficial ownership of Class A Common Stock by any of the persons listed on Schedule I to the Schedule 13D is set forth on Schedule I to the Schedule 13D.

By virtue of the Stockholders Agreement (as defined below), the Reporting Persons and Brian Libman and his affiliates are deemed to be members of a group for purposes of Section 13(d) of the Exchange Act. Mr. Libman and his affiliates are filing a separate Schedule 13D to report the Class A Common Stock that they may be deemed to beneficially own. Collectively, the Reporting Persons and Mr. Libman and his affiliates may be deemed to beneficially own in the aggregate 144,384,723 shares of Class A Common Stock, representing 78.9% of the outstanding Class A Common Stock, calculated pursuant to Rule 13d-3 of the Exchange Act.

(c) Pursuant to the LTIP Award Settlement Agreement described in Item 6 to the Schedule 13D, certain equityholders of the Issuer and Finance of America Equity Capital LLC are obligated to deliver a number of shares of Class A Common Stock to the Issuer in connection with the settlement of awards of restricted stock units granted by the Issuer.

In connection with the Issuer's settlement of restricted stock units into shares of Class A Common Stock and pursuant to the LTIP Award Settlement Agreement, (i) on March 4, 2022, BTO Urban Holdings L.L.C. delivered 6,814 shares of Class A Common Stock, Blackstone Family Tactical Opportunities Investment Partnership NQ – ESC L.P. delivered 39 shares of Class A Common Stock and BTO Urban Holdings II L.P. delivered 2,983 shares of Class A Common Stock and (ii) on April 1, 2022, BTO Urban Holdings L.L.C. delivered 1,461,604 shares of Class A Common Stock (839,115 of such shares received upon conversion of an equal number of FoA Units), Blackstone Family Tactical Opportunities Investment Partnership NQ – ESC L.P. delivered 8,390 shares of Class A Common Stock (4,816 of such shares received upon conversion of an equal number of FoA Units) and BTO Urban Holdings II L.P. delivered 639,752 shares of Class A Common Stock, in each case to the Issuer.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: April 5, 2022

BTO Urban Holdings L.L.C.

By: /s/ Menes Chee Name: Menes Chee Title: Manager

Blackstone Tactical Opportunities Fund – NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund II - NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA - NQ L.L.C., its sole member

By: <u>/s/ Christopher J. James</u> Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund – A (RA) – NQ

L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund - I - NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund – S – NQ L.P.,

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA - NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund - C - NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA - NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund - L - NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA - NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund - O - NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund - N - NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C, its general partner

By: BTOA - NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund – U-NQ

By: Blackstone Tactical Opportunities Associates – NQ $\,$

L.L.C., its general partner

By: BTOA - NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund II - C - NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C., its general partner

By: BTOA - NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Fund - T - NQ L.P.

By: Blackstone Tactical Opportunities Associates - NQ

L.L.C., its general partner

By: BTOA – NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

BTAS NQ Holdings L.L.C.

By: BTAS Associates—NQ L.L.C., its managing member By: BTOA-NQ L.L.C., its sole member

By: /s/ Christopher Striano

Name: Christopher Striano Title: Senior Managing Director

Blackstone Family Tactical Opportunities Investment Partnership SMD L.P.

By: Blackstone Family GP L.L.C., its general partner

By: /s/ Tabea Hsi Name: Tabea Hsi

Title: Senior Managing Director

Blackstone Tactical Opportunities Associates – NQ

L.L.C.

By: BTOA - NQ L.L.C., its sole member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

BTOA - NQ L.L.C.

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Holdings II L.P.

By: Blackstone Holdings I/II GP L.L.C., its general partner

By: /s/ Tabea Hsi

Name: Tabea Hsi

Title: Senior Managing Director

BTAS Associates - NQ L.L.C.

By: BTOA-NQ L.L.C., its sole member

By: /s/ Christopher Striano

Name: Christopher Striano Title: Senior Managing Director

Blackstone Family GP L.L.C.

By: /s/ Tabea Hsi

Name: Tabea Hsi

Title: Senior Managing Director

Blackstone Family Tactical Opportunities Investment Partnership NQ – ESC L.P.

By: BTO-NQ Side-by-Side GP L.L.C.

By: /s/ Christopher J. James Name: Christopher J. James Title: Chief Operating Officer

BTO-NQ Side-by-Side GP L.L.C.

By: /s/ Christopher J. James Name: Christopher J. James Title: Chief Operating Officer

BTO Urban Holdings II L.P.

By: Blackstone Tactical Opportunities Associates LLC, its

general partner

By: BTOA L.L.C., its managing member

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Tactical Opportunities Associates LLC

By: BTOA L.L.C., its managing member

By: /s/ Christopher J. James Name: Christopher J. James Title: Chief Operating Officer

BTOA L.L.C.

By: /s/ Christopher J. James

Name: Christopher J. James Title: Chief Operating Officer

Blackstone Holdings III L.P.

By: Blackstone Holdings III GP L.P., its general partner By: Blackstone Holdings III GP Management L.L.C., its

general partner

By: /s/ Tabea Hsi

Name: Tabea Hsi

Title: Senior Managing Director

Blackstone Holdings III GP L.P.

By: Blackstone Holdings III GP Management L.L.C., its general partner

By: /s/ Tabea Hsi Name: Tabea Hsi

Title: Senior Managing Director

Blackstone Holdings III GP Management L.L.C.

By: /s/ Tabea Hsi Name: Tabea Hsi

Title: Senior Managing Director

Blackstone Holdings I/II GP L.L.C.

By: /s/ Tabea Hsi Name: Tabea Hsi

Title: Senior Managing Director

Blackstone Inc.

By: /s/ Tabea Hsi

Name: Tabea Hsi

Title: Senior Managing Director

Blackstone Group Management L.L.C.

By: /s/ Tabea Hsi Name: Tabea Hsi

Title: Senior Managing Director

Stephen A. Schwarzman

/s/ Stephen A. Schwarzman

SCHEDULE I

Executive Officers and Directors of Blackstone Inc.

The name and principal occupation of each director and executive officer of Blackstone Inc. are set forth below. The address for each person listed below is c/o Blackstone Inc., 345 Park Avenue, New York, New York 10154. All executive officers and directors listed are United States citizens other than The Honourable Brian Mulroney, who is a citizen of Canada, and Sir John Antony Hood, who is a citizen of New Zealand.

OFFICERS:

Name Present Principal Occupation or Employment

Stephen A. Schwarzman Founder, Chairman and Chief Executive Officer of Blackstone Inc.

Jonathan D. Gray President, Chief Operating Officer of Blackstone Inc.

Michael S. Chae Chief Financial Officer of Blackstone Inc.

John G. Finley Chief Legal Officer of Blackstone Inc.

DIRECTORS:

Name Present Principal Occupation or Employment

Stephen A. Schwarzman Founder, Chairman and Chief Executive Officer of Blackstone Inc.

Jonathan D. Gray President, Chief Operating Officer of Blackstone Inc.

Kelly A. Ayotte Former United States Senator from New Hampshire

Joseph P. Baratta Global Head of Private Equity at Blackstone Inc.

James W. Breyer Founder and Chief Executive Officer of Breyer Capital

Reginald J. Brown Partner for the law firm, Kirkland & Ellis

Sir John Antony Hood Former President and Chief Executive Officer of the Robertson Foundation and Former Chair of the

Rhodes Trust

Rochelle B. Lazarus Chairman Emeritus & Former Chief Executive Officer, Ogilvy & Mather Worldwide

Jay O. Light Dean Emeritus, Harvard Business School

The Right Honourable Brian Mulroney Senior Partner for the Montreal law firm, Norton Rose Fulbright Canada LLP

William G. Parrett Retired CEO of Deloitte Touche Tohmatsu and retired Senior Partner of Deloitte (USA).

Ruth Porat Chief Financial Officer of Alphabet Inc. and Google Inc.