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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Finance of America Companies Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-3474065
(I.R.S. Employer
Identification No.)

**5830 Granite Parkway, Suite 400
Plano, Texas 75024**
(Address, including zip code, of registrant's principal executive offices)

Finance of America Companies Inc. 2021 Omnibus Incentive Plan
(Full title of the Plan)

**Anthony W. Villani
Chief Legal Officer
Finance of America Companies Inc.
5830 Granite Parkway, Suite 400
Plano, Texas 75024
Telephone: (877) 202-2666**
(Name and address and telephone number, including area code, of agent for service)

With copies of all notices, orders and communications to:

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Finance of America Companies Inc. (the “Registrant”) for the purpose of registering additional shares of Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”) reserved for issuance under the Finance of America Companies Inc. 2021 Omnibus Incentive Plan (“the Plan”). These shares of Class A Common Stock are additional securities of the same class as other securities for which an original registration statement (File No. 333-261461) on [Form S-8](#) was filed with the Securities and Exchange Commission (the “Commission”) on June 17, 2021 (the “Original Registration Statement”), which registered 21,250,000 shares of Class A Common Stock issuable under the Plan.

The shares of Class A Common Stock registered by this Registration Statement consist of: (i) 4,736,223 shares of Class A Common Stock that have become reserved for issuance as a result of the operation of the “evergreen” provision of the Plan, which provides that the total number of shares subject to the Plan will be increased on the first day of each fiscal year pursuant to a specified formula; and (ii) 16,370,363 shares of Class A Common Stock issuable under the Plan, which amount is equal to the number of “Substitute Awards” previously issued under the Plan and registered by the Original Registration Statement that did not count against the Absolute Share Limit (as defined in the Plan). Other than the 4,736,223 shares that have become available for issuance pursuant to the “evergreen” provision of the Plan, the shares registered by this Registration Statement do not represent an increase in the number of shares previously reserved for issuance under the Plan.

Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statements are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statements are modified as set forth in this Registration Statement.

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2021, filed with the Commission on March 15, 2022 (the “Annual Report”), as amended by [Amendment No. 1 to the Annual Report](#) filed with the Commission on April 20, 2022;
- (b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2022, filed with the Commission on May 10, 2022;
- (c) The Registrant’s Current Reports on Form 8-K filed with the Commission on [February 17, 2022](#), [June 10, 2022](#) and [June 13, 2022](#) (other than Items 7.01 and 9.01); and
- (d) The description of shares of Common Stock contained in [Exhibit 4.4 to the Annual Report](#), including any amendments or reports filed for the purpose of updating such description.

All other reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold (other than those furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information deemed to have been “furnished” rather than “filed” in accordance with the Commission’s rules), shall be deemed to be incorporated by reference into this Registration Statement and to be a part of this Registration Statement from the date of the filing of such reports and documents.

For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Exhibit No.	Document
4.1	<u>Amended and Restated Certificate of Incorporation of Finance of America Companies Inc. (incorporated by reference to Exhibit 3.2 filed with the Registrant's Current Report on Form 8-K filed on April 7, 2021).</u>
4.2	<u>Amended and Restated Bylaws of Finance of America Companies Inc. (incorporated by reference to Exhibit 3.3 filed with the Registrant's Current Report on Form 8-K filed on April 7, 2021).</u>
4.3	<u>Finance of America Companies Inc. 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.10 filed with the Registrant's Current Report on Form 8-K filed on April 7, 2021).</u>
5.1	<u>Opinion of Simpson Thacher & Bartlett LLP.</u>
23.1	<u>Consent of BDO USA, LLP for Finance of America Companies Inc.</u>
23.3	<u>Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included in the signature page to this Registration Statement).</u>
107.1	<u>Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on this seventeenth day of June, 2022.

FINANCE OF AMERICA COMPANIES INC.

By: /s/ Patricia L. Cook

Name: Patricia L. Cook

Title: Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned, whose signature appears below, hereby constitutes and appoints Brian L. Libman, Graham A. Fleming and Menes Chee, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments to this registration statement and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this registration statement or any amendments hereto in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated below on June 17, 2022.

<u>/s/ Brian L. Libman</u> Brian L. Libman Chairman of the Board of Directors	<u>/s/ Patricia L. Cook</u> Patricia L. Cook Chief Executive Officer (Principal Executive Officer)
<u>/s/ Johan Gericke</u> Johan Gericke Executive Vice President, Chief Financial Officer (Principal Financial Officer)	<u>/s/ Tai A. Thornock</u> Tai A. Thornock Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Menes Chee</u> Menes Chee Director	<u>/s/ Norma C. Corio</u> Norma C. Corio Director
<u>/s/ Robert W. Lord</u> Robert W. Lord Director	<u>/s/ Tyson A. Pratcher</u> Tyson A. Pratcher Director
<u>/s/ Lance N. West</u> Lance N. West Director	

Simpson Thacher & Bartlett LLP
900 G STREET, N.W.
WASHINGTON, D.C. 20001

TELEPHONE: +1-202-636-5500
FACSIMILE: +1-212-455-2502

Direct Dial Number

E-mail Address

June 17, 2022

Finance of America Companies Inc.
5830 Granite Parkway, Suite 400
Plano, Texas 75024

Ladies and Gentlemen:

We have acted as counsel to Finance of America Companies Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended, relating to the issuance by the Company of up to 21,106,586 shares of Class A Common Stock, \$0.01 par value per share, of the Company (the "Shares") pursuant to the Finance of America Companies Inc. 2021 Omnibus Incentive Plan (the "Plan").

We have examined the Registration Statement, the Amended and Restated Certificate of Incorporation of the Company and the Plan, each of which have been filed with the Commission as exhibits to the Registration Statement. In addition, we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

In rendering the opinion set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that upon issuance and delivery in accordance with the Plan, the Shares will be validly issued, fully paid and nonassessable.

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP

SIMPSON THACHER & BARTLETT LLP

Consent of Independent Registered Public Accounting Firm

Finance of America Companies Inc.
Plano, Texas

We hereby consent to the incorporation by reference in the Registration Statement on FormS-8 of our report dated March 15, 2022, relating to the consolidated financial statements of Finance of America Companies Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ BDO USA, LLP

Philadelphia, Pennsylvania

June 17, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)Finance of America Companies Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock	Other	21,106,586	\$1.86	\$39,258,249.96	0.0000927	\$3,639.24
Total Offering Amounts					\$39,258,249.96		\$3,639.24
Total Fee Offsets							—
Net Fee Due							\$3,639.24

- (1) Includes an additional 21,106,586 shares of Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”) reserved for issuance under the Finance of America Companies Inc. 2021 Omnibus Incentive Plan (“the Plan”), which consists of: (i) 4,736,223 shares of Class A Common Stock that have become reserved for issuance as a result of the operation of the “evergreen” provision of the Plan, which provides that the total number of shares subject to the Plan will be increased on the first day of each fiscal year pursuant to a specified formula; and (ii) 16,370,363 shares of Class A Common Stock issuable under the Plan, which amount is equal to the number of “Substitute Awards” previously issued under the Plan and registered on the registrant’s registration statement on Form S-8 (File No. 333-261461) filed with the Securities and Exchange Commission on June 17, 2021, which did not count against the Absolute Share Limit (as defined in the Plan). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act. The amount of the registration fee is based on a price of \$1.86 per share of Class A Common Stock, which is the average of the high and low prices of the registrant’s Class A Common Stock as reported by the New York Stock Exchange on June 15, 2022.