

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Finance of America Companies Inc.

(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

31738L107
(CUSIP Number)

Reza Jahangiri
895 Dove Street, Suite 300
Newport Beach, CA 92660
(866) 948-0003
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 19, 2024
(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) 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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Names of Reporting Persons

Bloom Retirement Holdings Inc.

2 Check the Appropriate Box if a Member of a Group

(a)
(b)

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)

6 Citizenship or Place of Organization

California

7 Sole Voting Power

0

8 Shared Voting Power

3,205,527

9 Sole Dispositive Power

0

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH**

10 Shared Dispositive Power

3,205,527

11 Aggregate Amount Beneficially Owned by Each Reporting Person

3,205,527

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

9.49%

14 Type of Reporting Person

CO

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1 Names of Reporting Persons

Reza Jahangiri

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

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)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

8 Shared Voting Power

3,205,527

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IN

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Explanatory Note

This Amendment No. 3 to Schedule 13D ("Amendment No. 3") amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission on April 10, 2023 (as amended to date, the "Schedule 13D"), relating to the shares of 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"). Capitalized terms used herein without definition shall have the meanings set forth in the Schedule 13D.

The amount of securities reflected in this Amendment No. 3 reflect a 1-for-10 reverse stock split implemented by the Issuer on July 25, 2024.

Item 5. Interest in Securities of the Issuer.

(a) – (b)

The following sets forth, as of the date of this Schedule 13D, the aggregate number of shares of Class A Common Stock and percentage of Class A Common Stock beneficially owned by each of the Reporting Persons, as well as the number of shares of Class A Common Stock as to which each Reporting Person has the 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 of, or shared power to dispose or to direct the disposition of, as of the date hereof, based on 9,926,412 shares of Class A Common Stock outstanding as of November 5, 2024, as set forth in the Issuer's Quarterly Report on Form 10-Q filed by the Issuer on November 8, 2024.

Reporting Person	Amount beneficially owned	Percent of class	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	Shared power to dispose or to direct the disposition
Bloom Retirement Holdings Inc.	3,205,527	9.49%	0	3,205,527	0	3,205,527
Reza Jahangiri	3,205,527	9.49%	0	3,205,527	0	3,205,527

Bloom Retirement Holdings Inc. is the record holder of 616,127 shares of Class A Common Stock and 2,589,400 FOAEC Units, as reported herein. Mr. Jahangiri is the majority shareholder of Bloom Retirement Holdings Inc. and may be deemed to share voting and dispositive power over the securities held by Bloom Retirement Holdings Inc. The percent of class beneficially owned as reported above gives effect to the Conversion Agreement as previously disclosed in Item 4.

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The FOAEC Units reported above represent the maximum number of FOAEC Units that may be issued pursuant to the Asset Purchase Agreement. On the Closing Date, Bloom Retirement Holdings Inc. was issued 19,692,990 FOAEC Units. Under the Asset Purchase Agreement, Bloom Retirement Holdings Inc. will be issued FOAEC Units only to the extent that its ownership does not exceed 9.49% of the outstanding shares of Class A Common Stock (giving effect to the deemed exchange of all outstanding FOAEC Units) until, among other conditions, certain consents, approvals, authorizations and waivers are satisfied (the "Control Condition"). Each FOAEC Unit is exchangeable into Class A Common Stock on a one-for-one basis at the option of the holder.

(c) During the past 60 days, Bloom Retirement Holdings Inc. has disposed of 165,386 shares of Class A Common Stock in a series of open-market transactions. Details by date, listing the number of shares of Class A Common Stock disposed of and the weighted average price per share, are provided below. The Reporting Persons undertake to provide, upon request by the staff of the SEC, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for each transaction:

Date	Shares Disposed Of	Weighted Average Price Per Share
September 23, 2024	1,383	\$ 11.0186
September 24, 2024	1,775	\$ 10.3474
September 30, 2024	700	\$ 11.2835
October 1, 2024	1,826	\$ 11.3754
October 4, 2024	1,134	\$ 10.1385
October 7, 2024	1,638	\$ 10.1018
October 11, 2024	378	\$ 10.3850
October 14, 2024	186	\$ 10.2467
October 17, 2024	2,288	\$ 10.5180
October 18, 2024	714	\$ 10.7281
October 24, 2024	268	\$ 11.4776
October 25, 2024	987	\$ 12.7760
October 30, 2024	1,538	\$ 11.7182
October 31, 2024	881	\$ 11.9247
November 6, 2024	3,845	\$ 13.9625
November 7, 2024	8,698	\$ 15.4372
November 12, 2024	32,112	\$ 20.1143
November 13, 2024	15,711	\$ 18.2221
November 19, 2024	89,324	\$ 24.8318

(d) None.

(e) Not applicable.

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SIGNATURES

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

Date: November 21, 2024

Bloom Retirement Holdings Inc.

By: /s/ Reza Jahangiri
 Name: Reza Jahangiri
 Title: Majority Shareholder

/s/ Reza Jahangiri
 Reza Jahangiri