
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

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)

12/20/2024

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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).

SCHEDULE 13D

CUSIP No. 31738L107

1	Name of reporting person Bloom Retirement Holdings Inc.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (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) <input type="checkbox"/>
6	Citizenship or place of organization CALIFORNIA
Number of Shares Beneficially Owned by Each Reporting Person With:	7 Sole Voting Power 0.00
	8 Shared Voting Power 2,880,151.00
	9 Sole Dispositive Power 0.00
	10 Shared Dispositive Power 2,880,151.00
11	Aggregate amount beneficially owned by each reporting person 2,880,151.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 9.5 %
14	Type of Reporting Person (See Instructions) CO

SCHEDULE 13D

CUSIP No.	31738L107
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1	Name of reporting person Reza Jahangiri
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (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) <input type="checkbox"/>
6	Citizenship or place of organization UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 2,880,151.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 2,880,151.00
11	Aggregate amount beneficially owned by each reporting person 2,880,151.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 9.5 %	
14	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13D

Item 1. Security and Issuer

(a) **Title of Class of Securities:**

Class A Common Stock

(b) **Name of Issuer:**

Finance of America Companies Inc.

(c) **Address of Issuer's Principal Executive Offices:**

5830 Granite Parkway, Suite 400, Plano, TEXAS , 75024.

Item 1 Comment:

This Amendment No. 5 to Schedule 13D ("Amendment No. 5") 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.

Item 5. Interest in Securities of the Issuer

(a) 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 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.

Bloom Retirement Holdings Inc.
-Amount Beneficially Owned: 2,880,151
-Percent of Class: 9.49%

Reza Jahangiri
-Amount Beneficially Owned: 2,880,151
-Percent of Class: 9.49%

- (b) Bloom Retirement Holdings Inc.
-Sole Voting Power: 0
-Shared Voting Power: 2,880,151
-Sole Dispositive Power: 0
-Shared Dispositive Power: 2,880,151

Reza Jahangiri
-Sole Voting Power: 0
-Shared Voting Power: 2,880,151
-Sole Dispositive Power: 0
-Shared Dispositive Power: 2,880,151

Bloom Retirement Holdings Inc. is the record holder of 305,544 shares of Class A Common Stock and 2,574,607 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.

The FOAEC Units reported above represent the maximum number of FOAEC Units that may be issued pursuant to the Asset Purchase Agreement. 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"). The FOAEC Units reported above also reflects the cancellation of 470 FOAEC Units by Bloom Retirement Holdings Inc. in December 2024. Each FOAEC Unit is exchangeable into Class A Common Stock on a one-for-one basis at the option of the holder.

- (c) Since the Reporting Persons' most recent filing in Schedule 13D, Bloom Retirement Holdings Inc. has disposed of 142,835 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:

December 13, 2024
-Shares Disposed of: 38,971
-Weighted Average Price Per Share: \$23.8070

December 16, 2024
-Shares Disposed of: 31,875
-Weighted Average Price Per Share: \$24.6695

December 19, 2024
-Shares Disposed of: 26,502
-Weighted Average Price Per Share: \$25.1114

December 20, 2024
-Shares Disposed of: 45,487
-Weighted Average Price Per Share: \$25.1661

In addition, on December 20, 2024, Bloom Retirement Holdings Inc. disposed of 2,159 shares of Common Stock by gift.

- (d) None.
(e) Not applicable.

SIGNATURE

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.

Bloom Retirement Holdings Inc.

Signature: /s/ Reza Jahangiri
Name/Title: Reza Jahangiri, Majority Shareholder
Date: 12/26/2024

Reza Jahangiri

Signature: /s/ Reza Jahangiri
Name/Title: Reza Jahangiri
Date: 12/26/2024