As filed with the Securities and Exchange Commission on March 14, 2025

Registration No. 333-

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Finance of America Companies Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**85-3474065**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification Number)**

5830 Granite Parkway, Suite 400
Plano, Texas 75024
Telephone: (877) 202-2666
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Lauren Richmond
Chief Legal Officer, General Counsel & Secretary
Finance of America Companies Inc.
5830 Granite Parkway, Suite 400
Plano, Texas 75024
Telephone: (877) 202-2666
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

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

Approximate date of commencement of proposed sale to the public: **From time to time after this Registration Statement becomes effective.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-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	☐	Accelerated filer	☐
Non-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. ☐

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. The selling stockholders named in this prospectus may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION

PRELIMINARY PROSPECTUS, DATED MARCH 14, 2025

5,337,928 Shares of Class A Common Stock

FINANCE of AMERICA
– COMPANIES –

This prospectus relates to the offer and sale, from time to time, of an aggregate of up to 5,337,928 shares of the Class A common stock, par value $0.0001 per share ("Class A Common Stock"), of Finance of America Companies Inc. (the "Company"), by the selling stockholders named herein, which shares are issuable upon the exchange of the 10.000% Exchangeable Senior Secured Notes due 2029 (the "Notes") issued by Finance of America Funding LLC ("FOA Funding").

For more information about the selling stockholders and the related transactions, see the section entitled "Selling Stockholders" on page 5 of this prospectus.

We are not selling any shares under this prospectus and will not receive any proceeds from the sale of shares of Class A Common Stock by the selling stockholders pursuant to this prospectus.

Our registration of the securities covered by this prospectus does not mean that the selling stockholders will offer or sell any of the shares. The selling stockholders may sell the shares of Class A Common Stock covered by this prospectus in a number of different ways and at varying prices. We provide more information about how the selling stockholders may sell the shares in the section entitled "Plan of Distribution."

Our Class A Common Stock is listed on the New York Stock Exchange (NYSE), under the symbol "FOA." On March 13, 2025, the closing price of our Class A Common Stock was $21.01 per share.

See the section entitled "Risk Factors" beginning on page 5 of this prospectus to read about factors you should consider before buying our securities.

Neither the Securities and Exchange Commission nor any regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2025

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (the "SEC") using the "shelf" registration process. Under this shelf registration process, the selling stockholders may, from time to time, sell the securities offered by them described in this prospectus.

Neither we nor the selling stockholders have authorized anyone to provide you with any information or to make any representations other than those contained in this prospectus or any applicable prospectus supplement or any free writing prospectuses prepared by or on behalf of us or to which we have referred you. Neither we nor the selling stockholders take responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. Neither we nor the selling stockholders will make an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

We may also provide a prospectus supplement or post-effective amendment to the registration statement to add information to, or update or change information contained in, this prospectus. Any statement contained in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in such prospectus supplement modifies or supersedes such statement. Any statement so modified will be deemed to constitute a part of this prospectus only as so modified, and any statement so superseded will be deemed not to constitute a part of this prospectus. You should rely only on the information contained in this prospectus, any applicable prospectus supplement and any related free writing prospectus together with the additional information to which we refer you to in the sections of this prospectus entitled "Where You Can Find More Information" and "Incorporation by Reference."

Unless the context otherwise requires, all references in this prospectus to "we," "us," "our," "FOA," or the "Company" refer to Finance of America Companies Inc. and its consolidated subsidiaries. References to "FOA Equity" are to Finance of America Equity Capital LLC, a Delaware limited liability company, that the Company controls in an "UP-C" structure.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements are not historical facts or statements of current conditions, but instead represent only our beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside of the Company's control. These statements include, but are not limited to, statements related to our expectations regarding the performance of our business, our financial results, our liquidity and capital resources, and other non-historical statements. In some cases, you can identify these forward-looking statements by the use of words such as "outlook," "believes," "expects," "potential," "continues," "may," "will," "should," "could," "seeks," "projects," "predicts," "intends," "plans," "estimates," "budgets," "forecasts," "anticipates" or the negative version of these words or other comparable words. Such forward-looking statements are subject to various risks and uncertainties that could cause actual outcomes or results to differ materially from those indicated in these statements, including, among others, those risks described below and under "Part I—Item 1A. Risk Factors" and "Part II—Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on March 14, 2025 (the "2024 Annual Report"). These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this prospectus and the 2024 Annual Report. All of these factors are difficult to predict, contain uncertainties that may materially affect actual results, and may be beyond our control. For further information on these and other risk factors affecting us, as such factors may be amended and updated from time to time in the Company's subsequent periodic filings with the SEC, please visit the SEC's website at www.sec.gov. Given the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that the results or conditions described in such statements or our objectives and plans will be achieved. The Company cautions readers not to place undue reliance upon any forward-looking statements, which are current only as of the date of this prospectus. We undertake no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments, or otherwise, except as required by law.

A summary of principal factors that create risk in investing in our securities and might cause actual results to differ from projections made in forward-looking statements is set forth below. In addition to the other information in this prospectus, the following risk factors should be considered carefully in evaluating the Company and our business:

- the timing and manner of sale by the selling stockholders;
- our ability to (1) expand our customer base and acquire and originate reverse mortgage loans efficiently while maintaining loan origination quality, (2) finance our reverse mortgage portfolio, and (3) profitably securitize or otherwise monetize our reverse mortgage portfolio, all of which will in turn depend upon our ability to manage the unique challenges presented by operating as a unified modern retirement solutions platform;
- our ability to realize the anticipated benefits of the efforts we have undertaken to transition to a unified lending platform and to streamline and enhance our marketing and originations operations and digital capabilities and generally, our ability to operate our business profitably;
- our ability to respond to significant changes in prevailing interest rates and to maintain profitable business operations;
- our geographic market concentration if the economic conditions in our current markets should decline or if our current markets are impacted by natural disasters;
- our ability to achieve anticipated returns from our capital investments in technology;
- our use of estimates in measuring or determining the fair value of the majority of our assets and liabilities, which may require us to write down the value of these assets or write up the value of these liabilities if the estimates prove to be incorrect;

- our ability to prevent cyber intrusions and mitigate cyber risks;
- our Company may be adversely affected by the condition of the U.S. residential mortgage market and other economic, political, business, and/or competitive factors in our business markets and worldwide financial markets, including a sustained period of higher interest rates;
- our ability to manage changes in our licensing status, business relationships, or servicing guidelines with the Government National Mortgage Association, the United States Department of Housing and Urban Development, or other governmental entities;
- our ability to obtain sufficient capital and liquidity to meet the financing and operational requirements of our business and our ability to comply with our debt agreements, including warehouse lending facilities, and pay down our substantial debt;
- our ability to repay or refinance our debt on reasonable terms as it becomes due;
- our ability to manage disruptions in the secondary home loan market, including the mortgage-backed securities market;
- our ability to finance and recover costs of our reverse mortgage servicing operations;
- our ability to maintain compliance with the extensive regulations we are subject to, including consumer protection laws applicable to reverse mortgage lenders, which may be highly complex;
- our ability to compete with national banks, which are not subject to state licensing and operational requirements;
- our ability to manage various legal proceedings, federal or state governmental examinations, and enforcement investigations we are subject to from time to time, the results of which are difficult to predict or estimate;
- our continued ability to remain in compliance with the terms of the consent orders issued by the Consumer Financial Protection Bureau, which we assumed in connection with our acquisition of operational assets from American Advisors Group;
- our holding company status and dependency on distributions from FOA Equity;
- our ability to comply with the continued listing standards of the NYSE;
- our common stock trading history has been characterized by low trading volume, which may result in an inability to sell your shares at a desired price, if at all; and
- our “controlled company” status under NYSE rules, which exempts us from certain corporate governance requirements and affords stockholders fewer protections.

THE COMPANY

Finance of America Companies Inc. is a financial services holding company which, through its operating subsidiaries, is a leading provider of home equity-based financing solutions for a modern retirement. In addition, FOA offers capital markets and portfolio management capabilities primarily to optimize the distribution of its originated loans to investors.

For a description of our business, financial condition, results of operations and other important information regarding the Company, we refer you to our filings with the SEC incorporated by reference in this prospectus. See "Where You Can Find More Information" and "Information Incorporated By Reference."

Additional Information

Finance of America Companies Inc. was incorporated in Delaware on October 9, 2020 and became a publicly-traded company on NYSE in April 2021, with trading beginning on April 5, 2021 under the ticker symbol "FOA." Our principal executive office is located at 5830 Granite Parkway, Suite 400, Plano, Texas 75024. Our telephone number is (877) 202-2666. Our website address for investors is www.financeofamericacompanies.com and our website address for information about our operations is www.financeofamerica.com. These website addresses are not intended to be active links, and information on, or accessible through, our websites should not be construed to be a part of this prospectus or the registration statement of which it forms a part.

RISK FACTORS

An investment in our securities involves a high degree of risk. Before investing in our securities, you should carefully consider the risk factors incorporated by reference into this prospectus, including the risks, uncertainties and assumptions discussed under the heading "Part I—Item 1A. Risk Factors" in our 2024 Annual Report, which may be amended, supplemented or superseded from time to time by the other reports we file with the SEC in the future or by information in the applicable prospectus supplement and any applicable free writing prospectus we file with the SEC. Please see "Where You Can Find More Information" and "Incorporation by Reference." Additional risks and uncertainties not currently known to us or that we currently view as immaterial may also materially and adversely affect our business, financial condition or results of operations. The market price of our securities could decline if one or more of these risks or uncertainties actually occur, causing you to lose all or part of your investment in our securities. Please see "Cautionary Note Regarding Forward-Looking Statements."

USE OF PROCEEDS

All of the shares of Class A Common Stock offered by the selling stockholders pursuant to this prospectus will be sold by the selling stockholders for their own accounts. The Company will not receive any of the proceeds from these sales.

The selling stockholders will pay any fees, discounts and selling commissions incurred by such selling stockholders in disposing of their Class A Common Stock. Pursuant to the Registration Rights Agreement, the Company will generally bear all other costs, fees and expenses incurred in effecting the registration of the Class A Common Stock covered by this prospectus.

SELLING STOCKHOLDERS

The selling stockholders may from time to time offer and sell any or all of the securities set forth below pursuant to this prospectus and any accompanying prospectus supplement. When we refer to the "selling stockholders" in this prospectus, we refer to the person listed in the table below, and the pledgees, donees, transferees, assignees, successors and other permitted transferees that hold any of the interests of the selling stockholders in the shares of Class A Common Stock after the date of this prospectus.

The shares of Class A Common Stock covered by this prospectus are those issuable to the selling stockholders named below upon the exchange of their Notes (assuming no cash settlement election by the Company), in accordance with the terms governing the Notes. The Notes are exchangeable into shares of Class A Common Stock on the terms set forth in the indenture governing the Notes, a copy of which is filed as an exhibit to the registration statement related to this prospectus. The number of shares of Class A Common Stock eligible to be offered pursuant to this prospectus assumes the initial exchange rate of 36.36364 shares of Class A Common Stock per $1,000 principal amount of Notes, which is equivalent to an initial exchange price of approximately $27.50 per share of Class A Common Stock and does not give effect to cash payment in lieu of fractional shares. We cannot advise you as to whether the selling stockholders will exchange any or all of their Notes and/or will sell any or all shares of Class A Common Stock received in such an exchange.

The following table sets forth, to our knowledge, certain information about the selling stockholders as of March 11, 2025. The information in the table below with respect to the selling stockholders has been obtained from the selling stockholders based on written representations. Each selling stockholder identified below may have sold, transferred or otherwise disposed of all or a portion of its securities after the date on which it provided us with information regarding its securities. To the extent required, any changed or new information given to us by the selling stockholders, including regarding the identity of, and the securities held by, the selling stockholders, may be set forth in a prospectus supplement, amendments to the registration statement of which this prospectus is a part, or a Current Report on Form 8-K incorporated herein by reference. For information on the methods of sale that may be used by the selling stockholders, please see "Plan of Distribution."

The percentage of beneficial ownership information below is based upon 10,711,674 vested shares of Class A Common Stock issued and outstanding as of March 11, 2025. As of March 11, 2025, we also had 14 shares of Class B Common Stock, par value $0.0001 per share, of the Company (the "Class B Common Stock") issued and

outstanding. The shares of Class B Common Stock have no economic rights, but entitle each holder, without regard to the number of shares of Class B Common Stock held by such holder, to a number of votes that is equal to the aggregate number of limited liability company interests ("FOA Units") in FOA Equity, held by such holder on all matters on which stockholders of the Company are entitled to vote generally. Holders of shares of Class B Common Stock vote together with holders of Class A Common Stock as a single class on all matters on which stockholders are entitled to vote generally, except as otherwise required by law.

The percentage of beneficial ownership information below excludes 425,850 unvested shares of Class A Common Stock held by Replay Sponsor, LLC, which are subject to vesting and forfeiture and will not be entitled to receive any dividends or other distributions, or to have any other economic rights until such shares are vested, and such shares will not be entitled to receive back dividends or other distributions or any other form of economic "catch-up" once they become vested. Additionally, for so long as they remain unvested, such shares must be voted proportionately with all other shares of Class A Common Stock and Class B Common Stock on all matters put to a vote of holders of the Company's voting stock (i.e., holders of unvested shares will have no discretion in how such shares are voted).

The percentage of beneficial ownership information below also excludes (i) shares of Class A Common Stock underlying the Company's outstanding warrants, (ii) shares of Class A Common Stock underlying outstanding earnout rights, (iii) the shares reserved that may be issued pursuant to the Company's equity awards, (iv) except where indicated, shares of Class A Common Stock issuable upon exchange of an equal number of FOA Units and (v) shares of Class A Common Stock that may be received upon exchange of the Notes (except, for each particular selling stockholder, the percentage of beneficial ownership information below takes into account the number of shares of Class A Common Stock offered by that particular selling stockholder).

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if it possesses sole or shared voting or investment power over that security, including options and warrants that are currently exercisable or exercisable within 60 days.

Selling Stockholders	Shares of Class A Common Stock Beneficially Owned Prior to Offering[1]		Maximum Number of Shares of Class A Common Stock to be Offered Hereby	Shares of Class A Common Stock Beneficially Owned After Offering[1]	
	Number	Percent		Number	Percent
A Holdings – B LLC[2]	16,145	*	16,145	—	—
Anchorage Credit Funding 1, Ltd.[3]	54,836	*	54,836	—	—
Anchorage Credit Funding 2, Ltd.[4]	43,345	*	43,345	—	—
Anchorage Credit Funding 3, Ltd.[5]	53,745	*	53,745	—	—
Anchorage Credit Funding 4, Ltd.[6]	84,000	*	84,000	—	—
Anchorage Credit Funding 5, Ltd.[7]	66,800	*	66,800	—	—
Anchorage Credit Funding 6, Ltd.[8]	66,800	*	66,800	—	—
Anchorage Credit Funding 7, Ltd.[9]	31,454	*	31,454	—	—
Anchorage Credit Funding 8, Ltd.[10]	47,636	*	47,636	—	—
Anchorage Credit Funding 9, Ltd.[11]	41,818	*	41,818	—	—
Anchorage Credit Funding 10, Ltd.[12]	43,345	*	43,345	—	—
Anchorage Credit Funding 11, Ltd.[13]	34,945	*	34,945	—	—
Anchorage Credit Funding 12, Ltd.[14]	33,345	*	33,345	—	—
Anchorage Credit Funding 13, Ltd.[15]	71,236	*	71,236	—	—
Anchorage Credit Funding 14, Ltd.[16]	46,363	*	46,363	—	—
Anchorage Credit Funding 15, Ltd.[17]	35,127	*	35,127	—	—
Anchorage Capital CLO 17, Ltd.[18]	22,727	*	22,727	—	—
Anchorage LPC-V, L.P.[19]	64,909	*	64,909	—	—
PCI Fund LLC[20]	32,145	*	32,145	—	—
Pension Reserves Investment Trust Fund[21]	69,890	*	69,890	—	—
Corbin ERISA Opportunity Fund, LTD.[22]	17,490	*	17,490	—	—
Beach Point Enhanced Securitized Credit Master Fund LP[23]	59,890	*	59,890	—	—
Beach Point SC Offshore Fund Ltd.[23]	93,599	*	93,599	—	—
Beach Point Securitized Credit Fund LP[23]	423,163	3.8 %	423,163	—	—
Beach Point TX SCF LP[23]	330,181	3.0 %	330,181	—	—
Brigade Funds[24]	2,212,602	17.1 %	2,212,602	—	—
Libman Family Holdings, LLC[25]	9,246,412	49.0 %	1,204,400	8,042,012	42.6 %
All other holders of Notes[26]	35,992	*	35,992	—	—

* denotes ownership of less than 1%.

(1) Information with respect to securities owned beneficially before the offering with respect to each selling stockholder includes the number of shares of Class A Common Stock registered hereby with respect to that particular selling stockholder. Information with respect to securities owned beneficially after the offering with respect to each selling stockholder assumes the sale of all of the shares of Class A Common Stock registered hereby with respect to that particular selling stockholder and that there have been no further acquisitions of shares of Class A Common Stock by the selling stockholders. The selling stockholders identified in the table may currently hold or acquire at any time Class A Common Stock in addition to the shares registered hereby.

(2) Based on information obtained from A Holdings – B LLC ("A Holdings"), Anchorage Strategies Advisor, L.L.C., a Delaware limited liability company, serves as the investment manager of A Holdings. Anchorage Capital Advisors, L.P., a Delaware limited partnership ("Capital Advisors"), is the sole member of Anchorage Strategies Advisor, L.L.C. Anchorage Advisor Holdings Management, L.P., a Delaware limited partnership ("Holdings Management"), is the majority owner of Capital Advisors. Anchorage Advisor Holdings GP, L.L.C., a Delaware limited liability company ("Holdings GP"), is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of A Holdings and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by A Holdings.

(3) Based on information obtained from Anchorage Credit Funding 1, Ltd. ("Credit Funding 1"), Anchorage Collateral Management, L.L.C., a Delaware limited liability company ("Collateral Management"), serves as collateral manager to Credit Funding 1. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 1 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 1.

(4) Based on information obtained from Anchorage Credit Funding 2, Ltd. ("Credit Funding 2"), Collateral Management serves as collateral manager to Credit Funding 2. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 2 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 2.

(5) Based on information obtained from Anchorage Credit Funding 3, Ltd. ("Credit Funding 3"), Collateral Management serves as collateral manager to Credit Funding 3. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 3 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 3.

(6) Based on information obtained from Anchorage Credit Funding 4, Ltd. ("Credit Funding 4"), Collateral Management serves as collateral manager to Credit Funding 4. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 4 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 4.

(7) Based on information obtained from Anchorage Credit Funding 5, Ltd. ("Credit Funding 5"), Collateral Management serves as collateral manager to Credit Funding 5. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 5 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 5.

(8) Based on information obtained from Anchorage Credit Funding 6, Ltd. ("Credit Funding 6"), Collateral Management serves as collateral manager to Credit Funding 6. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 6 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 6.

(9) Based on information obtained from Anchorage Credit Funding 7, Ltd. ("Credit Funding 7"), Collateral Management serves as collateral manager to Credit Funding 7. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 7 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 7.

(10) Based on information obtained from Anchorage Credit Funding 8, Ltd. ("Credit Funding 8"), Collateral Management serves as collateral manager to Credit Funding 8. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 8 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 8.

(11) Based on information obtained from Anchorage Credit Funding 9, Ltd. ("Credit Funding 9"), Collateral Management serves as collateral manager to Credit Funding 9. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 9 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 9.

(12) Based on information obtained from Anchorage Credit Funding 10, Ltd. ("Credit Funding 10"), Collateral Management serves as collateral manager to Credit Funding 10. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 10 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 10.

(13) Based on information obtained from Anchorage Credit Funding 11, Ltd. ("Credit Funding 11"), Collateral Management serves as collateral manager to Credit Funding 11. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 11 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 11.

(14) Based on information obtained from Anchorage Credit Funding 12, Ltd. ("Credit Funding 12"), Collateral Management serves as collateral manager to Credit Funding 12. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 12 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 12.

(15) Based on information obtained from Anchorage Credit Funding 13, Ltd. ("Credit Funding 13"), Collateral Management serves as collateral manager to Credit Funding 13. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and

Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 13 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 13.

(16) Based on information obtained from Anchorage Credit Funding 14, Ltd. ("Credit Funding 14"), Collateral Management serves as collateral manager to Credit Funding 14. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 14 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 14.

(17) Based on information obtained from Anchorage Credit Funding 15, Ltd. ("Credit Funding 15"), Collateral Management serves as collateral manager to Credit Funding 15. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Credit Funding 15 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Credit Funding 15.

(18) Based on information obtained from Anchorage Capital CLO 17, Ltd. ("Capital CLO 17"), Collateral Management serves as collateral manager to Capital CLO 17. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Capital CLO 17 and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Capital CLO 17.

(19) Based on information obtained from Anchorage LPC-V, L.P. ("Anchorage LPC-V"), Anchorage Credit Advisor, L.L.C., a Delaware limited liability company, serves as the investment manager of Anchorage LPC-V. Capital Advisors is the sole member of Anchorage Credit Advisor, L.L.C. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Anchorage LPC-V and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Anchorage LPC-V.

(20) Based on information obtained from PCI Fund LLC ("PCI Fund"), Anchorage Strategies Advisor, L.L.C., a Delaware limited liability company, serves as the investment manager of PCI Fund. Capital Advisors is the sole member of Anchorage Strategies Advisor, L.L.C. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of PCI Fund and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by PCI Fund.

(21) Based on information obtained from Pension Reserves Investment Trust Fund ("PRIT"), Anchorage Credit Advisor, L.L.C., a Delaware limited liability company, serves as the investment manager of PRIT. Capital Advisors is the sole member of Anchorage Credit Advisor, L.L.C. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of PRIT and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by PRIT.

(22) Based on information obtained from Corbin ERISA Opportunity Fund, Ltd. ("Corbin"), Collateral Management serves as collateral manager to Corbin. Capital Advisors is the sole member of Collateral Management. Holdings Management is the majority owner of Capital Advisors. Holdings GP is the sole general partner of each of Capital Advisors and Holdings Management. Mr. Yale Baron and Mr. Thibault Gournay serve as co-managing members of Holdings GP and as such, each serves as a control person of Corbin and may be deemed to possess voting and dispositive power over the shares to be received upon exchange of Notes held by Corbin.

(23) Beach Point Capital Management LP ("BPCM") acts as the investment adviser of each of Beach Point Enhanced Securitized Credit Master Fund LP, Beach Point SC Offshore Fund Ltd., Beach Point Securitized Credit Fund LP and Beach Point TX SCF LP (the "Clients"). BPCM is a registered investment advisor with the SEC. Beach Point GP LLC is the sole general partner of BPMC. In such capacities, BPCM and Beach Point GP LLC may be deemed to beneficially own the shares reported in the table for each Client, and each disclaims beneficial ownership of such securities.

(24) Consists of (i) 39,272 shares of Class A Common Stock owned by Future Directions Credit Opportunities Fund, (ii) 56,690 shares of Class A Common Stock owned by Brigade Badger Fund, LLC, (iii) 211,236 shares of Class A Common Stock owned by Brigade Credit Fund II Ltd., (iv) 38,181 shares of Class A Common Stock owned by Brigade Collective Investment Trust - Brigade Diversified Credit CIT, (v) 52,800 shares of Class A Common Stock owned by Brigade High Income Fund, (vi) 101,054 shares of Class A Common Stock held by Brigade High Yield Fund Ltd., (vii) 14,400 shares of Class A Common Stock owned by Big River Group Fund SPC LLC, (viii) 50,363 shares of Class A Common Stock owned by Boston Patriot Beacon St LLC, (ix) 72,727 shares of Class A Common Stock owned by Brigade Structured Credit Fund Ltd, (x) 17,345 shares of Class A Common Stock held by U Access (IRL) Brigade Credit Long/Short UCITS, (xi) 46,690 shares of Class A Common Stock owned by Brigade Debt Funding I, Ltd., (xii) 31,236 shares of Class A Common Stock owned by Brigade Debt Funding II, Ltd., (xiii) 15,018 shares of Class A Common Stock owned by City of Phoenix Employees' Retirement Plan, (xiv) 67,709 shares of Class A Common Stock owned by FedEx Corporation Employees' Pension Trust, (xv) 16,727 shares of Class A Common Stock owned by Northrop Grumman Pension Master Trust, (xvi) 28,181 shares of Class A Common Stock owned by Goldman Sachs Trust II - Goldman Sachs Multi-Manager Non-Core Fixed Income Fund, (xvii) 14,872 shares of Class A Common Stock owned by JPMorgan Funds - Multi-Manager Alternatives Fund, (xviii) 112,509 shares of Class A Common Stock owned by Los Angeles County Employees Retirement Association, (xix) 242,290 shares of Class A Common Stock owned by Brigade Leveraged Capital Structures Fund Ltd 2, (xx) 42,109 shares of Class A Common Stock owned by Mediolanum Strategia Globale Multi Bond, (xxi) 115,527 shares of Class A Common Stock owned by Mediolanum Best Brands, (xxii) 28,800 shares of Class A Common Stock owned by Brigade-SierraBravo Fund LP, (xxiii) 267,636 shares of Class A Common Stock owned by Panther BCM LLC, (xxiv) 26,181 shares of Class A Common Stock owned by New York City Fire Department Pension Fund, Subchapter Two, (xxv) 99,163 shares of Class A Common Stock owned by New York City Police Pension Fund, Subchapter 2, (xxvi) 122,072 shares of Class A Common Stock owned by

Teachers' Retirement System of the City of New York, (xxvii) 40,581 shares of Class A Common Stock owned by SC CREDIT OPPORTUNITIES MANDATE, LLC, (xxviii) 22,581 shares of Class A Common Stock owned by U.S. High Yield Bond Fund, (xxix) 39,090 shares of Class A Common Stock owned by SEI Global Master Fund Plc the SEI High Yield Fixed Income Fund, (xxx) 87,345 shares of Class A Common Stock owned by SEI Institutional Investments Trust-High Yield Bond Fund, (xxxi) 10,581 shares of Class A Common Stock owned by SEI Institutional Managed Trust - Multi-Strategy Alternative Fund, (xxxii) 59,818 shares of Class A Common Stock owned by SEI Institutional Managed Trust-High Yield Bond Fund, and (xxxiii) 21,818 shares of Class A Common Stock owned by The Coca-Cola Company Master Retirement Trust (collectively, the "Brigade Funds"). Brigade Capital Management, LP, a Delaware limited partnership ("Brigade CM"), Brigade Capital GP LLC, a Delaware limited liability company ("Brigade GP") and Donald E. Morgan, III (collectively, the "Brigade Parties") have shared voting and dispositive power with respect to shares of Class A Common Stock being offered by the Brigade Funds, which are held directly by private investment funds and accounts managed by Brigade CM. Brigade GP is the general partner of Brigade CM. Mr. Morgan is the managing member of Brigade GP.

(25) Excludes 20,774 shares of Class A Common Stock held by Mr. Brian Libman, the Chairman of the Company's Board of Directors, 24,173 shares of Class A Common Stock held by an entity for which Mr. Brian Libman is a trustee, and 10,000 shares of Class A Common Stock that Mr. Brian Libman has the right to acquire within 60 days in connection with vesting of restricted stock units. Beneficial ownership by Libman Family Holdings, LLC ("LFH") includes an aggregate of 8,042,012 shares of Class A Common Stock, which are not being offered pursuant to this prospectus, consisting of: (i) 1,086,956 shares of Class A Common Stock and (ii) 6,955,056 shares of Class A Common Stock, issuable upon the exchange of 6,955,056 FOA Units, which if LFH elects to redeem, the Company has the option, at the Company's sole discretion, to exchange for shares of Class A Common Stock, on a one-for-one basis, subject to adjustment. Such FOA Units are not considered as outstanding for the calculation of beneficial ownership except for calculating LFH's beneficial ownership. Pursuant to the limited liability company agreement of LFH, LFH is managed by a board of managers consisting of Mr. Brian Libman, as the sole manager. LFH is owned, in equal parts, by Libman-Alpha Holdings, LLC ("Alpha"), Libman-Eta Holdings, LLC ("Eta") and Libman-Kappa Holdings, LLC ("Kappa"). Each of Alpha, Eta and Kappa are owned by Brian L. Libman, Sharon Libman, Libman 2004 Trust (the "04 Trust") and Libman Family Generational Trust (the "Generational Trust"). The Trustee of each of the 04 Trust and the Generational Trust is Sonia McKinney. For information regarding material relationships and transactions between us and Mr. Brian Libman and related entities, see "Transactions with Related Persons" in our Definitive Proxy Statement on Schedule 14A filed with the SEC on March 28, 2024, which is incorporated herein by reference.

(26) The identity of these selling stockholders is currently unknown to us. The number of shares of Class A Common Stock included in this column reflects the balance of shares of Class A Common Stock that may be received in exchange for Notes, after adjusting for the shares of Class A Common Stock offered by the selling stockholders that are specifically identified above and assumes that the unnamed holders of the Notes do not beneficially own any other shares of our Class A Common Stock.

Description of Material Relationships and Transactions with Selling Stockholders

The Notes were issued, to certain electing holders of FOA Funding's 7.875% Senior Notes due 2025 (the "2025 Unsecured Notes") in connection with the closing on October 31, 2024 of an exchange offer and consent solicitation whereby FOA Funding exchanged $342,622,000 of 2025 Unsecured Notes, representing 97.892% of the aggregate principal amount outstanding of the 2025 Unsecured Notes, for the issuance of (i) $195,783,947 aggregate principal amount of FOA Funding's new 7.875% Senior Secured Notes due 2026, (ii) $146,793,000 aggregate principal amount of the Notes and (iii) cash consideration of $856,555.

In connection with the issuance of the Notes as part of the exchange offer and consent solicitation, the Company, FOA Funding and U.S. Bank Trust Company, National Association, as trustee, entered into the registration rights agreement, dated as of October 31, 2024 (the "Registration Rights Agreement"), pursuant to which we have agreed to register the shares of Class A Common Stock deliverable upon exchange of the Notes.

The Company has agreed to use its commercially reasonable efforts to (i) cause such shelf registration statement to become effective on or prior to the 180th day after the date of issuance of the Notes and (ii) keep the shelf registration statement effective to and including the earlier of (a) November 30, 2029 (the maturity date of the Notes) and (b) the date on which (1) there are no longer any Notes outstanding or (2) there are no shares of Class A Common Stock delivered or deliverable upon exchange, other than shares of Class A Common Stock that are eligible to be transferred without condition as contemplated under Rule 144 of the Securities Act of 1933, as amended (the "Securities Act"), subject to customary exceptions. During the continuance of certain registration defaults, additional interest will accrue on the Notes at a rate per annum equal to 0.25% of the principal amount of the Notes to, and including, the 90th day following such registration default, and 0.50% of the principal amount of the Notes from, and after, the 91st day following such registration default.

The foregoing description of the Registration Rights Agreement does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Registration Rights Agreement, a copy of which is filed as an exhibit to the registration statement related to this prospectus.

DESCRIPTION OF SECURITIES

The following description of Finance of America Companies Inc.'s Class A Common Stock, and Class B Common Stock, preferred stock, and Warrants, as these securities relate to the Class A Common Stock, is a summary. This summary is subject to the General Corporation Law of the State of Delaware (the "DGCL") and the complete text of our Amended and Restated Certificate of Incorporation (as amended, the "Charter") and Amended and Restated Bylaws (the "Bylaws"). We encourage you to read that law and those documents carefully.

Authorized and Outstanding Stock

Our Charter authorizes the issuance of up to a total of 6,601,000,000 shares, divided as follows: (i) 6,000,000,000 shares of Class A Common Stock; (ii) 1,000,000 shares of Class B Common Stock and (iii) 600,000,000 undesignated shares of preferred stock, par value $0.0001 per share. Our Board of Directors (the "Board") may establish the rights and preferences of the preferred stock from time to time. On July 25, 2024, we effected a 10-for-1 reverse stock split of our outstanding shares of Class A Common Stock. As of March 11, 2025 (giving effect to the 10-for-1 reverse stock split), there were 10,711,674 vested shares of our Class A Common Stock outstanding, 425,850 unvested shares of our Class A Common Stock outstanding, 14 shares of our Class B Common Stock outstanding and no shares were held in treasury. The unvested shares of Class A Common Stock are not entitled to receive any dividends or other distributions, do not have any other economic rights until such shares are vested, and will not be entitled to receive back dividends or other distributions or any other form of economic "catch-up" if, and when, they become vested. As of March 11, 2025, the Company also had 5,988,862,476 shares of Class A Common Stock authorized but unissued, including 13,116,768 shares of Class A Common Stock issuable upon exchange of FOA Units that are held by the FOA Equity unitholders.

Class A Common Stock

Except as otherwise required by applicable law or as provided in the Charter, the holders of Class A Common Stock are entitled to one vote per share on matters to be voted on by stockholders generally or by holders of Class A Common Stock as a separate class.

Subject to applicable law and the rights, if any, of the holders of any outstanding series of preferred stock or any other outstanding class or series of stock of the Company, holders of Class A Common Stock are entitled to receive such dividends and distributions, if any, as may be declared from time to time by our Board in its discretion out of funds legally available therefor.

In the event of our voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up, after payment in full of all amounts required to be paid to creditors and subject to the rights of holders of preferred stock having liquidation preferences, if any, the holders of Class A Common Stock are entitled to receive pro rata the Company's remaining assets available for distribution.

Class B Common Stock

The shares of Class B Common Stock have no economic rights but entitle each holder, without regard to the number of shares of Class B Common Stock held by such holder, to a number of votes equal to the product of the total number of FOA Units held by such person multiplied by the number of shares of Class A Common Stock for which a FOA Unit is entitled to be exchanged at such time (the "Exchange Rate"), on all matters to be voted on by stockholders generally or by holders of Class B Common Stock as a separate class. The Exchange Rate is 1 for 1, and is subject to adjustment. The voting power afforded to holders of FOA Units by their shares of Class B Common Stock automatically and correspondingly is reduced or increased as the number of FOA Units held by such holder of Class B Common Stock decreases or increases. For example, if a holder of Class B Common Stock holds 1,000 FOA Units as of the record date for determining stockholders of the Company that are entitled to vote on a particular matter, such holder will be entitled by virtue of such holder's Class B Common Stock to 1,000 votes on such matter. If, however, such holder were to hold 500 FOA Units as of the relevant record date, such holder would be entitled by virtue of such holder's Class B Common Stock to 500 votes on such matter.

Holders of Class B Common Stock vote together as a single class with holders of Class A Common Stock on all matters submitted to a vote of the stockholders generally. Notwithstanding the foregoing, to the fullest extent permitted by law, holders of common stock have no voting power with respect to, and are not be entitled to vote on, any amendment to the Charter that relates solely to the terms of one or more outstanding series of preferred stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Company's organizational documents or pursuant to the DGCL.

Holders of Class B Common Stock are not entitled to receive any dividends or distributions on account of such shares.

Holders of Class B Common Stock are not entitled to receive any of our assets on account of such shares in the event of our voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up. Shares of Class B Common Stock are not convertible into or exchangeable for shares of Class A Common Stock or any other security.

Preferred Stock

Our Charter authorizes the Board to establish one or more series of preferred stock (including convertible preferred stock). Unless required by law or by any stock exchange, and subject to the terms of the Charter, the authorized shares of preferred stock are available for issuance without further action by holders of Class A Common Stock or Class B Common Stock. The Board is able to determine, with respect to any series of preferred stock, the powers (including voting powers), preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof.

The Board could issue a series of preferred stock that could, depending on the terms of the series, impede or discourage an acquisition attempt or other transaction that some, or a majority, of the holders of Class A Common Stock might believe to be in their best interests or in which the holders of Class A Common Stock might receive a premium over the market price of the shares of Class A Common Stock. Additionally, the issuance of preferred stock may adversely affect the rights of holders of our Class A Common Stock by restricting dividends on the Class A Common Stock, diluting the voting power of the Class A Common Stock or subordinating the rights of the Class A Common Stock to distributions upon a liquidation, dissolution or winding up or other event. As a result of these or other factors, the issuance of preferred stock could have an adverse impact on the market price of Class A Common Stock.

Preemptive or Other Rights

Our stockholders do not have preemptive or other subscription rights. There are no sinking fund provisions applicable to the Class A Common Stock or Class B Common Stock.

Election of Directors

All elections of directors are elected by a plurality of the votes cast in respect of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.

Annual Meeting

The Bylaws provide that annual stockholder meetings will be held at a date, time and place, if any, as exclusively selected by the Board. To the extent permitted under applicable law, the Company may conduct meetings solely by means of remote communications, including by webcast.

Warrants

The Company also has warrants that were issued under a Warrant Agreement ("Warrants") between Continental Stock Transfer & Trust Company, as warrant agent and the Company, as the successor to Replay Acquisition Corp. ("Replay") in connection with the Company's business combination with Replay, which was consummated on April 1, 2021.

Ten Warrants entitle the registered holder to purchase one share of Class A Common Stock at a price of $115 per share (giving effect to the 10-for-1 reverse stock split), subject to adjustment as discussed below. Pursuant to the Warrant Agreement, a warrant holder may exercise its Warrants only for a whole number of shares of Class A Common Stock. This means Warrants may only be exercised in sets of ten at a given time by a warrant holder. The Warrants will expire in April 2026, or earlier upon redemption or liquidation.

No Warrant will be exercisable for cash or on a cashless basis except as provided in the Warrant Agreement.

Dividends

The DGCL permits a corporation to declare and pay dividends out of "surplus" or, if there is no "surplus", out of its net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year. "Surplus" is defined as the excess of the net assets of the corporation over the amount determined to be the capital of the corporation by the Board. The capital of the corporation is typically calculated to be (and cannot be less than) the aggregate par value of all issued shares of capital stock. Net assets equals the fair value of the total assets minus total liabilities. The DGCL also provides that dividends may not be paid out of net profits if, after the payment of the dividend, capital is less than the capital represented by the outstanding stock of all classes having a preference upon the distribution of assets.

We have not paid any cash dividends on our Class A Common Stock to date. The payment of cash dividends in the future will be within the discretion of our Board at such time.

The Company is a holding company with no material assets other than its interest in FOA Equity. FOA Equity intends to make distributions to holders of FOA Units in amounts sufficient to cover applicable taxes and other obligations under the Tax Receivable Agreement with certain funds affiliated with Blackstone Inc. and the Tax Receivable Agreement with certain other members of FOA Equity, as well as any cash dividends declared by us.

FOA Equity's Amended and Restated Limited Liability Company Agreement (the "A&R LLC Agreement") provides that pro rata cash distributions be made to holders of FOA Units at certain assumed tax rates, which we refer to as "tax distributions." The A&R LLC Agreement provides for tax distributions to the holders of FOA Units if the board of managers determines that a holder, by reason of holding FOA Units, incurs an income tax liability.

Our Transfer Agent and Warrant Agent

The transfer agent for our Class A Common Stock and warrant agent for our Warrants is Continental Stock Transfer & Trust Company. We have agreed to indemnify Continental Stock Transfer & Trust Company in its roles as transfer agent and warrant agent, its agents and each of its shareholders, directors, officers and employees against all liabilities, including judgments, costs and reasonable counsel fees that may arise out of acts performed or omitted for its activities in that capacity, except for any liability due to any gross negligence, willful misconduct or bad faith of the indemnified person or entity.

Anti-Takeover Effects of the Charter and Bylaws and Certain Provisions of Delaware Law

The Charter, Bylaws and the DGCL contain provisions that are summarized in the following paragraphs and that are intended to enhance the likelihood of continuity and stability in the composition of our Board. These provisions are intended to avoid costly takeover battles, reduce our vulnerability to a hostile or abusive change of control and enhance the ability of our Board to maximize stockholder value in connection with any unsolicited offer to acquire us. However, these provisions may have an anti-takeover effect and may delay, deter or prevent a merger or acquisition of the Company by means of a tender offer, a proxy contest or other takeover attempt that a stockholder might consider in its best interest, including those attempts that might result in a premium over the prevailing market price for the shares of common stock held by stockholders.

Authorized but Unissued Capital Stock

Delaware law does not require stockholder approval for any issuance of shares that are authorized and available for issuance. However, the listing requirements of the NYSE, which would apply so long as the shares of Class A Common Stock remain listed on the NYSE, require stockholder approval of certain issuances equal to or exceeding

20% of the then outstanding voting power or the then outstanding number of shares of Class A Common Stock (we believe the position of the NYSE is that the calculation in this latter case treats as outstanding shares issuable upon exchange of outstanding FOA Units not held by the Company). These additional shares may be used for a variety of corporate purposes, including to raise additional capital or to facilitate acquisitions.

Our Board may generally issue shares of one or more series of preferred stock on terms designed to discourage, delay or prevent a change of control of the Company or the removal of our management. Moreover, our authorized but unissued shares of preferred stock will be available for future issuances in one or more series without stockholder approval and could be utilized for a variety of corporate purposes, including future offerings to raise additional capital, to facilitate acquisitions and employee benefit plans.

One of the effects of the existence of authorized and unissued and unreserved Class A Common Stock or preferred stock may be to enable our Board to issue shares to persons friendly to current management, which issuance could render more difficult or discourage an attempt to obtain control of the Company by means of a merger, tender offer, proxy contest or otherwise, and thereby protect the continuity of our management and possibly deprive our stockholders of opportunities to sell their shares of Class A Common Stock at prices higher than prevailing market prices.

Business Combinations

We have opted out of Section 203 of the DGCL; however, the Charter contains similar provisions providing that we may not engage in certain "business combinations" with any "interested stockholder" for a three-year period following the time that the stockholder became an interested stockholder, unless:

- prior to such time, our Board approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder;
- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of our voting stock outstanding at the time the transaction commenced, excluding certain shares; or
- at or subsequent to that time, the business combination is approved by our Board and by the affirmative vote of holders of at least 66 2/3% of our outstanding voting stock that is not owned by the interested stockholder.

Generally, a "business combination" includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Subject to certain exceptions, an "interested stockholder" is a person who, together with that person's affiliates and associates, owns, or within the previous three years owned, 15% or more of our outstanding voting stock. For purposes of this section only, "voting stock" has the meaning given to it in Section 203 of the DGCL.

Under certain circumstances, this provision will make it more difficult for a person who would be an "interested stockholder" to effect various business combinations with us for a three-year period. This provision may encourage companies interested in acquiring us to negotiate in advance with our Board because the stockholder approval requirement would be avoided if our Board approves either the business combination or the transaction that results in the stockholder becoming an interested stockholder. These provisions also may have the effect of preventing changes in our Board and may make it more difficult to accomplish transactions that stockholders may otherwise deem to be in their best interests.

The Charter provides that the Principal Stockholders (as defined therein) and their affiliates, and any of their respective direct or indirect transferees, and any group as to which such persons are a party, do not constitute "interested stockholders" for purposes of this provision.

Removal of Directors; Vacancies and Newly Created Directorships

The Charter provides that, subject to the rights granted to one or more series of preferred stock then outstanding or the rights granted under the Company's Stockholders Agreement, any newly-created directorship on the Board

that results from an increase in the number of directors and any vacancies on our Board will be filled only by the affirmative vote of a majority of the remaining directors, even if less than a quorum, by a sole remaining director or by the stockholders; provided, however, at any time when our Principal Stockholders collectively beneficially own, in the aggregate, less than 30% of voting power of the stock of the Company entitled to vote generally in the election of directors, any newly-created directorship on the Board that results from an increase in the number of directors and any vacancy occurring in the Board may only be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director (and not by the stockholders).

No Cumulative Voting

Under Delaware law, the right to vote cumulatively does not exist unless the certificate of incorporation specifically authorizes cumulative voting. The Charter does not authorize cumulative voting. Therefore, stockholders holding a majority in voting power of the shares of our stock entitled to vote generally in the election of directors will be able to elect all of our directors.

Special Stockholder Meetings

The Charter provides that special meetings of our stockholders may be called at any time only by or at the direction of the Board, the chairman of our Board or the chief executive officer; provided, however, that at any time when our Principal Stockholders collectively beneficially own, in the aggregate, at least 30% in voting power of the stock entitled to vote generally in the election of directors, special meetings of our stockholders shall also be called by the Board or the chairman of the Board at the request of the Principal Stockholders. The Bylaws prohibit the conduct of any business at a special meeting other than as specified in the notice for such meeting. These provisions may have the effect of deterring, delaying or discouraging hostile takeovers, or changes in control or management of the Company.

Director Nominations and Stockholder Proposals

The Bylaws establish advance notice procedures with respect to stockholder proposals and the nomination of candidates for election as directors, other than nominations made by or at the direction of the Board or a committee of the Board. In order for any matter to be "properly brought" before a meeting, a stockholder will have to comply with advance notice requirements and provide us with certain information. Generally, to be timely, a stockholder's notice must be received at our principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary date of the immediately preceding annual meeting of stockholders. Our amended and restated bylaws also specify requirements as to the form and content of a stockholder's notice. These provisions will not apply to the Principal Stockholders to the extent the Principal Stockholders are then subject to the Stockholders Agreement. The Bylaws allow the chairman of the meeting at a meeting of the stockholders to adopt rules and regulations for the conduct of meetings which may have the effect of precluding the conduct of certain business at a meeting if the rules and regulations are not followed. These provisions may also defer, delay or discourage a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to influence or obtain control of the Company.

Stockholder Action by Written Consent

Pursuant to Section 228 of the DGCL, any action required to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice, and without a vote if a consent or consents in writing, setting forth the action so taken, is or are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of our stock entitled to vote thereon were present and voted, unless our amended and restated certificate of incorporation provides otherwise. The Charter does not permit our holders of Class A Common Stock to act by consent in writing, unless such action is recommended by all directors then in office, at any time when our Principal Stockholders collectively beneficially own, in the aggregate, less than 30% in voting power of our stock entitled to vote generally in the election of directors, but does permit our holders of Class B Common Stock to act by consent in writing without requiring any such recommendation by the directors then in office.

Dissenters' Rights of Appraisal and Payment

Under the DGCL, with certain exceptions, our stockholders will have appraisal rights in connection with a merger or consolidation in which we are a constituent entity. Pursuant to the DGCL, stockholders who properly demand and perfect appraisal rights in connection with such merger or consolidation will have the right to receive payment of the fair value of their shares as determined by the Court of Chancery of the State of Delaware, plus interest, if any, on the amount determined to be the fair value, from the effective time of the merger or consolidation through the date of payment of the judgment.

Stockholders' Derivative Actions

Under the DGCL, any of our stockholders may bring an action in our name to procure a judgment in our favor, also known as a derivative action, provided that the stockholder bringing the action is a holder of our shares at the time of the transaction to which the action relates or such stockholder's stock thereafter devolved by operation of law. To bring such an action, the stockholder must otherwise comply with Delaware law regarding derivative actions.

Exclusive Forum

The Charter provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will, to the fullest extent permitted by law, be the sole and exclusive forum for: (i) any derivative action or proceeding brought on our behalf; (ii) any action asserting a breach of fiduciary duty owed by any current or former director, officer, stockholder or employee of the company to the company or our stockholders; (iii) any action asserting a claim against us arising under the DGCL, our certificate of incorporation or our bylaws or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware; or (iv) any action asserting a claim against us that is governed by the internal affairs doctrine.

Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. The Charter further provides that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States of America will be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the federal securities laws of the United States, including the Securities Act and the Exchange Act and, in each case, the applicable rules and regulations promulgated thereunder. It is possible that a court could find these forum selection provisions to be inapplicable or unenforceable and, accordingly, the Company could be required to litigate claims in multiple jurisdictions, incur additional costs or otherwise not receive the benefits that the Board expects the Company's forum selection provisions to provide.

To the fullest extent permitted by law, any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of our company shall be deemed to have notice of and consented to the forum provisions in the Charter. However, investors will not be deemed to have waived compliance with the federal securities laws and the rules and regulations thereunder as a result of the forum selection provisions in the Charter.

Conflicts of Interest

Delaware law permits corporations to adopt provisions renouncing any interest or expectancy in certain opportunities that are presented to the corporation or its officers, directors or stockholders. The Charter, to the maximum extent permitted from time to time by Delaware law, renounces any interest or expectancy that we have in, or right to be offered an opportunity to participate in, specified business opportunities that are from time to time presented to our officers, directors or stockholders or their respective affiliates, other than those officers, directors, stockholders or affiliates who are our or our subsidiaries' employees. The Charter provides that, to the fullest extent permitted by law, none of the Principal Stockholders or any of their respective affiliates or any of our directors who are not employed by us (including any non-employee director who serves as one of our officers in both his or her director and officer capacities) or his or her affiliates will have any duty to refrain from (i) engaging in a corporate opportunity in the same or similar lines of business in which we or our affiliates now engage or propose to engage or (ii) otherwise competing with us or our affiliates. In addition, to the fullest extent permitted by law, in the event that

the Principal Stockholders or any non-employee director acquires knowledge of a potential transaction or other business opportunity which may be a corporate opportunity for itself, himself or herself or its, his or her affiliates or for us or our affiliates, such person will have no duty to communicate or offer such transaction or business opportunity to us or any of our affiliates and they may take any such opportunity for themselves or offer it to another person or entity. The Charter does not renounce our interest in any business opportunity that is expressly offered to a non-employee director solely in his or her capacity as a director or officer of the Company. To the fullest extent permitted by law, no business opportunity will be deemed to be a potential corporate opportunity for us unless we would be permitted to undertake the opportunity under the Charter, we have sufficient financial resources to undertake the opportunity and the opportunity would be in line with our business.

Limitations on Liability and Indemnification of Officers and Directors

The DGCL authorizes corporations to limit or eliminate the personal liability of directors and officers to corporations and their stockholders for monetary damages for breaches of fiduciary duties, subject to certain exceptions. The Charter includes a provision that eliminates the personal liability of directors for monetary damages to the corporation or its stockholders for any breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL. The effect of these provisions is to eliminate the rights of us and our stockholders, through stockholders' derivative suits on our behalf, to recover monetary damages from a director for breach of fiduciary duty as a director, including breaches resulting from grossly negligent behavior. However, exculpation does not apply to any director if the director has breached such director's duty of loyalty, acted in bad faith, knowingly or intentionally violated the law, authorized illegal dividends, redemptions or repurchases or derived an improper benefit from his or her actions as a director.

The Bylaws generally provide that we must indemnify and advance expenses to our directors and officers to the fullest extent authorized by the DGCL. We also are expressly authorized to carry directors' and officers' liability insurance providing indemnification for our directors, officers and certain employees for some liabilities. We believe that these indemnification and advancement provisions and insurance are useful to attract and retain qualified directors and executive officers.

The limitation of liability, indemnification and advancement provisions in our amended and restated certificate of incorporation and amended and restated bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions also may have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

There is currently no pending material litigation or proceeding involving any of our directors, officers or employees for which indemnification is sought.

Listing of Securities

Our Class A Common Stock is listed on the NYSE under the symbol "FOA."

CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of certain United States federal income tax consequences of the ownership and disposition of our Class A Common Stock. This summary deals only with Class A Common Stock that is held as a capital asset by a non-U.S. holder (as defined below).

A "non-U.S. holder" means a beneficial owner of our Class A Common Stock (other than an entity or arrangement treated as a partnership for United States federal income tax purposes) that is not, for United States federal income tax purposes, any of the following:

- an individual who is a citizen or resident of the United States;
- a corporation (or any other entity treated as a corporation for United States federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to United States federal income taxation regardless of its source; or
- a trust if it (1) is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

This summary is based upon provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and regulations, rulings and judicial decisions as of the date hereof. Those authorities may be changed, perhaps retroactively, so as to result in United States federal income tax consequences different from those summarized below. This summary does not address all of the United States federal income tax consequences that may be relevant to you in light of your particular circumstances, nor does it address the Medicare tax on net investment income, United States federal estate and gift taxes or the effects of any state, local or non-United States tax laws. In addition, it does not represent a detailed description of the United States federal income tax consequences applicable to you if you are subject to special treatment under the United States federal income tax laws (including if you are a United States expatriate, foreign pension fund, "controlled foreign corporation," "passive foreign investment company" or a partnership or other pass-through entity for United States federal income tax purposes). We cannot assure you that a change in law will not alter significantly the tax considerations that we describe in this summary.

If a partnership (or other entity or arrangement treated as a partnership for United States federal income tax purposes) holds our Class A Common Stock, the tax treatment of a partner generally will depend upon the status of the partner and the activities of the partnership. If you are a partnership or a partner of a partnership considering an investment in our Class A Common Stock, you should consult your tax advisors.

If you are considering the purchase of our Class A Common Stock, you should consult your own tax advisors concerning the particular United States federal income tax consequences to you of the ownership and disposition of our Class A Common Stock, as well as the consequences to you arising under other United States federal tax laws and the laws of any other taxing jurisdiction.

Dividends

In the event that we make a distribution of cash or other property (other than certain pro rata distributions of our stock) in respect of our Class A Common Stock, the distribution generally will be treated as a dividend for United States federal income tax purposes to the extent it is paid from our current or accumulated earnings and profits, as determined under United States federal income tax principles. Any portion of a distribution that exceeds our current and accumulated earnings and profits generally will be treated first as a tax-free return of capital, causing a reduction in the adjusted tax basis of a non-U.S. holder's Class A Common Stock, and to the extent the amount of the distribution exceeds a non-U.S. holder's adjusted tax basis in our Class A Common Stock, the excess will be treated as gain from the disposition of our Class A Common Stock (the tax treatment of which is discussed below under "-Gain on Disposition of Class A Common Stock").

Dividends paid to a non-U.S. holder generally will be subject to withholding of United States federal income tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. However, dividends that are effectively connected with the conduct of a trade or business by the non-U.S. holder within the United States (and, if required by an applicable income tax treaty, are attributable to a United States permanent establishment) are not subject to the withholding tax, provided certain certification and disclosure requirements are satisfied. Instead, such dividends are subject to United States federal income tax on a net income basis generally in the same manner as if the non-U.S. holder were a United States person as defined under the Code. Any such effectively connected dividends received by a foreign corporation may be subject to an additional "branch profits tax" at a 30% rate or such lower rate as may be specified by an applicable income tax treaty.

A non-U.S. holder who wishes to claim the benefit of an applicable treaty rate and avoid backup withholding, as discussed below, for dividends will be required (a) to provide the applicable withholding agent with a properly executed Internal Revenue Service ("IRS") Form W-8BEN or Form W-8BEN-E (or other applicable form) certifying under penalty of perjury that such holder is not a United States person as defined under the Code and is eligible for treaty benefits or (b) if our Class A Common Stock is held through certain foreign intermediaries, to satisfy the relevant certification requirements of applicable United States Treasury regulations. Special certification and other requirements apply to certain non-U.S. holders that are pass-through entities rather than corporations or individuals.

A non-U.S. holder eligible for a reduced rate of United States federal withholding tax pursuant to an income tax treaty may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS.

Gain on Disposition of Class A Common Stock

Subject to the discussion of backup withholding below, any gain realized by a non-U.S. holder on the sale or other disposition of our Class A Common Stock generally will not be subject to United States federal income tax unless:

- the gain is effectively connected with a trade or business of the non-U.S. holder in the United States (and, if required by an applicable income tax treaty, is attributable to a United States permanent establishment of the non-U.S. holder);
- the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are met; or
- we are or have been a "United States real property holding corporation" for United States federal income tax purposes and certain other conditions are met.

A non-U.S. holder described in the first bullet point immediately above will be subject to tax on the gain derived from the sale or other disposition in the same manner as if the non-U.S. holder were a United States person as defined under the Code. In addition, if any non-U.S. holder described in the first bullet point immediately above is a foreign corporation, the gain realized by such non-U.S. holder may be subject to an additional "branch profits tax" at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. An individual non-U.S. holder described in the second bullet point immediately above will be subject to a 30% (or such lower rate as may be specified by an applicable income tax treaty) tax on the gain derived from the sale or other disposition, which gain may be offset by United States source capital losses even though the individual is not considered a resident of the United States.

Generally, a corporation is a "United States real property holding corporation" if the fair market value of its United States real property interests equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests and its other assets used or held for use in a trade or business (all as determined for United States federal income tax purposes). We believe we are not and do not anticipate becoming a "United States real property holding corporation" for United States federal income tax purposes.

Information Reporting and Backup Withholding

Distributions paid to a non-U.S. holder and the amount of any tax withheld with respect to such distributions generally will be reported to the IRS. Copies of the information returns reporting such distributions and any withholding may also be made available to the tax authorities in the country in which the non-U.S. holder resides under the provisions of an applicable income tax treaty.

A non-U.S. holder will not be subject to backup withholding on distributions received if such holder certifies under penalty of perjury that it is a non-U.S. holder (and the payor does not have actual knowledge or reason to know that such holder is a United States person as defined under the Code), or such holder otherwise establishes an exemption.

Information reporting and, depending on the circumstances, backup withholding will apply to the proceeds of a sale or other disposition of our Class A Common Stock within the United States or conducted through certain United States-related financial intermediaries, unless the beneficial owner certifies under penalty of perjury that it is a non-U.S. holder (and the payor does not have actual knowledge or reason to know that the beneficial owner is a United States person as defined under the Code), or such owner otherwise establishes an exemption.

Backup withholding is not an additional tax and any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a non-U.S. holder's United States federal income tax liability provided the required information is timely furnished to the IRS.

Additional Withholding Requirements

Under Sections 1471 through 1474 of the Code (such Sections commonly referred to as "FATCA"), a 30% United States federal withholding tax may apply to any dividends paid on our Class A Common Stock to (i) a "foreign financial institution" (as specifically defined in the Code and whether such foreign financial institution is the beneficial owner or an intermediary) which does not provide sufficient documentation, typically on IRS Form W-8BEN-E, evidencing either (x) an exemption from FATCA, or (y) its compliance (or deemed compliance) with FATCA (which may alternatively be in the form of compliance with an intergovernmental agreement with the United States) in a manner which avoids withholding, or (ii) a "non-financial foreign entity" (as specifically defined in the Code and whether such non-financial foreign entity is the beneficial owner or an intermediary) which does not provide sufficient documentation, typically on IRS Form W-8BEN-E, evidencing either (x) an exemption from FATCA, or (y) adequate information regarding certain substantial United States beneficial owners of such entity (if any). If a dividend payment is both subject to withholding under FATCA and subject to the withholding tax discussed above under " -Dividends," an applicable withholding agent may credit the withholding under FATCA against, and therefore reduce, such other withholding tax. While withholding under FATCA would also have applied to payments of gross proceeds from the sale or other taxable disposition of our Class A Common Stock, proposed United States Treasury regulations (upon which taxpayers may rely until final regulations are issued) eliminate FATCA withholding on payments of gross proceeds entirely. You should consult your own tax advisors regarding these requirements and whether they may be relevant to your ownership and disposition of our Class A Common Stock.

PLAN OF DISTRIBUTION

We are registering 5,337,928 shares of Class A Common Stock, issuable upon the exchange of the Notes, for possible sale by the selling stockholders from time to time. We will not receive any proceeds from the sale by the selling stockholders of the shares of Class A Common Stock. The aggregate proceeds to the selling stockholders will be the purchase price of the securities less any discounts and commissions borne by the selling stockholders.

The selling stockholders will pay any fees and expenses incurred by the selling stockholders for brokerage, accounting, tax or legal services or any other expenses incurred by the selling stockholders in disposing of the securities. We are required to pay all other fees and expenses incident to the registration of the shares of our Class A Common Stock to be offered and sold pursuant to this prospectus.

The shares of Class A Common Stock beneficially owned by the selling stockholders covered by this prospectus may be offered and sold from time to time by the selling stockholders. The term "selling stockholders" includes donees, pledgees, transferees or other successors in interest selling securities received after the date of this prospectus from a selling stockholder as a gift, pledge, partnership distribution or other transfer.

The selling stockholders will act independently of us in making decisions with respect to the timing, manner and size of each sale. Such sales may be made on one or more exchanges or in the over-the-counter market or otherwise, at prices and under terms then prevailing or at prices related to the then current market price or in negotiated transactions. Each selling stockholder reserves the right to accept and, together with its respective agents, to reject, any proposed purchase of securities to be made directly or through agents. The selling stockholders and any of their permitted transferees may sell their securities offered by this prospectus on any stock exchange, market or trading facility on which the securities are traded or in private transactions. These sales may be at a fixed price or varying prices, which may be changed, or at market prices prevailing at the time of sale, at prices relating to prevailing market prices or at negotiated prices.

The selling stockholders may sell their shares by one or more of, or a combination of, the following methods:

- purchases by a broker-dealer as principal and resale by such broker-dealer for its own account pursuant to this prospectus;
- ordinary brokerage transactions and transactions in which the broker solicits purchasers;
- block trades in which the broker-dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- an over-the-counter distribution in accordance with the rules of the NYSE;
- through trading plans entered into by the selling stockholders pursuant to Rule 10b5-1 under the Exchange Act, that are in place at the time of an offering pursuant to this prospectus and any applicable prospectus supplement hereto that provide for periodic sales of their securities on the basis of parameters described in such trading plans;
- settlement of short sales entered into after the date of this prospectus;
- agreements with broker-dealers to sell a specified number of the securities at a stipulated price per share or warrant;
- in "at the market" offerings, as defined in Rule 415 under the Securities Act, at negotiated prices, at prices prevailing at the time of sale or at prices related to such prevailing market prices, including sales made directly on a national securities exchange or sales made through a market maker other than on an exchange or other similar offerings through sales agents;
- in privately negotiated transactions;
- in options transactions;

- through a combination of any of the above methods of sale; or
- any other method permitted pursuant to applicable law.

There can be no assurance that the selling stockholders will sell all or any of the securities offered by this prospectus. In addition, any shares that qualify for sale pursuant to Rule 144 may be sold under Rule 144 rather than pursuant to this prospectus, subject to additional restrictions due to the Company's former shell company status. The selling stockholders have the sole and absolute discretion not to accept any purchase offer or make any sale of securities if they deem the purchase price to be unsatisfactory at any particular time.

Subject to the terms of the Registration Rights Agreement, selling stockholders may transfer shares of Class A Common Stock to one or more permitted transferees and, if so transferred, such permitted transferee(s) will be the selling beneficial owner(s) for purposes of this prospectus. Upon being notified by a selling stockholder of such a transfer, we will, to the extent required, promptly file a supplement to this prospectus to name specifically such person as a selling stockholder.

With respect to a particular offering of the securities held by the selling stockholders, to the extent required, an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement of which this prospectus is part, will be prepared and will set forth the following information:

- the specific securities to be offered and sold;
- the names of the selling stockholders;
- the respective purchase prices and public offering prices, the proceeds to be received from the sale, if any, and other material terms of the offering;
- settlement of short sales entered into after the date of this prospectus;
- the names of any participating agents or broker-dealers, if not already named herein; and
- any applicable commissions, discounts, concessions and other items constituting compensation from the selling stockholders.

In connection with distributions of the shares or otherwise, the selling stockholders may enter into hedging transactions with broker-dealers or other financial institutions. In connection with such transactions, broker-dealers or other financial institutions may engage in short sales of shares of Class A Common Stock in the course of hedging transactions, and broker-dealers or other financial institutions may engage in short sales of shares of Class A Common Stock in the course of hedging the positions they assume with selling stockholders. The selling stockholders may also sell shares of Class A Common Stock short and redeliver the shares to close out such short positions. The selling stockholders may also enter into option or other transactions with broker-dealers or other financial institutions which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction). The selling stockholders may also pledge shares to a broker-dealer or other financial institution, and, upon a default, such broker-dealer or other financial institution, may effect sales of the pledged shares pursuant to this prospectus (as supplemented or amended to reflect such transaction).

In order to facilitate the offering of the securities, any underwriters or agents, as the case may be, involved in the offering of such securities may engage in transactions that stabilize, maintain or otherwise affect the price of our securities. Specifically, the underwriters or agents, as the case may be, may overallot in connection with the offering, creating a short position in our securities for their own account. In addition, to cover overallotments or to stabilize the price of our securities, the underwriters or agents, as the case may be, may bid for, and purchase, such securities in the open market. Finally, in any offering of securities through a syndicate of underwriters, the underwriting syndicate may reclaim selling concessions allotted to an underwriter or a broker-dealer for distributing such securities in the offering if the syndicate repurchases previously distributed securities in transactions to cover syndicate short positions, in stabilization transactions or otherwise. Any of these activities may stabilize or maintain

the market price of the securities above independent market levels. The underwriters or agents, as the case may be, are not required to engage in these activities, and may end any of these activities at any time.

The selling stockholders may solicit offers to purchase the securities directly from, and may sell such securities directly to, institutional investors or others. In this case, no underwriters or agents would be involved. The terms of any of those sales, including the terms of any bidding or auction process, if utilized, will be described in the applicable prospectus supplement.

It is possible that one or more underwriters may make a market in our securities, but such underwriters will not be obligated to do so and may discontinue any market making at any time without notice. We cannot give any assurance as to the liquidity of the trading market for our securities. Our shares of Class A Common Stock are currently listed on NYSE under the symbol "FOA."

The selling stockholders may authorize underwriters, broker-dealers or agents to solicit offers by certain purchasers to purchase the securities at the public offering price set forth in the prospectus supplement pursuant to delayed delivery contracts providing for payment and delivery on a specified date in the future. The contracts will be subject only to those conditions set forth in the prospectus supplement, and the prospectus supplement will set forth any commissions we or the selling stockholders pay for solicitation of these contracts.

The selling stockholders may enter into derivative transactions with third parties, or sell securities not covered by this prospectus to third parties in privately negotiated transactions. If the applicable prospectus supplement indicates, in connection with those derivatives, the third parties may sell securities covered by this prospectus and the applicable prospectus supplement, including in short sale transactions. If so, the third party may use securities pledged by any selling stockholders or borrowed from any selling stockholders or others to settle those sales or to close out any related open borrowings of stock, and may use securities received from any selling stockholders in settlement of those derivatives to close out any related open borrowings of stock. The third party in such sale transactions will be an underwriter and will be identified in the applicable prospectus supplement (or a post-effective amendment). In addition, any selling stockholders may otherwise loan or pledge securities to a financial institution or other third party that in turn may sell the securities short using this prospectus. Such financial institution or other third party may transfer its economic short position to investors in our securities or in connection with a concurrent offering of other securities.

In effecting sales, broker-dealers or agents engaged by the selling stockholders may arrange for other broker-dealers to participate. Broker-dealers or agents may receive commissions, discounts or concessions from the selling stockholders in amounts to be negotiated immediately prior to the sale.

If at the time of any offering made under this prospectus a member of the Financial Industry Regulatory Authority ("FINRA") participating in the offering has a "conflict of interest" as defined in FINRA Rule 5121 ("Rule 5121"), that offering will be conducted in accordance with the relevant provisions of Rule 5121.

To our knowledge, there are currently no plans, arrangements or understandings between the selling stockholders and any broker-dealer or agent regarding the sale of the securities by the selling stockholders. Upon our notification by a selling stockholders that any material arrangement has been entered into with an underwriter or broker-dealer for the sale of securities through a block trade, special offering, exchange distribution, secondary distribution or a purchase by an underwriter or broker-dealer, we will file, if required by applicable law or regulation, a supplement to this prospectus pursuant to Rule 424(b) under the Securities Act disclosing certain material information relating to such underwriter or broker-dealer and such offering.

Underwriters, broker-dealers or agents may facilitate the marketing of an offering online directly or through one of their affiliates. In those cases, prospective investors may view offering terms and a prospectus online and, depending upon the particular underwriter, broker-dealer or agent, place orders online or through their financial advisors.

In offering the shares covered by this prospectus, the selling stockholders and any broker-dealers who execute sales for the selling stockholders may be deemed to be "underwriters" within the meaning of the Securities Act in

connection with such sales. Any discounts, commissions, concessions or profit they earn on any resale of those securities may be underwriting discounts and commissions under the Securities Act.

The underwriters, broker-dealers and agents may engage in transactions with us or the selling stockholders, may have banking, lending or other relationships with us or perform services for us or the selling stockholders, in the ordinary course of business.

In order to comply with the securities laws of certain states, if applicable, the shares must be sold in such jurisdictions only through registered or licensed brokers or dealers. In addition, in certain states, the shares of Class A Common Stock may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

We have advised the selling stockholders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling stockholders and their affiliates. In addition, we will make copies of this prospectus available to the selling stockholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling stockholders may indemnify any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities arising under the Securities Act.

At the time a particular offer of shares is made, if required, a prospectus supplement will be distributed that will set forth the number of shares being offered and the terms of the offering, including the name of any underwriter, dealer or agent, the purchase price paid by any underwriter, any discount, commission and other item constituting compensation, any discount, commission or concession allowed or reallowed or paid to any dealer, and the proposed selling price to the public.

LEGAL MATTERS

The validity of our shares of Class A Common Stock offered by this prospectus has been passed upon for the Company by Simpson Thacher & Bartlett LLP, Washington, D.C. An investment vehicle comprised of selected partners of Simpson Thacher & Bartlett LLP, members of their families, related persons and others owns an interest representing less than 1% of the capital commitments of funds affiliated with Blackstone Inc. If the validity of any securities is also passed upon by counsel for the underwriters, dealers or agents of an offering of those securities, that counsel will be named in the applicable prospectus supplement.

EXPERTS

The consolidated financial statements of Finance of America Companies Inc. as of December 31, 2024 and 2023 and for each of the two years in the period ended December 31, 2024, incorporated by reference in this prospectus and in the registration statement have been so incorporated in reliance on the report of BDO USA, P.C., an independent registered public accounting firm, incorporated herein by reference, given on the authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

We are required to file annual, quarterly and current reports, proxy statements and other information with the SEC. You may inspect these reports and other information without charge at a website maintained by the SEC. The address of this site is http://www.sec.gov.

We also maintain an Internet website for investors at https://ir.financeofamericacompanies.com/. Through our website, we make available, free of charge, the following documents as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC: our Annual Reports on Form 10-K; our proxy statements for our annual and special stockholder meetings; our Quarterly Reports on Form 10-Q; our Current Reports on Form 8-K; Forms 3, 4 and 5 with respect to our securities filed on behalf of our directors and our executive officers; and amendments to those documents. The information contained on, or that may be accessed through, our website is not part of, and is not incorporated into, this prospectus.

INCORPORATION BY REFERENCE

The rules of the SEC allow us to incorporate information into this prospectus by reference. This means that we are disclosing important information to you by referring to other documents. The information incorporated by reference is considered to be part of this prospectus, except for any information superseded by information contained directly in this prospectus. We incorporate by reference the documents listed below and all documents that we subsequently file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the termination of the offering of securities by means of this prospectus, from their respective filing dates (other than any portions thereof, which under the Exchange Act, and applicable SEC rules, are not deemed "filed" under the Exchange Act):

- our Annual Report on Form 10-K for the year ended December 31, 2024, filed on March 14, 2025; and
- the description of Class A Common Stock contained in the Registration Statement on Form 8-A filed on April 2, 2021, as updated by Exhibit 4.4 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, including any amendments or reports filed for the purpose of updating such description.

The information incorporated by reference into this prospectus is an important part of this prospectus. Neither we nor any selling stockholders have authorized anyone to provide you with information other than that contained in or incorporated by reference into this prospectus. You should not assume that the information in this prospectus is accurate as of any date other than the date of this prospectus.

You should not rely on or assume the accuracy of any representation or warranty in any agreement that we have filed as an exhibit to any document that we have publicly filed or that we may otherwise publicly file in the future because such representation or warranty may be subject to exceptions and qualifications contained in separate

disclosure schedules, may have been included in such agreement for the purpose of allocating risk between the parties to the particular transaction, and may no longer continue to be true as of any given date.

If we have incorporated by reference any statement or information in this prospectus and we subsequently modify that statement or information with information contained in this prospectus, the statement or information previously incorporated in this prospectus is also modified or superseded in the same manner.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The following table sets forth all costs and expenses, payable by us in connection with the Class A Common Stock being registered. All amounts shown are estimates except for the SEC registration fee.

	Amount paid or to be paid
SEC registration fee	$ 15,674.60
Legal fees and expenses	75,000.00
Accounting fees and expenses	30,000.00
Miscellaneous	5,000.00
Total	$ 125,674.60

Item 15. Indemnification of Directors and Officers

Section 145 of the DGCL provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent of the registrant. The DGCL provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaws, agreement, vote of stockholders or disinterested directors or otherwise. The registrant's certificate of incorporation and bylaws provide for indemnification by the registrant of its directors and officers to the fullest extent permitted by the DGCL.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions or (4) for any transaction from which the director derived an improper personal benefit. The registrant's certificate of incorporation provides for such limitation of liability of directors to the fullest extent permitted by the DGCL.

The registrant has entered into indemnification agreements with each of its directors and executive officers to provide contractual indemnification in addition to the indemnification provided in its certificate of incorporation. Each indemnification agreement provides for indemnification and advancements by the registrant of certain expenses and costs relating to claims, suits or proceedings arising from his or her service to the registrant or, at the registrant's request, service to other entities, as officers or directors to the maximum extent permitted by applicable law. The registrant believes that these provisions and agreements are necessary to attract qualified directors.

The registrant also maintains standard policies of insurance under which coverage is provided (1) to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, while acting in their capacity as directors and officers of the registrant, and (2) to the registrant with respect to payments which may be made by the registrant to such officers and directors pursuant to any indemnification provision contained in the registrant's certificate of incorporation and bylaws or otherwise as a matter of law.

The foregoing summaries are necessarily subject to the complete text of the statute, the registrant's certificate of incorporation and bylaws, as amended to date, and the arrangements referred to above and are qualified in their entirety by reference thereto.

Item 16. Exhibits

The following exhibits are included or incorporated by reference in this registration statement on Form S-3:

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of Finance of America Companies Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on April 7, 2021).
4.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Finance of America Companies Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 26, 2024).
4.3	Amended and Restated Bylaws of Finance of America Companies Inc. (incorporated by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K filed on April 7, 2021).
4.4	Indenture, dated as of October 31, 2024, by and among Finance of America Funding LLC, Finance of America Equity Capital LLC, as parent guarantor, the other guarantors party thereto, Finance of America Companies Inc. and U.S. Bank Trust Company, National Association, as trustee and collateral trustee, relating to Finance of America Funding LLC's 10.000% Exchangeable Senior Secured Notes due 2029 (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on November 4, 2024).
4.5	Registration Rights Agreement, dated as of October 31, 2024, by and among Finance of America Companies Inc., Finance of America Funding LLC and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed on November 4, 2024).
4.6	Form of Note Relating to Finance of America Funding LLC's 10.000% Exchangeable Senior Secured Notes due 2029 (included in Exhibit 4.4).
5.1	Opinion of Simpson Thacher & Bartlett LLP.
23.1	Consent of BDO USA, P.C.
23.2	Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1).
24	Power of Attorney (included on the signature page).
107.1	Filing Fee Table.

Item 17. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" or "Calculation of Registration Fee" table, as applicable, in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that: Paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed

with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act, that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be

deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Park City, state of Utah, on March 14, 2025.

Finance of America Companies Inc.

By: /s/ Graham A. Fleming
Name: Graham A. Fleming
Title: Chief Executive Officer

Each of the undersigned, whose signature appears below, hereby constitutes and appoints Brian L. Libman, Graham A. Fleming and Lauren E. Richmond, 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 (including post-effective 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 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, this registration statement has been signed by the following persons in the capacities indicated below on March 14, 2025.

Signature	Title
/s/ Graham A. Fleming Graham A. Fleming	Chief Executive Officer (Principal Executive Officer)
/s/ Matthew A. Engel Matthew A. Engel	Chief Financial Officer (Principal Financial Officer)
/s/ Tai A. Thornock Tai A. Thornock	Chief Accounting Officer (Principal Accounting Officer)
/s/ Brian L. Libman Brian L. Libman	Chairman of the Board of Directors
/s/ Norma C. Corio Norma C. Corio	Director
/s/ Robert W. Lord Robert W. Lord	Director
/s/ Tyson A. Pratcher Tyson A. Pratcher	Director
/s/ Lance N. West Lance N. West	Director

Exhibit 107.1

Calculation of Filing Fee Tables

Form S-3
(Form Type)
Finance of America Companies Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial effective date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Fees to Be Paid	Equity	Class A Common Stock, $0.0001 par value per share	Other	5,337,928[(1)]	$19.18[(2)]	$102,381,459	0.00015310	$15,674.60				
Fees Previously Paid	N/A	N/A	N/A	N/A	N/A	N/A		N/A				
Carry Forward Securities												
Carry Forward Securities	N/A	N/A	N/A	N/A		N/A			N/A	N/A	N/A	N/A
				Total Offering Amounts		$102,381,459		$15,674.60				
				Total Fees Previously Paid				N/A				
				Total Fee Offsets				N/A				
				Net Fee Due				$15,674.60				

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the registration statement on Form S-3, to which this exhibit relates, also covers an indeterminable number of additional shares that may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Pursuant to Rule 457(c) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is the average of the high and low sale prices for the Class A Common Stock as reported on the New York Stock Exchange on March 12, 2025.

Exhibit 5.1

Simpson Thacher & Bartlett LLP

900 G STREET, N.W.
WASHINGTON, D.C. 20001

TELEPHONE: +1-202-636-5500
FACSIMILE: +1-202-636-5502

Direct Dial Number

E-mail Address

March 14, 2025

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-3 (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 an aggregate of up to 5,337,928 shares of Class A Common Stock, $0.0001 par value per share (the "Shares"), that may be sold from time to time by certain selling stockholders of the Company (the "Selling Stockholders"), which shares are issuable upon exchange from time to time of 10.000% Exchangeable Senior Secured Notes due 2029 (the "Notes"), issued by Finance of America Funding LLC ("FOA Funding"), pursuant to an indenture, dated as of October 31, 2024, among FOA Funding, the Guarantors, the Company and U.S. Bank Trust Company, National Association, as trustee and collateral trustee (including the form of note included therein, the "Indenture"), as set forth in the Registration Statement.

We have examined the Registration Statement, the Amended and Restated Certificate of Incorporation of the Company (as amended); and the Indenture, each of which has been filed with the Commission as an exhibit 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 opinion 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 when the Shares are issued in exchange for the Notes in accordance with their terms, 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 and to the use of our name under the caption "Legal Matters" in the prospectus included in the Registration Statement.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP

SIMPSON THACHER & BARTLETT LLP

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated March 14, 2025, relating to the consolidated financial statements of Finance of America Companies Inc. (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ BDO USA, P.C.
Philadelphia, Pennsylvania

March 14, 2025