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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Fleming Graham</u> (Last) (First) (Middle) C/O FINANCE OF AMERICA COMPANIES INC., 5830 GRANITE PARKWAY, SUITE 400 (Street) PLANO TX 75024 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Finance of America Companies Inc. [FOA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) President & Interim CEO
	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	04/03/2023		M ⁽¹⁾⁽²⁾		20,597	A	(1)	20,597	I	By Corp
Class A Common Stock	04/03/2023		D ⁽²⁾		20,597	D	\$0 ⁽²⁾	0	I	By Corp
Class A Common Stock	04/03/2023		M		326,798	A	\$0 ⁽³⁾	673,595	D	
Class A Common Stock	04/03/2023		F ⁽⁴⁾		114,204	D	\$1.24	559,391	D	
Class A Common Stock	04/03/2023		M		162,866	A	\$0 ⁽⁵⁾	722,257	D	
Class A Common Stock	04/03/2023		F ⁽⁴⁾		71,987	D	\$1.24	650,270	D	
Class A Common Stock								20,000	I	By trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
LLC Units of Finance of America Equity Capital LLC	(1)	04/03/2023		M ⁽¹⁾			20,597 ⁽²⁾	(1)	(1)	Class A Common Stock ⁽¹⁾	\$0	1,233,520	I	By Corp
Restricted Stock Units	(3)	04/03/2023		M			326,798	(3)	(3)	Class A Common Stock	\$0	326,801	D	
Restricted Stock Units	(5)	04/03/2023		M			162,866	(5)	(5)	Class A Common Stock	\$0	325,733	D	
Restricted Stock Units	(6)	03/31/2023		A			1,209,678	(6)	(6)	Class A Common Stock	\$0	1,209,678	D	

Explanation of Responses:

- Pursuant to the terms of an exchange agreement, dated as of April 1, 2021, limited liability company units of Finance of America Equity Capital LLC ("FOA Units") held by the Reporting Person are exchangeable for shares of the Issuer's Class A Common Stock ("Common Stock") on a one-for-one basis. These exchange rights do not expire.
- Pursuant to the LTIP Award Settlement Agreement (the "LTIP Award Settlement Agreement"), dated as of October 12, 2020, by and among the Issuer, the Reporting Person and certain equityholders of the Issuer and Finance of America Equity Capital LLC, such equityholders are obligated to deliver a number of shares of Common Stock (either held or acquired upon conversion of FOA Units) to the Issuer in connection with the settlement of awards of restricted stock units, or RSUs, granted by the Issuer. On April 3, 2023, in connection with the Issuer's settlement of RSUs into shares of Common Stock, the Reporting Person converted certain FOA Units and delivered certain shares of Common Stock to the Issuer pursuant to the LTIP Award Settlement Agreement.
- Each restricted stock unit represents a contingent right to receive one share of Common Stock. The restricted stock units will be settled in either Common Stock or cash (or a combination thereof) at the discretion of the Issuer's compensation committee. The remaining restricted stock units vest on the third anniversary of April 1, 2021, subject to the Reporting Person's continued employment.
- Represents the withholding of shares of Common Stock for tax purposes in connection with the settlement of restricted stock units.
- Each restricted stock unit represents a contingent right to receive one share of Common Stock. The restricted stock units will be settled in either Common Stock or cash (or a combination thereof) at the discretion of the Issuer's compensation committee. The remaining restricted stock units vest on the second and third anniversaries of April 1, 2022, subject to the Reporting Person's continued employment.
- Represents additional RSUs granted to the Reporting Person on March 31, 2023. Each restricted stock unit represents a contingent right to receive one share of Common Stock. The restricted stock units will be settled in either Common Stock or cash (or a combination thereof) at the discretion of the Issuer's compensation committee. The restricted stock units shall vest in one-third increments upon the first, second and third anniversaries of the vesting reference date, April 1, 2023, subject to the Reporting Person's continued employment.

Remarks:

/s/ Tracy Lowe, as Attorney-in-Fact

04/04/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents that the undersigned, does hereby make, constitute and appoint each of Tracy Lowe and Carli Penney or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (in the undersigned's individual capacity), to execute and deliver such forms that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Finance of America Companies Inc., (the "Company") (i) pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, statements on Form 3, Form 4 and Form 5 (including any amendments thereto) and (ii) in connection with any applications for EDGAR access codes or any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the Securities and Exchange Commission, including without limitation the Form ID. The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to his or her ownership of or transactions in securities of the Company, unless earlier revoked in writing. Tracy Lowe and Carli Penney are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

By: 

Name: GRAHAM FLEMING

Date: March 23, 2021



