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

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

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**FINANCE OF AMERICA COMPANIES INC.**  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of incorporation  
or organization)

85-3474065  
(IRS Employer Identification No.)

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

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

**Lauren E. Richmond**  
**Chief Legal Officer, General Counsel & Secretary**  
**Finance of America Companies Inc.**  
**5830 Granite Parkway, Suite 400**  
**Plano, Texas 75024**  
(Name and address of agent for service)

(877) 202-2666  
(Telephone number, including area code, of agent for service)

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

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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	<input type="checkbox"/>	Accelerated filer	x
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	x
		Emerging growth company	<input type="checkbox"/>

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

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 (this "Registration Statement") is being filed by Finance of America Companies Inc. (the "Registrant") for the purpose of registering additional shares of Class A common stock, par value \$0.0001 per share, of the Registrant (the "Class A Common Stock"), reserved for issuance under the Finance of America Companies Inc. 2021 Omnibus Incentive Plan (the "Plan"). These shares of Class A Common Stock are additional securities of the same class as other securities for which an original registration statement on Form S-8 (File No. 333-257180) was filed with the Securities and Exchange Commission (the "Commission") on June 17, 2021 (the "[Original Registration Statement](#)"), which registered 21,250,000 shares of Class A Common Stock issuable under the Plan, and an [additional registration statement on Form S-8](#) (File No. 333-265690), which was filed with the Commission on June 17, 2022 to register 21,106,586 additional shares of Class A Common Stock issuable under the Plan.

The shares of Class A Common Stock registered by this Registration Statement consist of: (i) 10,009,416 shares of Class A Common Stock that have become reserved for issuance as a result of the operation of the “evergreen” provision of the Plan as of January 1, 2023 and January 1, 2024, which provides that the total number of shares subject to the Plan will be increased on the first day of each fiscal year pursuant to a specified formula; and (ii) 5,660,939 shares of Class A Common Stock that have become available for issuance under the Plan as a result of cancellation, forfeiture, termination, settlement in cash, or other settlement without issuance of shares of Class A Common Stock in respect of awards under the Plan. Other than the 10,009,416 shares of Class A Common Stock that have become available for issuance pursuant to the “evergreen” provision of the Plan, the shares registered by this Registration Statement do not represent an increase in the number of shares previously reserved for issuance under the Plan.

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

**PART II.**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

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

- The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Commission on [March 15, 2024](#) (the “2023 Annual Report”);
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- The Registrant’s Current Reports on Form 8-K filed with the Commission on [February 2, 2024](#) and [February 16, 2024](#) (other than Items 7.01 and 9.01); and
- The description of the Registrant’s Class A Common Stock, contained in [Exhibit 4.4](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, including any amendments or reports filed for the purpose of updating such description.

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

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

**Item 8. Exhibits.**

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

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Park City, State of Utah on this fifteenth day of March, 2024.

### FINANCE OF AMERICA COMPANIES INC.

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

## POWER OF ATTORNEY

Each of the undersigned, whose signature appears below, hereby constitutes and appoints Brian L. Libman, Graham A. Fleming, and 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 hereto in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his, her 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 on Form S-8 and Power of Attorney has been signed by the following persons in the capacities indicated below on March 15, 2024.

/s/ Brian L. Libman  
Brian L. Libman  
Chairman of the Board of Directors

/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/ 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

**Calculation of Filing Fee Tables**  
**Form S-8**  
(Form Type)  
**Finance of America Companies Inc.**  
(Exact Name of Registrant as Specified in its Charter)  
**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule <sup>(2)</sup>	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock	Other	15,670,355	\$0.84	\$13,163,098.20	\$147.60 per \$1,000,000	\$1,942.88
	Total Offering Amounts				\$13,163,098.20		\$1,942.88
	Total Fee Offsets						—
	Net Fee Due						\$1,942.88

(1) Covers shares of Class A Common Stock, par value \$0.0001 per share, of Finance of America Companies Inc. (the “Shares”) issuable under the Finance of America Companies Inc. 2021 Omnibus Incentive Plan (the “Plan”) and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), an indeterminate amount of additional Shares that may become issuable under the Plan to prevent dilution resulting from stock splits, stock dividends or other similar transactions. The amount in the table above consists of: (i) 10,009,416 Shares that have become reserved for issuance as a result of the operation of the “evergreen” provision of the Plan; and (ii) 5,660,939 Shares that have become available for issuance under the Plan as a result of cancellation, forfeiture, termination, settlement in cash, or other settlement without issuance of Shares.

(2) Estimated solely for calculating the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act. The amount of the registration fee is based on a price of \$0.84 per share, which is the average of the high and low prices of the Shares as reported by New York Stock Exchange on March 11, 2024.

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

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

Direct Dial Number

E-mail Address

March 15, 2024

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

Ladies and Gentlemen:

We have acted as counsel to Finance of America Companies Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended, relating to the issuance by the Company of up to 15,670,355 shares of Class A Common Stock, \$0.01 par value per share, of the Company (the "Shares") pursuant to the Finance of America Companies Inc. 2021 Omnibus Incentive Plan (the "Plan").

We have examined the Registration Statement, the Amended and Restated Certificate of Incorporation of the Company and the Plan, each of which have been filed with the Commission as exhibits to the Registration Statement. In addition, we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company and have made such other investigations as we have deemed relevant and necessary in connection with the 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 upon issuance and delivery in accordance with the Plan, the Shares will be validly issued, fully paid and nonassessable.

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

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

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP

SIMPSON THACHER & BARTLETT  
LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Finance of America Companies Inc. (the Company) of our reports dated March 15, 2024, relating to the consolidated financial statements and the effectiveness of the Company's internal control over financial reporting of the Company, appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

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

March 15, 2024

BDO USA, P.C., a Virginia professional corporation, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.