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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person *<br><u>Fleming Graham</u><br>_____<br>(Last) (First) (Middle)<br><u>C/O FINANCE OF AMERICA COMPANIES INC.,</u><br><u>5830 GRANITE PARKWAY, SUITE 400</u><br>_____<br>(Street)<br><u>PLANO TX 75024</u><br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Finance of America Companies Inc. [ FOA ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Executive Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/01/2024</u>                           |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |  |

**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            | 04/01/2024                           |  | M <sup>(1)(2)</sup>            |   | 10,434  | A          | (1)                | 10,434  | I  | By Corp   |
| Class A Common Stock            | 04/01/2024                           |  | D <sup>(2)</sup>               |   | 10,434  | D          | \$0 <sup>(2)</sup> | 0   | I  | By Corp   |
| Class A Common Stock            | 04/01/2024                           |  | M                              |   | 326,801   | A          | \$0 <sup>(3)</sup> | 977,071   | D  |   |
| Class A Common Stock            | 04/01/2024                           |  | F <sup>(4)</sup>               |   | 94,773  | D          | \$0.7351           | 882,298   | D  |   |
| Class A Common Stock            | 04/01/2024                           |  | M                              |   | 162,866   | A          | \$0 <sup>(5)</sup> | 1,045,164   | D  |   |
| Class A Common Stock            | 04/01/2024                           |  | F <sup>(4)</sup>               |   | 47,232  | D          | \$0.7351           | 997,932   | D  |   |
| Class A Common Stock            | 04/01/2024                           |  | M                              |   | 403,226   | A          | \$0 <sup>(6)</sup> | 1,401,158   | D  |   |
| Class A Common Stock            | 04/01/2024                           |  | F <sup>(4)</sup>               |   | 116,936   | D          | \$0.7351           | 1,284,222   | 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)  | 04/01/2024                           |  | M <sup>(1)</sup>               |   |  | 10,434 <sup>(2)</sup> | (1)  | (1)             | Class A Common Stock <sup>(1)</sup>   | \$0  | 1,219,959  | I   | By Corp  |
| Restricted Stock Units                             | (3)  | 04/01/2024                           |  | M                              |   |  | 326,801               | (3)  | (3)             | Class A Common Stock  | \$0  | 0  | D   |  |
| Restricted Stock Units                             | (5)  | 04/01/2024                           |  | M                              |   |  | 162,866               | (5)  | (5)             | Class A Common Stock  | \$0  | 162,867  | D   |  |
| Restricted Stock Units                             | (6)  | 04/01/2024                           |  | M                              |   |  | 403,226               | (6)  | (6)             | Class A Common Stock  | \$0  | 806,452  | D   |  |
| Restricted Stock Units                             | (7)  | 04/01/2024                           |  | A                              |   | 2,000,000  |                       | (7)  | (7)             | Class A Common Stock  | \$0  | 2,000,000  | D   |  |

**Explanation of Responses:**

1. 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.

2. 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 ("RSUs"), granted by the Issuer. On April 1, 2024, 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.

3. Each RSU represents a contingent right to receive one share of Common Stock. The RSUs will be settled in either Common Stock or cash (or a combination thereof) at the discretion of the Issuer's compensation committee.

4. Represents the withholding of shares of Common Stock for tax purposes in connection with the settlement of RSUs.

5. Each RSU represents a contingent right to receive one share of Common Stock. The RSUs will be settled in either Common Stock or cash (or a combination thereof) at the discretion of the Issuer's compensation committee. The remaining RSUs vest on the third anniversary of April 1, 2022, subject to the Reporting Person's continued employment.

6. Each RSU represents a contingent right to receive one share of Common Stock. The RSUs will be settled in either Common Stock or cash (or a combination thereof) at the discretion of the Issuer's compensation committee. The remaining RSUs vest on the second and third anniversaries of April 1, 2023, subject to the Reporting Person's continued employment.

7. Represents additional RSUs granted to the Reporting Person on April 1, 2024. Each RSU represents a contingent right to receive one share of Common Stock. The RSUs will be settled in either Common Stock or cash (or a combination thereof) at the discretion of the Issuer's compensation committee. The RSUs shall vest in one-third increments upon the first, second and third anniversaries of the vesting reference date, April 1, 2024, subject to the Reporting Person's continued employment.

**Remarks:**

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

04/03/2024

\*\* 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.**