

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Fleming Graham (Last) (First) (Middle) C/O FINANCE OF AMERICA COMPANIES INC., 909 LAKE CAROLYN PARKWAY, SUITE 1550 (Street) IRVING, TX 75039 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/02/2021	3. Issuer Name and Ticker or Trading Symbol Finance of America Companies Inc. [FOA]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
LLC Units of UFG Management Holdings LLC	(1)	(1)	Class A Common Stock (1)	1,341,739	\$ (1)	D	
Earnout Rights	(2)(3)(4)	04/01/2027	Class A Common Stock (3) (4)	157,338	\$ (2) (3) (4)	I	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fleming Graham C/O FINANCE OF AMERICA COMPANIES INC. 909 LAKE CAROLYN PARKWAY, SUITE 1550 IRVING, TX 75039			President	

Signatures

/s/ Tracy Lowe, as Attorney-in-Fact	04/02/2021
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Reflects limited liability company units of UFG Management Holdings LLC ("Management Holdings Units"). Pursuant to the terms of the limited liability company agreement of UFG Management Holdings LLC, Management Holdings Units are redeemable at the Reporting Person's option for limited liability company units of Finance of America Equity Capital LLC (the "FOA Units"), which will then be immediately exchanged for shares of the Issuer's Class A common stock ("Class A Common Stock") on a one-for-one basis pursuant to the terms of an exchange agreement, dated as of April 1, 2021. These redemption and exchange rights do not expire.
- (1)
- (2) Reflects the Reporting Person's indirect interest in Earnout Rights (described below) held by UFG Management Holdings LLC, which relate to the Management Holdings Units held by the Reporting Person.
- Reflects Earnout Rights acquired by UFG Management Holdings LLC pursuant to the business combination of Replay Acquisition Corp. and Finance of America Equity Capital LLC pursuant to the terms of a Transaction Agreement, dated October 12, 2020 (the "Transaction Agreement"). The transactions contemplated by the Transaction Agreement closed on April 1, 2021. Pursuant to earnout provisions in the Transaction Agreement, UFG Management Holdings LLC is entitled to receive FOA Units if, from the closing of the transaction until the sixth anniversary thereof, the volume-weighted average price of the Class A Common Stock exceeds certain thresholds.
- (3)
- (4) Of these Earnout Rights, one-half will be issued if the volume-weighted average price of the Class A Common Stock exceeds \$12.50 for any 20 trading days within any 30 trading day period, and one half will be issued if the volume-weighted average price of the Class A Common Stock exceeds \$15.00 for any 20 trading days within any 30 trading day period. Pursuant to the terms of an exchange agreement, dated as of April 1, 2021, the FOA Units are exchangeable for shares of Class A Common Stock on a one-for-one basis. These exchange rights do not expire.

Remarks:

Exhibit 24 - Power of Attorney

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

Potential persons who are to 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: /s/ Graham Fleming

Name: Graham Fleming

Date: March 23, 2021