

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* BTO Urban Holdings L.L.C. (Last) (First) (Middle) C/O THE BLACKSTONE GROUP INC., 345 PARK AVENUE (Street) NEW YORK, NY 10154 (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 checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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)
Class A Common Stock	2,022,766	I	See Footnotes (1) (5) (6) (7) (10) (14) (15) (16)
Class A Common Stock	11,612	I	See Footnotes (2) (8) (10) (14) (15) (16)
Class A Common Stock	23,066,495	I	See Footnotes (3) (9) (10) (14) (15) (16)
Class B Common Stock	1	I	See Footnotes (1) (5) (6) (7) (10) (14) (15) (16)
Class B Common Stock	1	I	See Footnotes (2) (8) (10) (14) (15) (16)

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 Finance of America Equity Capital LLC	(11)	(11)	Class A Common Stock	50,675,920	\$ (11)	I	See Footnotes (1) (5) (6) (7) (10) (14) (15) (16)
LLC Units of Finance of America Equity Capital LLC	(11)	(11)	Class A Common Stock	290,906	\$ (11)	I	See Footnotes (2) (8) (10) (14) (15) (16)
Earnout Rights	(12) (13)	04/01/2027	Class A Common Stock	5,942,476 (13)	\$ (12) (13)	I	See Footnotes (1) (5) (6) (7) (10) (14) (15) (16)
Earnout Rights	(12) (13)	04/01/2027	Class A Common Stock	34,112 (13)	\$ (12) (13)	I	See Footnotes (2) (8) (10) (14) (15) (16)
Earnout Rights	(12) (13)	04/01/2027	Class A Common Stock	2,238,050 (13)	\$ (12) (13)	I	See Footnotes (3) (9) (10) (14) (15) (16)
Earnout Rights	(12) (13)	04/01/2027	Class A Common Stock	363,004 (13)	\$ (12) (13)	I	See Footnotes (4) (6) (10) (14) (15) (16)

Reporting Owners

Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
BTO Urban Holdings L.L.C. C/O THE BLACKSTONE GROUP INC. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Tactical Opportunities Fund - S - NQ L.P. C/O THE BLACKSTONE GROUP INC. 345 PARK AVENUE NEW YORK 10154		X		
Blackstone Tactical Opportunities Fund - NQ L.P. C/O THE BLACKSTONE GROUP INC. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Tactical Opportunities Fund II - NQ L.P. C/O THE BLACKSTONE GROUP INC. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Tactical Opportunities Fund - A (RA) - NQ L.P. C/O THE BLACKSTONE GROUP INC. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Tactical Opportunities Fund - I - NQ L.P. C/O THE BLACKSTONE GROUP INC. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Tactical Opportunities Fund - C - NQ L.P. C/O THE BLACKSTONE GROUP INC. 345 PARK AVENUE NEW YORK, NY 10154, NY 10154		X		
Blackstone Tactical Opportunities Fund - L - NQ L.P. C/O THE BLACKSTONE GROUP INC. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Tactical Opportunities Fund - O - NQ L.P. C/O THE BLACKSTONE GROUP INC. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Tactical Opportunities Fund - N - NQ L.P. C/O THE BLACKSTONE GROUP INC. 345 PARK AVENUE NEW YORK, NY 10154		X		

Signatures

BTO URBAN HOLDINGS L.L.C., By: /s/ Menes Chee, Name: Menes Chee, Title: Manager	04/02/2021
**Signature of Reporting Person	Date
BLACKSTONE TACTICAL OPPORTUNITIES FUND - NQ L.P., By:Blackstone Tactical Opportunities Associates - NQ LLC, its GP, By:BTOA-NQ L.L.C., its SM, By:Blackstone Holdings II, L.P., its MM, By:Blackstone Holdings I/II GP L.L.C., its GP, By:/s/ Tabea Y. Hsi, SMD	04/02/2021
**Signature of Reporting Person	Date
BLACKSTONE TACTICAL OPPORTUNITIES FUND II - NQ L.P., By:Blackstone Tactical Opportunities Associates - NQ LLC, its GP By:BTOA-NQ LLC, its sole member By:Blackstone Holdings II, LP, its MM By:Blackstone Holdings I/II GP LLC, its GP By:/s/ Tabea Y. Hsi, SMD	04/02/2021
**Signature of Reporting Person	Date
BLACKSTONE TACTICAL OPPORTUNITIES FUND - A (RA) - NQ L.P., By:Blackstone Tactical Opportunities Associates - NQ LLC, its GP, By:BTOA-NQ LLC, its SM, By:Blackstone Holdings II, LP, its MM, By:Blackstone Holdings I/II GP LLC, its GP By:/s/ Tabea Y. Hsi, SMD	04/02/2021
**Signature of Reporting Person	Date

Signature of Reporting Person	Date
BLACKSTONE TACTICAL OPPORTUNITIES FUND - I - NQ L.P., By: Blackstone Tactical Opportunities Associates - NQ LLC, its GP, By: BTOA-NQ LLC, its SM, By: Blackstone Holdings II, LP, its MM, By: Blackstone Holdings I/II GP LLC, its GP, By:/s/ Tabea Y. Hsi, SMD	04/02/2021
Signature of Reporting Person	Date
BLACKSTONE TACTICAL OPPORTUNITIES FUND - S - NQ L.P. By: Blackstone Tactical Opportunities Associates - NQ LLC, its GP By: BTOA-NQ LLC, its SM By: Blackstone Holdings II, LP, its MM By: Blackstone Holdings I/II GP LLC, its GP By:/s/ Tabea Y. Hsi, SMD	04/02/2021
Signature of Reporting Person	Date
BLACKSTONE TACTICAL OPPORTUNITIES FUND - C - NQ L.P. By: Blackstone Tactical Opportunities Associates - NQ LLC, its GP By: BTOA-NQ LLC, its SM By: Blackstone Holdings II, LP, its MM By: Blackstone Holdings I/II GP LLC, its GP By:/s/ Tabea Y. Hsi, SMD	04/02/2021
Signature of Reporting Person	Date
BLACKSTONE TACTICAL OPPORTUNITIES FUND - L - NQ L.P., By:Blackstone Tactical Opportunities Associates - NQ LLC, its GP, By:BTOA-NQ LLC, its SM, By:Blackstone Holdings II, LP, its MM, By:Blackstone Holdings I/II GP LLC, its GP By:/s/ Tabea Y. Hsi, SMD	04/02/2021
Signature of Reporting Person	Date
BLACKSTONE TACTICAL OPPORTUNITIES FUND - O - NQ L.P. By:Blackstone Tactical Opportunities Associates - NQ LLC, its GP By:BTOA-NQ LLC, its SM, By:Blackstone Holdings II, L.P., its MM By:Blackstone Holdings I/II GP L.L.C. its GP, By:/s/ Tabea Y. Hsi, SMD	04/02/2021
Signature of Reporting Person	Date
BLACKSTONE TACTICAL OPPORTUNITIES FUND - N - NQ L.P., By:Blackstone Tactical Opportunities Associates - NQ LLC, its GP, By:BTOA-NQ LLC, its SM, By:Blackstone Holdings II, LP, its MM, By:Blackstone Holdings I/II GP LLC, its GP, By:/s/ Tabea Y. Hsi, SMD	04/02/2021
Signature of Reporting Person	Date

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).
- (1) Reflects securities directly held by BTO Urban Holdings L.L.C.
- (2) Reflects securities directly held by Blackstone Family Tactical Opportunities Investment Partnership NQ - ESC L.P.
- (3) Reflects securities directly held by BTO Urban Holdings II L.P.
- (4) Reflects securities directly held by Blackstone Tactical Opportunities Associates - NQ L.L.C.
BTO Urban Holdings L.L.C. is owned by Blackstone Tactical Opportunities Fund - NQ L.P., Blackstone Tactical Opportunities Fund II - NQ L.P., Blackstone Tactical Opportunities Fund - A (RA) - NQ L.P., Blackstone Tactical Opportunities Fund - I - NQ L.P., Blackstone Tactical Opportunities Fund - S - NQ L.P., Blackstone Tactical Opportunities Fund - C - NQ L.P., Blackstone Tactical Opportunities Fund - L - NQ L.P., Blackstone Tactical Opportunities Fund - O - NQ L.P., Blackstone Tactical Opportunities Fund - N - NQ L.P., Blackstone Tactical Opportunities Fund - U - NQ L.L.C., Blackstone Tactical Opportunities Fund II - C - NQ L.P., Blackstone Tactical Opportunities Fund - T - NQ L.P. (collectively, each of the Blackstone Tactical Opportunities Funds described in this paragraph shall be referred to as the "Blackstone Tactical Opportunities Funds"), (continued in footnote (6)).
- (5) BTAS NQ Holdings L.L.C. and Blackstone Family Tactical Opportunities Investment Partnership SMD L.P. The general partner of each of the Blackstone Tactical Opportunities Funds is Blackstone Tactical Opportunities Associates - NQ L.L.C. The sole member of Blackstone Tactical Opportunities Associates - NQ L.L.C. is BTOA - NQ L.L.C. The managing member of BTOA - NQ LLC is Blackstone Holdings II L.P. The managing member of BTAS NQ Holdings L.L.C. is BTAS Associates - NQ L.L.C. The managing member of BTAS Associates - NQ L.L.C. is Blackstone Holdings II L.P.
- (6) The general partner of Blackstone Family Tactical Opportunities Investment Partnership SMD L.P. is Blackstone Family GP L.L.C. Blackstone Family GP L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Mr. Schwarzman.
- (7) The general partner of Blackstone Family Tactical Opportunities Investment Partnership NQ - ESC L.P. is BTO-NQ Side-by-Side GP L.L.C. The sole member of BTO-NQ Side-by-Side GP L.L.C. is Blackstone Holdings II L.P.
- (8) The general partner of BTO Urban Holdings II L.P. is Blackstone Tactical Opportunities Associates L.L.C. The managing member Blackstone Tactical Opportunities Associates L.L.C. is BTOA L.L.C. The managing member of BTOA L.L.C. is Blackstone Holdings III L.P. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. Blackstone Holdings III GP Management L.L.C. is the general partner of Blackstone Holdings III GP L.P.
- (9) The general partner of Blackstone Holdings II L.P. is Blackstone Holdings I/II GP L.L.C. The Blackstone Group Inc. is the sole member of each of Blackstone Holdings I/II GP L.L.C. and Blackstone Holdings III GP Management L.L.C. The sole holder of the Class C common stock of The Blackstone Group Inc. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- (10) 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 ("Class A Common Stock") on a one-for-one basis. These exchange rights do not expire.
- (11) Reflects Earnout Rights acquired 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.
- (12)

- Pursuant to earnout provisions in the Transaction Agreement, the Reporting Persons are entitled to receive shares of Class A Common Stock or FOA Units (based on whether the Reporting Person held Class A Common Stock or FOA Units, respectively, after the closing of the Transaction Agreement) if, from the closing of the
- (13) transaction until the sixth anniversary thereof, the volume-weighted average price of the Class A Common Stock exceeds certain thresholds. 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.
- (14) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 3.
- (15) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- (16) Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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.