

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Finance of America Companies Inc.

(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

31738L107
(CUSIP Number)

Reza Jahangiri
895 Dove Street, Suite 300
Newport Beach, CA 92660
(866) 948-0003
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 15, 2024
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Names of Reporting Persons

Bloom Retirement Holdings Inc.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

California

7 Sole Voting Power

0

8 Shared Voting Power

33,893,666

9 Sole Dispositive Power

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

33,893,666

11 Aggregate Amount Beneficially Owned by Each Reporting Person

33,893,66612 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

9.49%

14 Type of Reporting Person

CO

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1 Names of Reporting Persons

Reza Jahangiri

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

8 Shared Voting Power

33,893,666

9 Sole Dispositive Power

0

10 Shared Dispositive Power

33,893,666

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33,893,66612 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

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9.49%

14 Type of Reporting Person

IN

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Explanatory Note

This Amendment No. 2 to Schedule 13D ("Amendment No. 2") amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission on April 10, 2023 (as amended to date, the "Schedule 13D"), relating to the shares of Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), of Finance of America Companies Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein without definition shall have the meanings set forth in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is amended and supplemented as follows:

Conversion Agreement

On January 15, 2024, the Issuer, Finance of America Equity Capital LLC (“FOAEC”) and Bloom Retirement Holdings Inc. (“Bloom”) entered into a conversion agreement (the “Conversion Agreement”). Pursuant to the Conversion Agreement, Bloom may not convert any limited liability company units of FOAEC (the “FOAEC Units”) into Class A Common Stock to the extent such conversion would cause the Reporting Persons to beneficially own more than 9.49% (the “Maximum Percentage”) of the Class A Common Stock. The Conversion Agreement aligns the Maximum Percentage with the Control Condition (as defined in Item 5 below). The Maximum Percentage may be increased or decreased by Bloom on 61 days’ notice to the Issuer and FOAEC. The Conversion Agreement may only be amended by the written consent of all the parties to the Conversion Agreement. Any amendment that would have the effect of increasing the Maximum Percentage will only take effect 61 days after the adoption of any such amendment.

Item 5. Interest in Securities of the Issuer.

(a) – (b)

The following sets forth, as of the date of this Schedule 13D, the aggregate number of shares of Class A Common Stock and percentage of Class A Common Stock beneficially owned by each of the Reporting Persons, as well as the number of shares of Class A Common Stock as to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition of, or shared power to dispose or to direct the disposition of, as of the date hereof, based on 87,943,931 shares of Class A Common Stock outstanding as of November 3, 2023, as set forth in the Issuer’s Quarterly Report on Form 10-Q filed by the Issuer on November 9, 2023, increased by 8,000,000 shares of Class A Common Stock issued to Bloom upon conversion of an equal number of FOAEC Units on December 29, 2023, and giving effect to the Conversion Agreement.

| Reporting Person | Amount beneficially owned | Percent of class | Sole power to vote or to direct the vote | Shared power to vote or to direct the vote | Sole power to dispose or to direct the disposition | Shared power to dispose or to direct the disposition |
|--------------------------------|---------------------------|------------------|--|--|--|--|
| Bloom Retirement Holdings Inc. | 33,893,666 | 9.49% | 0 | 33,893,666 | 0 | 33,893,666 |
| Reza Jahangiri | 33,893,666 | 9.49% | 0 | 33,893,666 | 0 | 33,893,666 |

Bloom Retirement Holdings Inc. is the record holder of 8,000,000 shares of Class A Common Stock and 25,893,666 FOAEC Units, as reported herein. Mr. Jahangiri is the majority shareholder of Bloom Retirement Holdings Inc. and may be deemed to share voting and dispositive power over the securities held by Bloom Retirement Holdings Inc. The percent of class beneficially owned as reported above gives effect to the Conversion Agreement as discussed in Item 4 above.

The FOAEC Units reported above represent the maximum number of FOAEC Units that may be issued pursuant to the Asset Purchase Agreement. On the Closing Date, Bloom Retirement Holdings Inc. was issued 19,692,990 FOAEC Units. Under the Asset Purchase Agreement, Bloom Retirement Holdings Inc. will be issued FOAEC Units only to the extent that its ownership does not exceed 9.49% of the outstanding shares of Class A Common Stock (giving effect to the deemed exchange of all outstanding FOAEC Units) until, among other conditions, certain consents, approvals, authorizations and waivers are satisfied (the “Control Condition”). Each FOAEC Unit is exchangeable into Class A Common Stock on a one-for-one basis at the option of the holder.

(c) During the past 60 days, the Reporting Persons have not effected any transactions with respect to the Class A Common Stock, other than the conversion of 8,000,000 FOAEC Units into an equal number of shares of Class A Common Stock on December 29, 2023.

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 4 above summarizes certain provisions of the Conversion Agreement and is incorporated herein by reference.

Except as set forth herein, the Reporting Persons do not have any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder’s fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 16, 2024

Bloom Retirement Holdings Inc.

By: /s/ Reza Jahangiri
 Name: Reza Jahangiri
 Title: Majority Shareholder

/s/ Reza Jahangiri
 Reza Jahangiri