FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL									
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## 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

			01 36	ction 30(II) of the III	vesiment Com	Daily Act of 1940						
Name and Address of Reporting Person*     SAFRA EDMOND				Name <b>and</b> Ticker of America	0 ,	es Inc. [ FOA ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner					
(Last)	(First) (Middle)		3. Date of 06/06/2	of Earliest Transaction 022	on (Month/Day/	Year)		Officer (give title below)	Oth	ner (specify ow)		
767 FIFTH AVENUE, 46TH FLOOR			4. If Ame	ndment, Date of Or	iginal Filed (Mo	nth/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)							X Form filed by One Reporting Person Form filed by More than One Reporting Person					
NEW YORK	NY	10153						Form filed by More	than One Rep	orting Person		
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
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	Non-Derivative S	1		DISP	1				1	1
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (li 8)		4. Securities A Disposed Of (I			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	06/06/2022		P		59,690	A	\$2.04	3,657,505	I	See footnote <sup>(1)</sup>
Class A Common Stock	06/07/2022		P		102,563	Α	\$2.17	3,760,068	I	See footnote <sup>(1)</sup>
Class A Common Stock	06/08/2022		P		49,965	A	\$2.15	3,810,033	I	See footnote <sup>(1)</sup>
Class A Common Stock	06/09/2022		P		103,074	A	\$2.12	3,913,107	I	See footnote <sup>(1)</sup>
Class A Common Stock	06/10/2022		P		71,924	A	\$2.02	3,985,031	I	See footnote <sup>(1)</sup>
Class A Common Stock	06/13/2022		P		87,294	A	\$1.95	4,072,325	I	See footnote <sup>(1)</sup>
Class A Common Stock	06/14/2022		P		25,490	A	\$1.91	4,097,815	I	See footnote <sup>(1)</sup>
Class A Common Stock	06/16/2022		P		70,373	A	\$1.81	4,168,188	I	See footnote <sup>(1)</sup>
Class A Common Stock	06/17/2022		P		94,689	A	\$1.8	4,262,877	I	See footnote <sup>(1)</sup>
Class A Common Stock	06/21/2022		P		57,757	A	\$1.86	4,320,634	I	See footnote <sup>(1)</sup>
Class A Common Stock	06/22/2022		P		47,554	A	\$1.81	4,368,188	I	See footnote <sup>(1)</sup>
Class A Common Stock	07/01/2022		P		133,700	A	\$1.67	4,501,888	I	See footnote <sup>(1)</sup>
Class A Common Stock	07/06/2022		P		100,000	A	\$1.7	4,601,888	I	See footnote <sup>(1)</sup>
Class A Common Stock	07/11/2022		P		73,162	A	\$1.73	4,675,050	I	See footnote <sup>(1)</sup>
Class A Common Stock	07/12/2022		P		23,046	A	\$1.74	4,698,096	I	See footnote <sup>(1)</sup>
Class A Common Stock	07/13/2022		P		3,792	A	\$1.74	4,701,888	I	See footnote <sup>(1)</sup>
Class A Common Stock	09/27/2022		J <sup>(2)</sup>		750,000	D	\$0	3,951,888	I	See footnote <sup>(1)</sup>
Class A Common Stock								3,614,000	I	See footnote <sup>(3)</sup>

	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		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir 8)		Derivative				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)	 11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	

## **Explanation of Responses:**

- 1. The securities are held directly by EMS Opportunity Ltd. and indirectly by Mr. Safra as the sole shareholder of EMS Capital Holding Inc., which is the general partner of EMS Capital LP, the investment manager of EMS Opportunity Ltd. Mr. Safra disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 2. Distribution in kind of shares of Class A Common Stock. The closing market price of the Class A Common Stock on the date of the distribution was \$1.42.
- 3. Excludes 4,258,500 unvested shares issued in the name of the Replay Sponsor, LLC ("Sponsor") that are subject to vesting and forfeiture. The 4,258,500 unvested shares are not entitled to receive any dividends or other distributions, do not have any other economic "catch-up" once they become vested. And will not be entitled to receive back dividends or other distributions or any other form of economic "catch-up" once they become vested. Additionally, for so long as they remain unvested, such shares are subject to restrictions on transfer and holders of unvested shares have no discretion in how such shares are voted. The securities are held directly by the Sponsor and indirectly by Edmond Safra and Gregorio Werthein as managers of the Sponsor. Each of Messrs. Safra and Werthein disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

/s/ Grace Lee, as Attorney-in-Fact 09/30/2022

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.

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