

# FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN 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 * <b>WERTHEIN GREGORIO</b>		2. Issuer Name and Ticker or Trading Symbol <b>Replay Acquisition Corp. [RPLA]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Co-Chief Executive Officer</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/01/2021</b>		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
767 FIFTH AVENUE, 46TH FLOOR			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street) <b>NEW YORK, NY 10153</b>					
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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			
Ordinary Shares, \$0.0001 par value per share	04/01/2021		C		775,000 <u>(1)</u>	A	<u>(1)</u>	7,872,500 <u>(2)</u>	I	See footnote <u>(3)</u>
Ordinary Shares, \$0.0001 par value per share	04/01/2021		J		7,872,500 <u>(2)</u>	D	<u>(2)</u>	0	I	See footnote <u>(3)</u>
Ordinary Shares, \$0.0001 par value per share	04/01/2021		J		150,000 <u>(2)</u>	D	<u>(2)</u>	0	D	

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

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant	\$ 11.5	04/01/2021		J		7,750,000 <u>(1)</u>	05/01/2021	04/01/2026	Ordinary Shares	7,750,000	<u>(1)</u>	0	I	See footnote <u>(3)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WERTHEIN GREGORIO 767 FIFTH AVENUE, 46TH FLOOR NEW YORK, NY 10153		X	Co-Chief Executive Officer	

## Signatures

/s/ Alan I. Annex, Attorney-in-Fact	04/06/2021
<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 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).

(1) 775,000 Ordinary Shares were acquired by Replay Sponsor, LLC (the "Sponsor") in exchange for the cancellation of the 7,750,000 private placement warrants purchased by the Sponsor in connection with Replay Acquisition Corp.'s (the "Issuer") initial public offering.

Represents Ordinary Shares of the Issuer that converted on a one-for-one basis into shares of Class A Common Stock of Finance of America Companies Inc. ("New Pubco") through a series of (2) transactions in connection with the business combination (the "Business Combination") of the Issuer and Finance of America Equity Capital LLC ("FoA"), pursuant to that certain Transaction Agreement, as amended, dated as of October 12, 2020, by and among the Issuer, FoA, New Pubco and the other entities party thereto.

(3) 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.

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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