

# FORM 4

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

OMB APPROVAL	
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## 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* Frost Mark T		2. Issuer Name and Ticker or Trading Symbol Fathom Digital Manufacturing Corp [FATH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Financial Officer</b>	
(Last) (First) (Middle) C/O FATHOM DIGITAL MANUFACTURING CORP., 1050 WALNUT RIDGE DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 02/25/2022			
(Street) HARTLAND, WI 53029		4. 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	
(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			
Class A Common Stock (1)	02/25/2022		A		33,746	A	(1)	437,642	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (2)	\$ 8.89	02/25/2022		A		69,125		(2)	02/25/2029	Class A Common Stock	69,125	(2)	69,125	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frost Mark T C/O FATHOM DIGITAL MANUFACTURING CORP. 1050 WALNUT RIDGE DRIVE HARTLAND, WI 53029			Chief Financial Officer	

## Signatures

/s/ Mark Frost, by James R. Brown as Attorney-in-Fact		03/01/2022
**Signature of Reporting Person		Date

## 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).

Represents shares of Class A Common Stock underlying Restricted Stock Units ("RSUs") issued under the Fathom Digital Manufacturing Corporation 2021 Omnibus Incentive Plan, as (1) amended and/or restated from time to time. Each RSU represents the contingent right to receive one share of the Issuer's Class A Common Stock. These RSUs vest ratably over three years.

Represents stock options issued under the Fathom Digital Manufacturing Corporation 2021 Omnibus Incentive Plan, as amended and/or restated from time to time. Each stock option (2) represents the right to purchase one share of the Issuer's Class A Common Stock. The stock options vest ratably over three years and become exercisable as to 100% of the shares of Class A Common Stock on the third anniversary of the grant date, February 25, 2025. The options expire on February 25, 2029.

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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