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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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Chen Carey</u> <hr/> (Last) (First) (Middle) C/O FATHOM DIGITAL MANUFACTURING CORPORATION, 1050 WALNUT RIDGE DRIVE <hr/> (Street) HARTLAND WI 53029 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fathom Digital Manufacturing Corp [NONE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 10/23/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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⁾	10/23/2023		A		151,515	A	(1)	225,543 ⁽²⁾	D	
Class A Common Stock ⁽³⁾	10/23/2023		A		104,911	A	(3)	330,454 ⁽²⁾	D	

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 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) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents shares of Class A Common Stock underlying Restricted Stock Units ("RSUs") issued to the Reporting Person. Each RSU represents the contingent right to receive one share of the Issuer's Class A Common Stock. These RSUs vest on October 23, 2026, subject to the Reporting Person's continued service through such vesting date.
- On September 28, 2023, the Class A Common Stock of the Issuer underwent a 1-for-20 reverse stock split (the "Reverse Stock Split"). The amounts of securities listed herein have been adjusted to reflect the effect of the Reverse Stock Split.
- Represents shares of Class A Common Stock underlying Performance Stock Units ("PSUs") issued to the Reporting Person. Each PSU represents the contingent right to receive one share of the Issuer's Class A Common Stock. The PSUs will vest in six tranches, with each tranche subject to (i) the Company attaining certain stock price growth hurdles during certain performance periods for each tranche, and (ii) Mr. Chen's continued service through the later of (x) the fourth anniversary of October 23, 2023 and (y) the date on which a particular tranche's stock price growth hurdle is attained, subject to certification of the Compensation Committee of the Issuer's Board of Directors.

/s/ Carey Chen, by Steve Gavin as 10/25/2023
Attorney-in-Fact

** Signature of Reporting Person Date

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

* 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.

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 Number.