

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Wallace Brendan</u> (Last) (First) (Middle) 6060 CENTER DRIVE 10TH FLOOR (Street) LOS ANGELES CA 90045 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fifth Wall Acquisition Corp. III [FWAC]</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) <u>Chairman of the Board and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2021	
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				

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						Title
Class B Ordinary Shares	(3)	08/09/2021		j ⁽¹⁾			312,500	(3)	(3)	Class A Ordinary Shares	312,500	(1)	6,755,000	i ⁽²⁾	See footnote ⁽²⁾

Explanation of Responses:

- Represents the forfeiture of 312,500 previously reported Class B Ordinary Shares that were subject to forfeiture in the event the underwriters of the initial public offering of the Issuer's securities did not exercise in full their over-allotment option as described in the Issuer's Registration Statement on Form S-1 (File No. 333-255292).
- Fifth Wall Acquisition Sponsor III, LLC, is the record holder of the shares reported herein. Fifth Wall Acquisition Sponsor III, LLC is governed by two managers, Messr. Andriy Mykhaylovskyy and Brendan Wallace have shared voting and investment power over the shares held by Fifth Wall Acquisition Sponsor III, LLC, and disclaim beneficial ownership of the shares held by Fifth Wall Acquisition Sponsor III, LLC except to the extent of their pecuniary interest therein.
- As described in the Issuer's Registration Statement under the heading "Description of Securities," the Class B Ordinary Shares will automatically convert into Class A Ordinary Shares of the Issuer at the time of the Issuer's initial business combination, or earlier at the option of the holder, and have no expiration date.

/s/ Brendan Wallace 08/09/2021
 ** 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.