SEC Form 4

FORM 4

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

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

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

1. Name and Address of Reporting Person [*] Wallace Brendan	2. Issuer Name **and** Ticker or Trading Symbol Fifth Wall Acquisition Corp. III [FWAC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)   (First)   (Middle)

C/O FIFTH WALL ACQUISITION CORP. III
6060 CENTER DRIVE, 10TH FLOOR

(Street)

LOS ANGELES   CA   90045

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)

Relationship:
X Director   ☐ 10% Owner
X Officer (give title below)   ☐ Other (specify below)
Chairman of the Board and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

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 Ordinary Shares	05/27/2021		P[(1)]		907,000	A	$10	907,000	I	See Footnote[(2)]

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	Amount or Number of Shares				

Explanation of Responses:

1. Represents the purchase of shares of Class A Ordinary Shares of the Issuer by Fifth Wall Acquisition Sponsor III LLC in a private placement in connection with Issuer's initial public offering.

2. 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.

Remarks:

/s/ Brendan Wallace   05/27/2021
** 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.