

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

**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>Zalupski Patrick O.</u> _____ (Last) (First) (Middle) 14701 PHILIPS HIGHWAY SUITE 300 _____ (Street) JACKSONVILLE FL 32256 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Dream Finders Homes, Inc. [ DFH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>President and CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 08/14/2024	
	4. If Amendment, Date of 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

**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, par value \$0.01 per share	08/14/2024		S		11,804	D	\$28.62 <sup>(1)</sup>	1,130,907 <sup>(2)</sup>	D	
Class A common stock, par value \$0.01 per share	08/15/2024		S		19,624	D	\$28.87 <sup>(3)</sup>	1,111,283 <sup>(2)</sup>	D	
Class B common stock, par value \$0.01 per share <sup>(4)</sup>								57,820,586	D	
Class B common stock, par value \$0.01 per share <sup>(4)</sup>								809,409	I	By trust <sup>(5)</sup>
Class B common stock, par value \$0.01 per share <sup>(4)</sup>								596,158	I	See Footnote <sup>(6)</sup>

**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
Prepaid Variable Forward Sale Contract	(7)(8)(9)(10)(11)	08/14/2024		J/K	(7)(8)(9)(10)(11)	1,000,000		(8)	(8)	Class A Common Stock	1,000,000	(7)(8)(9)(10)(11)	1,000,000	D	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. The prices sold ranged from \$28.42 to \$28.80. The reporting person will provide the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
- Includes 6,141 shares held in a 401(k) account.
- The price reported in Column 4 is a weighted average price. The prices sold ranged from \$28.43 to \$29.29. The reporting person will provide the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
- Each share of Class B Common Stock is convertible at the option of the reporting person into one share of Class A Common Stock ("Common Stock") of Dream Finders Homes, Inc. and has no expiration date.
- Trust established for the benefit of the reporting person's children.
- Shares held by POZ Holdings, Inc., which is controlled by the reporting person.
- The reporting person entered into a prepaid variable forward sale contract with an unaffiliated third party buyer whereby the reporting person pledged an aggregate of 1,000,000 shares (the "Pledged Shares") of Dream Finders Homes, Inc. Class B common stock to secure its obligations under the contract, and retained dividend and voting rights in the Pledged Shares during the term of the pledge.
- The contract obligates the reporting person to deliver to the buyer, on the applicable settlement date for each of the 10 components, up to one hundred percent (100%) of the number of Pledged Shares for such component or, at the reporting person's option, an equivalent amount of cash. The number of shares of Common Stock to be delivered to the buyer on the settlement date (or on which to base the amount of cash to be delivered to the buyer on the settlement date) is to be determined as follows: (a) if the volume-weighted average price of the Common Stock on the designated valuation date for the applicable component within the period from 8/16/2027 to 8/27/2027 (each, a "Settlement Price") is less than or equal to \$22.12 (the "Floor Price"), the reporting person will deliver to the buyer all of the Pledged Shares for the applicable component;
- (Continued from Footnote 8) (b) if such Settlement Price is greater than the Floor Price but less than or equal to \$55.30 (the "Cap Price"), the reporting person will deliver to the buyer the number of shares equal to one hundred percent (100%) of the Pledged Shares for the applicable component multiplied by a fraction, the numerator of which is the Floor Price and the denominator of which is such Settlement Price and
- (Continued from Footnote 9) (c) if such Settlement Price is greater than the Cap Price, the reporting person will deliver to the buyer the number of shares equal to one hundred percent (100%) of Pledged Shares for the applicable component multiplied by a fraction, the numerator of which is the Floor Price plus the excess of such Settlement Price over the Cap Price, and the denominator of which is such Settlement Price.
- In connection with the entry into the forward contract described in Footnote (7), the reporting person is entitled to receive an upfront cash payment of \$16,064,650.00.

/s/ Robert E. Riva by Power of Attorney

08/16/2024

\*\* 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.**