

Prospectus Supplement No. 1
(To Prospectus dated March 30, 2022)



Doma Holdings, Inc.

**UP TO 17,333,333 SHARES OF COMMON STOCK ISSUABLE UPON
THE EXERCISE OF WARRANTS
UP TO 265,389,572 SHARES OF COMMON STOCK
UP TO 5,833,333 WARRANTS**

This prospectus supplement updates, amends and supplements the prospectus dated March 30, 2022 (as supplemented or amended from time to time, the “Prospectus”), which forms a part of our Registration Statement on Form S-1 (Registration No. 333-258942). Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the Prospectus.

The Prospectus and this prospectus supplement relate to: (1) the issuance by us of up to 17,333,333 shares of common stock that are issuable upon the exercise of the warrants consisting of (i) up to 11,500,000 shares of common stock that are issuable upon the exercise of the public warrants and (ii) up to 5,833,333 shares of common stock that are issuable upon the exercise of the private placement warrants and (2) the offer and sale, from time to time, by the Selling Securityholders identified in the Prospectus, or their permitted transferees, of (a) up to 265,389,572 shares of common stock, consisting of (i) up to 10,309,215 PIPE shares; (ii) up to 224,250,982 of Old Doma stockholder shares; (iii) up to 5,302,659 Sponsor shares; (iv) up to 5,833,333 shares of common stock issuable upon the exercise of the private placement warrants; (v) up to 1,024,912 shares of exchanged restricted common stock; (vi) up to 4,602,844 shares of common stock reserved for issuance upon the exercise of options; (vii) up to 12,739,963 Earnout Shares; and (viii) up to 1,325,664 Sponsor Covered Shares and (b) up to 5,833,333 private placement warrants.

This prospectus supplement is being filed to update, amend and supplement the information included in the Prospectus with the information contained or incorporated by reference below.

This prospectus supplement is not complete without the Prospectus. This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement, and is qualified by reference thereto, except to the extent that the information in this prospectus supplement updates or supersedes the information contained in the Prospectus. If there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement. Please keep this prospectus supplement with your Prospectus for future reference.

We are a “smaller reporting company” and “emerging growth company” as defined in Section 2(a) of the Securities Act of 1933, as amended, and are subject to reduced reporting requirements.

Doma Holdings, Inc.’s common stock and warrants are quoted on the New York Stock Exchange under the symbols “DOMA” and “DOMA.WS,” respectively. On April 6, 2022, the closing prices of our common stock and warrants were \$1.97 and \$0.31, respectively.

INVESTING IN OUR SECURITIES INVOLVES CERTAIN RISKS. SEE “[RISK FACTORS](#)” BEGINNING ON PAGE 13 OF THE PROSPECTUS.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is April 7, 2022

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): April 1, 2022

DOMA HOLDINGS, INC.

(Exact name of Registrant, as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-39754

(Commission File Number)

84-1956909

(I.R.S. Employer Identification Number)

**101 Mission Street, Suite 740
San Francisco, California 94105**

(Address of principal executive offices) (Zip code)

650-419-3827

(Registrant's telephone number, including area code)

Not Applicable

(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.0001 per share Warrants to purchase common stock	DOMA DOMA.WS	The New York Stock Exchange The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 7, 2022, Doma Holdings, Inc. (the “Company”) announced that on April 1, 2022 Noaman Ahmad, the Company’s Chief Financial Officer, informed the Company that he is resigning effective May 15, 2022. His decision is solely for personal reasons, due to factors outside the Company, and is not the result of any disagreement with the Company’s operations, policies or procedures, or any disagreements in respect of accounting principles or financial statement disclosures.

Effective upon Mr. Ahmad’s departure, Mike Smith will serve as the Company’s Acting Chief Financial Officer and Principal Financial Officer; he is presently the Company’s Chief Accounting Officer. Mr. Smith will report directly to Max Simkoff, the Company’s CEO. Until the effective date of his resignation, Mr. Ahmad will continue to serve as the Company’s Chief Financial Officer and is working closely with the Company to help ensure a smooth transition of his responsibilities to Mr. Smith, with whom he presently works closely given their roles.

Mr. Smith will receive an annual base salary of \$341,700 for the Company’s 2022 fiscal year, with a target annual cash incentive opportunity equal to 50% of his annual base salary. Prior to his appointment as Acting Chief Financial Officer, to take place upon Mr. Ahmad’s departure, in March 2022, Mr. Smith received an annual equity award of restricted stock units (“RSUs”) pursuant to the Company’s Omnibus Incentive Plan (the “Plan”) with a grant date value of \$425,000. The RSUs are subject to the same terms and conditions applicable to RSUs granted to other senior executives under the Company’s Plan. Finally, upon Mr. Smith’s appointment as Acting Chief Financial Officer, he will be eligible to receive a cash supplemental bonus of \$30,000 for each calendar month in which he serves any part of that month as Acting Chief Financial Officer, with a minimum aggregate bonus amount of \$100,000.

Information concerning Mr. Smith’s professional experience, education, compensation (other than as provided for herein) and other information required by Item 5.02(c) of Current Report on Form 8-K is disclosed in the Current Report on Form 8-K filed by the Company with the SEC on August 19, 2021 (the “[August 2021 8-K](#)”) and is hereby incorporated by reference.

Item 7.01 Regulation FD Disclosure.

On April 7, 2022, the Company issued a press release related to the foregoing. The press release is furnished as Exhibit 99.1 and incorporated by reference herein.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section and shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.

99.1* [Press Release Dated April 7, 2022](#)
104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

*Furnished herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 7, 2022

By: /s/ Eric Watson
Name: Eric Watson
Title: General Counsel & Secretary

Doma Announces Chief Financial Officer Departure

SAN FRANCISCO – April 7, 2022 – Doma Holdings, Inc. (NYSE: DOMA), a leading force for disruptive change in the real estate industry, today announced that its Chief Financial Officer, Noaman Ahmad, will be stepping down effective May 15, 2022. Noaman's decision is solely for personal reasons and will allow him to take on a new role at a private company in an unrelated industry.

"Doma is tremendously appreciative of Noaman's contributions to our business during his tenure, including the instrumental role he played in our go public transaction last year," said Max Simkoff, Doma CEO. "We are saddened to see him depart but wish him the very best in his future endeavors."

"It's been a pleasure to work with such a talented group of individuals at Doma over the last several years," said Noaman. "I am incredibly proud of what we've built together, and I am excited to see what the future holds for the company."

Effective upon Noaman's departure, Mike Smith, currently Doma's Chief Accounting Officer, will serve as the Company's Acting Chief Financial Officer and Principal Financial Officer. Until the effective date of his resignation, Noaman will continue to serve as the company's Chief Financial Officer and is working closely with the company to help ensure a smooth transition of his responsibilities to Mike.

"I'd like to thank Noaman for the work he's put into building a very strong team over the past three and a half years," said Mike. "I look forward to continuing that work as Acting Chief Financial Officer and wish Noaman the best as he embarks on a new chapter."

Doma will be initiating an external search for a new Chief Financial Officer in the coming weeks.

About Doma

Doma (NYSE: DOMA) is architecting the future of real estate transactions. The Company uses machine intelligence and its proprietary technology solutions to transform residential real estate, making closings instant and affordable. Doma and its family of brands – States Title, North American Title Company (NATC) and North American Title Insurance Company (NATIC) – offer solutions for current and prospective homeowners, lenders, title agents, and real estate professionals that make closings vastly more simple and efficient, reducing cost and increasing customer satisfaction. Doma's clients include some of the largest bank and non-bank lenders in the United States. To learn more visit doma.com.

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