

Webb H Lawrence
 Form 4
 February 21, 2018

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Webb H Lawrence

(Last) (First) (Middle)

C/O THE NEW HOME COMPANY
 INC., 85 ENTERPRISE, SUITE 450

(Street)

ALISO VIEJO, CA 92656

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 New Home Co Inc. [NWHM]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/16/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer / See "Remarks" below.

6. Individual or Joint/Group Filing(Check Applicable Line)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/16/2018 | | A | (A) 31,164 (1) | \$ 0 848,168 | D | |
| Common Stock | 02/16/2018 | | A | (A) 6,421 (2) | \$ 0 28,250 (3) | I | Shared Household |

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

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SEC 1474
 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|----------------------|
| | Director | 10% Owner | Officer | Other |
| Webb H Lawrence C/O THE NEW HOME COMPANY INC. 85 ENTERPRISE, SUITE 450 ALISO VIEJO, CA 92656 | X | | Chief Executive Officer | See "Remarks" below. |

Signatures

/s/ Miek Harbur, Attorney-in-Fact for H. Lawrence Webb
 02/21/2018

 **Signature of Reporting Person

 Date

Explanation of Responses:

- * 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).
- (1) Represents restricted stock units which vest in equal annual installments on each of the first, second and third anniversaries of February 16, 2018, subject to the Reporting Person's continued service with the Issuer through the applicable vesting date. The restricted stock units convert into common stock on a one-for-one basis.
- (2) Represents restricted stock units granted to Joan Marcus Webb (formerly Joan Marcus-Colvin) who is married to the Reporting Person. The restricted stock units granted vest in equal annual installments on each of the first, second, and third anniversaries of February 16, 2018, subject to Ms. Marcus Webb's continued service with the Issuer through the applicable vesting date. The restricted stock units convert into common stock on a one-for-one basis. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.
- (3) Represents shares and restricted stock units held by Joan Marcus Webb who is married to the Reporting Person. The Reporting Person disclaims any beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Remarks:

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The Reporting Person is a party to an Investor Rights Agreement with Joseph Davis, Wayne Stelmar, Thomas Redwitz, IHP C

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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