

MIZEL LARRY A  
Form 4  
February 04, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MIZEL LARRY A

(Last) (First) (Middle)

4350 S. MONACO STREET, SUITE  
500

(Street)

DENVER, CO 80237

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
MDC HOLDINGS INC [MDC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2019

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)

Chairman of the Board and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|---|---|
| Common<br>Stock \$.01<br>Par Value    | 02/01/2019                              |   | A                                       | 30,459<br>(1)  | A \$ 0 124,092   | D   |   |
| Common<br>Stock \$.01<br>Par Value    |   |   |   |  | 3,530,796  | I   | By Ari<br>Capital<br>Partners,<br>LLLP (2)                        |
| Common<br>Stock \$.01<br>Par Value    |   |   |   |  | 4,983  | I   | By 401(k) (3)   |
|                                       |   |   |   |  | 22,680   | I   |   |

# Edgar Filing: MIZEL LARRY A - Form 4

|                                    |           |   |  |  |
|------------------------------------|-----------|---|--|--|
| Common<br>Stock \$.01<br>Par Value |           |   |  | By Cascia<br>Holdings,<br>LLC <sup>(4)</sup>       |
| Common<br>Stock \$.01<br>Par Value | 1,122,660 | I |  | By Cheston<br>Enterprises<br>Trust <sup>(5)</sup>  |
| Common<br>Stock \$.01<br>Par Value | 1,122,660 | I |  | By Courtney<br>Enterprises<br>Trust <sup>(5)</sup> |
| Common<br>Stock \$.01<br>Par Value | 1,544,749 | I |  | By CGM<br>Capital,<br>LLLP <sup>(6)</sup>          |

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| MIZEL LARRY A<br>4350 S. MONACO STREET<br>SUITE 500<br>DENVER, CO 80237 | X             | X         | Chairman of the Board and CEO |       |

## Signatures

Larry A. Mizel

02/04/2019

\_\_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) Shares of restricted stock granted on February 1, 2019 for no cash consideration pursuant to the Company's 2011 Equity Incentive Plan and a Restricted Stock Agreement. Pursuant to the Restricted Stock Agreement, the restrictions will lapse as to 33-1/3% of the shares on each of February 1, 2020, 2021 and 2022.

- (2) Reporting Person may be deemed to have beneficial ownership of the shares held by Ari Capital Partners, LLLP ("Ari Capital"). The sole general partner of Ari Capital is CVentures, Inc. ("CVentures"), a corporation, which has approximately a 1% partnership interest in Ari Capital. Reporting Person and family members are the beneficiaries of various trusts which own approximately 50.7% of the stock of CVentures. Also, Reporting Person is a director and chairman of the board of CVentures and may be deemed to control the other approximately 49.3% of the common stock of CVentures. A trust, of which Reporting Person is the sole beneficiary, is the sole limited partner of Ari Capital, and has approximately a 99% partnership interest in Ari Capital. Reporting Person and Reporting Person's spouse are trustees of the trust.

- (3) Unitized shares held in a stock fund in the Reporting Person's 401(k) Savings Plan which changes on a daily basis.

- (4) Reporting Person may be deemed to have beneficial ownership of the shares held by Cascia Holdings LLC ("Cascia"). Cascia holds 2,268,000 shares. Reporting Person's spouse, who is the sole manager of Cascia, holds all of the voting LLC units in Cascia, which constitutes 1% of the total outstanding LLC units in Cascia and represents a pecuniary interest in 22,680 shares. Two separate trusts (Cheston Enterprises Trust and Courtney Enterprises Trust) hold all of Cascia's nonvoting LLC units, which constitute 99% of the total outstanding LLC units in Cascia. Reporting Person's spouse is one of the trustees of each of the two trusts and Reporting Person's family members are the beneficiaries of these trusts.

- (5) Reporting Person may be deemed to have beneficial ownership of these shares which are beneficially owned by this trust. Reporting Person's spouse is a trustee of this trust and a family member of Reporting Person is the beneficiary of this trust.

- (6) Reporting Person may be deemed to have beneficial ownership of the shares held by CGM Capital LLLP ("CGM Capital"). The general partner of CGM Capital is CVentures, Inc. ("CVentures"), which has a 1% partnership interest in CGM Capital. A trust, of which Reporting Person's spouse is the sole beneficiary, is the sole limited partner of CGM Capital, and has a 99% partnership interest in CGM Capital. Reporting Person and Reporting Person's spouse are trustees of this trust.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.