

Neff Douglas C
Form 4
May 24, 2018

FORM 4

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

OMB APPROVAL

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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 *
Neff Douglas C

(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)
05/22/2018

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)

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)
			Code	V Amount (D) Price			
Common Stock	05/22/2018		A	5,982 (1)	A \$ 0 11,053	D	
Common Stock					2,431,848	I	By IHP Capital Partners VI, LLC (2)

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
Neff Douglas C C/O THE NEW HOME COMPANY INC. 85 ENTERPRISE, SUITE 450 ALISO VIEJO, CA 92656	X	X		See "Remarks" below.

Signatures

/s/ Miek Harbur, Attorney-in-Fact for Douglas C. Neff

 **Signature of Reporting Person
 05/24/2018
 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 on the earlier of the (i) first anniversary of the grant date and (ii) the date of the next annual meeting of the Company's stockholders, 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) These shares are owned directly by IHP Capital Partners VI, LLC, a Delaware limited liability company ("IHP VI LLC"), and indirectly by Douglas C. Neff, who is the president of IHP Capital Partners, a California corporation, which is the General Partner of Institutional Housing Partners VI L.P., a California limited partnership, which is the manager of IHP VI LLC. Mr. Neff disclaims ownership of these shares except to the extent of any pecuniary interest therein.

Remarks:

IHP VI LLC is a party to an Investor Rights Agreement dated February 5, 2014 and amended on May 22, 2018 (as amended, t

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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