

New Home Co Inc.
Form SC 13G/A
February 14, 2017

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed
Pursuant to § 240.13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)*

The New Home Company Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

645370107

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to
*the subject class of securities, and for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section
18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but
shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No.: 645370107

1 NAMES OF REPORTING PERSONS

H. Lawrence Webb

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) x (b) o

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF SHARES 6 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

934,770⁽¹⁾

SHARED VOTING POWER

8,423,471⁽²⁾

SOLE DISPOSITIVE POWER

934,770⁽¹⁾

8 SHARED DISPOSITIVE POWER

13,787⁽³⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

948,557⁽³⁾⁽⁴⁾

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) x

11 PERCENT OF CLASS REPRESENTED BY

AMOUNT IN ROW (9)

4.5% ⁽⁵⁾

TYPE OF REPORTING

12 PERSON (see instructions)
IN

SCHEDULE 13G

(1) Consists of 686,767 shares of common stock, par value \$0.01 per share, of the Issuer ("Common Stock") held as of the date hereof by Mr. Webb, 227,273 stock options that vested on 1/30/17 that Mr. Webb has the right to exercise, and 20,730 restricted stock units which will vest, and Mr. Webb will have the right to acquire, within 60 days of this filing.

(2) Consists of the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons (as defined in this Schedule 13G) and the Separately Filing Group Members (as defined in this Schedule 13G), without duplication. The Reporting Persons have entered into certain agreements with the Separately Filing Group Members that provide for, among other things, director nomination rights and voting agreements with respect to the Common Stock held thereby. As a result, the Reporting Persons and the Separately Filing Group Members may be deemed to be members of a "group," within the meaning of Section 13(d)(3) of the Act. Mr. Webb disclaims beneficial ownership of the shares held by the Separately Filing Group Members except to the extent of any pecuniary interest therein. Mr. Webb may also be deemed to have shared voting power over 2,907 shares of common stock, par value \$0.01 per share, of the Issuer held as of the filing date by Joan Marcus-Colvin, 5,525 stock options that Ms. Marcus-Colvin has the right to exercise, and 5,355 restricted stock units that will vest, and Ms. Marcus-Colvin will have the right to acquire within 60 days of this filing, because Mr. Webb and Ms. Marcus-Colvin share a household. Mr. Webb disclaims beneficial ownership of the shares held by Ms. Marcus-Colvin except to the extent of any pecuniary interest therein.

(3) Mr. Webb may be deemed to have shared voting and dispositive power over 2,907 shares of common stock, par value \$0.01 per share, of the Issuer held as of the filing date by Joan Marcus-Colvin, 5,525 stock options that Ms. Marcus-Colvin has the right to exercise, and 5,355 restricted stock units that will vest, and Ms. Marcus-Colvin will have the right to acquire within 60 days of this filing, because Mr. Webb and Ms. Marcus-Colvin share a household. Mr. Webb disclaims beneficial ownership of the shares held by Ms. Marcus-Colvin except to the extent of any pecuniary interest therein.

(4) Excludes shares directly or indirectly held by the other Reporting Persons and Separately Filing Group Members.

(5) Based on: (i) 20,711,952 shares of Common Stock issued and outstanding as of November 2, 2016, as reported by Issuer in its most recent Form 10-Q filed November 4, 2016, plus (ii) 6,501 restricted stock units that vested following the date of the Issuer's most recent Form 10-Q through the filing date, plus (iii) 227,273 stock options Mr. Webb has the right to exercise, plus (iv) 20,730 restricted stock units which will vest, and Mr. Webb will have the right to acquire, within 60 days of this filing, plus (iv) 5,525 stock options Ms. Marcus-Colvin has the right to exercise, plus (v) 5,355 restricted stock units which will vest, and Ms. Marcus-Colvin will have the right to acquire within 60 days of this filing for a total of 20,977,336 shares of Common Stock outstanding.

SCHEDULE 13G

CUSIP No.:

645370107

1 NAMES OF REPORTING PERSONS
Wayne Stelmar

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)
(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER

939,534 ⁽¹⁾

NUMBER OF SHARES 6 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

8,423,471 ⁽²⁾

SOLE DISPOSITIVE POWER

939,534 ⁽¹⁾

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

939,534 ⁽⁴⁾

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) ☒

PERCENT OF CLASS
 REPRESENTED BY
 11 AMOUNT IN ROW (9)
 4.5% ⁽³⁾
 TYPE OF REPORTING
 12 PERSON (see instructions)
 IN

(1) Consists of 721,672 shares of the Common Stock held as of the date hereof by the W and L Stelmar Trust Dated 5/26/06, of which Mr. Stelmar is a trustee (the "Stelmar Trust"), 21,715 shares of Common Stock held directly by Mr. Stelmar, 181,818 stock options that Mr. Stelmar has the right to exercise, and 14,329 restricted stock units which will vest and Mr. Stelmar will have the right to acquire within 60 days of this filing.

(2) Consists of the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons and the Separately Filing Group Members, without duplication. The Reporting Persons have entered into certain agreements with the Separately Filing Group Members that provide for, among other things, director nomination rights and voting agreements with respect to the Common Stock held thereby. As a result, the Reporting Persons and the Separately Filing Group Members may be deemed to be members of a "group," within the meaning of Section 13(d)(3) of the Act. Each of Mr. Stelmar and the Stelmar Trust disclaims beneficial ownership of the shares held by the Separately Filing Group Members except to the extent of any pecuniary interest therein.

(3) Based on: (i) 20,711,952 shares of Common Stock issued and outstanding as of November 2, 2016, as reported by Issuer in its most recent Form 10-Q filed November 4, 2016, plus (ii) 6,501 restricted stock units that vested following the date of the Issuer's most recent Form 10-Q through the filing date, plus (iii) 181,818 stock options Mr. Stelmar has the right to exercise, plus (iv) 14,329 restricted stock units which will vest, and Mr. Stelmar will have the right to acquire, within 60 days of this filing for a total of 20,914,600 shares of Common Stock outstanding.

(4) Excludes shares directly or indirectly held by the other Reporting Persons and Separately Filing Group Members.

SCHEDULE 13G

CUSIP No.:

645370107

1 NAMES OF REPORTING
PERSONS

Joseph D. Davis

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP
(see instructions)

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE
OF ORGANIZATION

United States

5 SOLE
VOTING
POWER

NUMBER
OF
SHARES 6
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH:

863,278 ⁽¹⁾SHARED
VOTING
POWER8,423,471 ⁽²⁾SOLE
DISPOSITIVE
POWER

8 863,278 ⁽¹⁾
SHARED
DISPOSITIVE
POWER

9 0
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

10 863,278 ⁽⁴⁾
CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES (see
instructions) ☒

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

11

4.1% ⁽³⁾

TYPE OF REPORTING

12

PERSON (see instructions)
IN

(1)

Consists of 681,460 shares of the Common Stock held as of the date hereof by the Joseph and Terri Davis Family Trust Under Declaration of Trust Executed on August 23, 1999, of which Mr. Davis is a trustee (the "Davis Trust") and 181,818 stock options Mr. Davis has the right to exercise.

(2)

Consists of the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons and the Separately Filing Group Members, without duplication. The Reporting Persons have entered into certain agreements with the Separately Filing Group Members that provide for, among other things, director nomination rights and voting agreements with respect to the Common Stock held thereby. As a result, the Reporting Persons and the Separately Filing Group Members may be deemed to be members of a "group," within the meaning of Section 13(d)(3) of the Act. Each of Mr. Davis and the Davis Trust disclaims beneficial ownership of the shares held by the Separately Filing Group Members except to the extent of any pecuniary interest therein.

(3)

Based on: (i) 20,711,952 shares of Common Stock issued and outstanding as of November 2, 2016, as reported by Issuer in its most recent Form 10-Q filed November 4, 2016, plus (ii) 6,501 restricted stock units that vested following the date of the Issuer's most recent Form 10-Q through the filing date, plus (iii) 181,818 stock options Mr. Davis has the right to exercise, for a total of 20,900,271 shares of Common Stock outstanding.

(4)

Excludes shares directly or indirectly held by the other Reporting Persons and Separately Filing Group Members.

SCHEDULE 13G

CUSIP No.: 645370107

1 NAMES OF REPORTING
PERSONS

Thomas Redwitz

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP
(see instructions)
(a) x (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE
OF ORGANIZATION
United States

5 SOLE
VOTING
POWER

NUMBER 661,184 ⁽¹⁾
OF SHARED
SHARES 6 VOTING
BENEFICIALLY POWER

OWNED 8,423,471 ⁽²⁾
BY SOLE
EACH DISPOSITIVE
REPORTING POWER
PERSON

WITH: 661,184 ⁽¹⁾
SHARED
DISPOSITIVE
8 POWER

0
9 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

661,184 ⁽⁴⁾
10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES (see
instructions) x

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

3.2% ⁽³⁾

TYPE OF REPORTING

12 PERSON (see instructions)

IN

(1) Consists of 443,322 shares of the Common Stock held as of the date hereof by the Redwitz Family Trust Dated April 23, 1999, of which Mr. Redwitz is a trustee (the "Redwitz Trust"), 21,715 shares of Common Stock held directly by Mr. Redwitz, 181,818 stock options Mr. Redwitz has the right to exercise, and 14,329 restricted stock units which will vest, and Mr. Redwitz will have the right to acquire, within 60 days of this filing.

(2) Consists of the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons and the Separately Filing Group Members, without duplication. The Reporting Persons have entered into certain agreements with the Separately Filing Group Members that provide for, among other things, director nomination rights and voting agreements with respect to the Common Stock held thereby. As a result, the Reporting Persons and the Separately Filing Group Members may be deemed to be members of a "group," within the meaning of Section 13(d)(3) of the Act. Each of Mr. Redwitz and the Redwitz Trust disclaims beneficial ownership of the shares held by the Separately Filing Group Members except to the extent of any pecuniary interest therein.

(3) Based on: (i) 20,711,952 shares of Common Stock issued and outstanding as of November 2, 2016, as reported by Issuer in its most recent Form 10-Q filed November 4, 2016, plus (ii) 6,501 restricted stock units that vested following the date of the Issuer's most recent Form 10-Q through the filing date, plus (iii) 181,818 stock options Mr. Redwitz has the right to exercise, plus (iv) 14,329 restricted stock units which will vest, and Mr. Redwitz will have the right to acquire, within 60 days of this filing for a total of 20,914,600 shares of Common Stock outstanding.

(4) Excludes shares directly or indirectly held by the other Reporting Persons and Separately Filing Group Members.

SCHEDULE 13G

CUSIP No.:
645370107

Item 1 (a). Name
 of
 Issuer:
 The
 New
 Home
 Company
 Inc.

Item 1 (b). Address
 of
 Issuer's
 Principal
 Executive
 Offices:
 85
 Enterprise,
 Suite
 450
 Aliso
 Viejo,
 California
 92656

Item 2 (a). Name
 of
 Person(s)
 Filing:
 H.
 Lawrence
 Webb;
 Wayne
 Stelmar;
 Joseph
 D.
 Davis;
 and
 Thomas
 Redwitz
 (collectively,
 the
 "Reporting
 Persons")

Item 2 (b). Address of
Principal
Business
Office or, if
none,
Residence:
Principal
business
office
for
the
Reporting
Persons:
85
Enterprise,
Suite
450
Aliso
Viejo,
California
92656

Item 2 (c). Citizenship:
H. United
Lawrence States of
Webb America
Wayne United
Stelmar States of
America
Joseph United
D. States of
Davis America
Thomas United
Redwitz States of
America

Item 2 (d). Title
of
Class
of
Securities:
Common
Stock, \$0.01
par value per
share (the
“Common
Stock”)

Item 2 (e). CUSIP
Number:
645370107

Item 3. Not
Applicable.

Ownership:
Reference is made to
Items 5-9 and 11 and
the footnotes thereto
on the cover pages
to this Schedule
13G, which are
incorporated by
reference herein.

The number of
shares of Common
Stock beneficially
owned by the
Item 4. Separately Filing
Group Members is
based solely on the
information
contained in the
filings made by the
Separate Filing
Members on or
around the date
hereof to report their
beneficial ownership
of shares of
Common Stock
within the meaning
of Rule 13d-3.

Ownership of Five
Item 5. Percent or Less of a
Class:
Not applicable.

Ownership of More
than Five Percent on
Item 6. Behalf of Another
Person:
Not applicable.

SCHEDULE 13G

Identification
and
Classification
of the
Subsidiary
which
Item 7. Acquired the
Security Being
Reported on
by the Parent
Holding
Company or
Control
Person:
Not
applicable.

Identification
and
Classification
of
Item 8. Members
of
the
Group:
The
Reporting
Persons
may
be
deemed
to
be
members
of a
“group,”
within
the
meaning
of
Section
13(d)(3)
of
the
Act,
comprised
of
the
Reporting

Persons
and
the
other
persons
referred
to
on
Exhibit
B attached
to
this
Schedule
13G
(the
“Separately
Filing
Group
Members”).
It is
the
understanding
of
the
Reporting
Persons
that
the
Separately
Filing
Group
Members
will
or
have
filed
separate
reports
to
report
their
beneficial
ownership
of
shares
of
Common
Stock.

Item 9. Notice
of

Dissolution
of
Group:
Not
applicable.

Item 10. Certification:
Not
applicable.

SCHEDULE 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2017

By: /s/ H. Lawrence Webb
H. Lawrence Webb, an individual

By: /s/ Wayne Stelmar
Wayne Stelmar, an individual

By: /s/ Joseph D. Davis
Joseph D. Davis, an individual

By: /s/ Thomas Redwitz
Thomas Redwitz, an individual

SCHEDULE 13G

EXHIBIT A

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Common Stock of The New Home Company Inc. may be filed in a single statement on behalf of each of such persons.

Dated this 14th day of February, 2017

By: /s/ H. Lawrence Webb
H. Lawrence Webb, an individual

By: /s/ Wayne Stelmar
Wayne Stelmar, an individual

By: /s/ Joseph D. Davis
Joseph D. Davis, an individual

By: /s/ Thomas Redwitz
Thomas Redwitz, an individual

SCHEDULE 13G

EXHIBIT B

Separately Filing Group Members

IHP Capital Partners VI, LLC, a Delaware limited liability company

WATT/TNHC LLC, a California limited liability company

TCN/TNHC LP, a Delaware limited partnership