

Tricon Capital Group Inc.
Form 4
October 19, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
TCN/TNHC LP

(Last) (First) (Middle)
1067 YONGE STREET
(Street)

TORONTO, A6 M4W2L2

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2017

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) ___X___ Other (specify below)

See "Remarks" below.

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

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/17/2017		S ⁽¹⁾		5,503	D	\$ 11.22
							<u>(2)</u>
Common Stock	10/18/2017		S ⁽¹⁾		4,394	D	\$ 11.35
							<u>(4)</u>
Common Stock	10/19/2017		S ⁽¹⁾		5,731	D	\$ 11.29
							<u>(5)</u>

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

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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 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 Beneficially Owned (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
TCN/TNHC LP 1067 YONGE STREET TORONTO, A6 M4W2L2				See "Remarks" below.
TCN/TNHC GP LLC 1067 YONGE STREET TORONTO, A6 M4W2L2		X		
TRICON XI EQUITY HOLDINGS LP 1067 YONGE STREET TORONTO, A6 M4W2L2		X		
TRICON XI GP LLC 1067 YONGE STREET TORONTO, A6 M4W2L2		X		
TRICON USA INC. 1067 YONGE STREET TORONTO, A6 M4W2L2				See "Remarks" below.
TRICON HOLDINGS USA LLC 1067 YONGE STREET TORONTO, A6 M4W2L2				See Remarks
				See remarks

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(2) The price reported in Column 4 is a weighted average price. The shares were disposed of in multiple transactions at prices ranging from \$11.12 to \$11.28, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this footnote.

(3) The shares are held directly by TCN/TNHC LP, whose general partner is TCN/TNHC GP LLC, a Delaware limited liability company, whose sole member is Tricon Housing Partners US II Equity Holdings LP, a Delaware limited partnership, whose general partner is Tricon Housing Partners US II GP LLC, a Delaware limited liability company, whose sole member is Tricon USA Inc., a Delaware corporation, whose sole shareholder is Tricon Holdings USA LLC, a Delaware limited liability company, whose sole member is Tricon US Topco LLC, a Delaware limited liability company, whose sole member is Tricon Holdings Canada Inc., an Ontario corporation, whose sole shareholder is Tricon Capital Group Inc., an Ontario corporation. As a result, each of the foregoing entities (other than TCN/TNHC LP which holds the shares directly) is an indirect beneficial owner of the reported securities.

(4) The price reported in Column 4 is a weighted average price. The shares were disposed of in multiple transactions at prices ranging from \$11.17 to \$11.45, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this footnote.

(5) The price reported in Column 4 is a weighted average price. The shares were disposed of in multiple transactions at prices ranging from \$11.16 to \$11.40, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this footnote.

Remarks:

TCN/TNHC LP is a party to an Investor Rights Agreement with Joseph Davis, H. Lawrence Webb, Wayne Stelmar, Thomas F. (Group Members"), dated February 5, 2014, which was filed as Exhibit 4.2 of the Company's Annual Report on Form 10-K for the year ended December 31, 2013. The entity-parties thereto have the right to designate directors for nomination and each of the Group Members has agreed to vote in favor of the directors so designated. Each of the reporting persons may be deemed to have shared voting power over the shares owned by the other Group Member and has no pecuniary interest in the shares held by the other Group Members.

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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