

Webb H Lawrence
 Form 4
 February 22, 2019

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 *
 Webb H Lawrence

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O THE NEW HOME COMPANY INC., 85 ENTERPRISE, SUITE 450

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2019

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

(Street)
 ALISO VIEJO, CA 92656

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 02/20/2019 | | A | (A) 20,548 (1) | \$ 0 841,824 | D | |
| Common Stock | 02/20/2019 | | A | (A) 6,250 (2) | \$ 0 29,825 (3) | I | Shared Household |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 11 | | | | | 01/30/2017 01/30/2024 | Common Stock 227,27 |
| Employee Stock Option (Right to Buy) | \$ 11 | | | | | 01/30/2017 01/30/2024 | Common Stock 5,525 |
| Employee Stock Option (Right to Buy) | \$ 5.76 | 02/20/2019 | | A | 81,801 | <u>(5)</u> 02/20/2029 | Common Stock 81,801 |
| Employee Stock Option (Right to Buy) | \$ 5.76 | 02/20/2019 | | A | 16,587 | <u>(5)</u> 02/20/2029 | Common Stock 16,587 |

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

02/22/2019

**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) Represents restricted stock units which vest in equal annual installments on each of the first, second and third anniversaries of February 20, 2019, 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 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 20, 2019, 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 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.
- (4) Represents vested stock options held by Joan Marcus Webb who is married to the Reporting Person. 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 purposes of Section 16 or for any other purpose.
- (5) The stock options will vest and become exercisable in three equal annual installments on each of the first, second and third anniversaries of February 20, 2019, subject to the Reporting Person's continued service with the Issuer through the applicable vesting date.
- (6) Represents stock options held by Joan Marcus Webb who is married to the Reporting Person. 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 purposes of Section 16 or for any other purpose.

Remarks:

The Reporting Person is a party to an Investor Rights Agreement dated February 5, 2014 and amended on May 22, 2018 (as amended).

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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