

Eaton Rachel Lyons  
 Form 5  
 January 18, 2018

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Eaton Rachel Lyons

(Last) (First) (Middle)

1450 LAKE ROBBINS DRIVE,  
 SUITE 430

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 LGI Homes, Inc. [LGIH]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2017

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)  Other (specify below)  
 Chief Marketing Officer

6. Individual or Joint/Group Reporting

(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) |            |          | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price    |  |  |   |
| Common Stock                    | 03/31/2017                           | ^  | A(1)                           | 754   | A          | \$ 28.82 | 27,430   | D  | ^   |
| Common Stock                    | 06/30/2017                           | ^  | A(2)                           | 98  | A          | \$ 34.15 | 27,528   | D  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^        | 13,636   | I  | By Spouse   |

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**

SEC 2270 (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. Other |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |  |          |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Eaton Rachel Lyons<br>1450 LAKE ROBBINS DRIVE, SUITE 430<br>THE WOODLANDS, TX 77380 | Â             | Â         | Â Chief Marketing Officer | Â     |

## Signatures

/s/ Rachel Lyons  
Eaton  
01/18/2018

\*\*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) The reporting person is voluntarily reporting the acquisition of the Issuer's common stock pursuant to the LGI Homes, Inc. Employee Stock Purchase Plan (the "ESPP"), for the ESPP purchase period of January 1, 2017 through March 31, 2017. This transaction is also exempt from Rule 16b-3(c). In accordance with the ESPP, these shares were purchased based on 85% of the closing stock price of the Issuer's common stock on March 31, 2017, the last trading day of the purchase period.
- (2) The reporting person is voluntarily reporting the acquisition of the Issuer's common stock pursuant to the LGI Homes, Inc. Employee Stock Purchase Plan (the "ESPP"), for the ESPP purchase period of April 1, 2017 through June 30, 2017. This transaction is also exempt from Rule 16b-3(c). In accordance with the ESPP, these shares were purchased based on 85% of the closing stock price of the Issuer's common stock on June 30, 2017, the last trading day of the purchase period.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.