New Home Co Inc. Form 4 March 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box

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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Neff Douglas C

2. Issuer Name and Ticker or Trading Symbol

New Home Co Inc. [NWHM]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

X Director Officer (give title

10% Owner Other (specify

C/O THE NEW HOME COMPANY INC., 85 ENTERPRISE, SUITE 450

(Street)

(State)

03/03/2015

4. If Amendment, Date Original

below)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

03/03/2015

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

I

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ALISO VIEJO, CA 92656

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

or Amount (D)

Code V Price

4,219 9,260 Α \$0 D (1)

(A)

Common Stock

Common

Stock

1,916,618

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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	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				
Signatures						

/s/ Douglas C.

Neff 03/05/2015

Date **Signature of Reporting Person

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).
- Represents restricted stock units ("RSU") which vest upon the earlier of the one year anniversary of the grant date and the date of the (1) board meeting at which the Issuer's financial results for the fourth quarter of the year in which the RSU were granted are presented for board review, subject to the Reporting Person's continued service with the Issuer through the applicable vesting date.
- 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. Mr. Neff 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.

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

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