

Webb H Lawrence
Form 4/A
August 18, 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
02/28/2017

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/02/2017

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

ALISO VIEJO, CA 92656

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/28/2017 | | F | D | 7,791 (1) | \$ 10.45 (2) | 817,004 D |
| Common Stock | 02/28/2017 | | F | D | 1,168 (3) | \$ 10.45 (2) | 22,627 (4) I Shared Household |

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 the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| 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
Date: 08/18/2017

**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 shares withheld for tax purposes upon the vesting of Restricted Stock Units on February 28, 2017.
- (2) This amended Form 4 is filed to correct the price in Column 4 which was reported as zero (\$0) on the Reporting Persons Form 4 filed on March 2, 2017 and should have been reported as the market value assigned at the time of withholding.
- (3) Represents shares withheld for tax purposes upon the vesting of Restricted Stock Units on February 28, 2017 for Joan Marcus-Colvin with whom the Reporting Person shares a household. 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 shares and restricted stock units held by Joan Marcus-Colvin with whom the Reporting Person shares a household. 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 with Joseph Davis, Wayne Stelmar, Thomas Redwitz, IHP Ca

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.