

Tricon Capital Group Inc.  
Form 4  
October 19, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
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 <sup>(1)</sup>               |   | 5,503   | D  | \$ 11.22<br>(2)                   |
|                                 |                                      |  |                                |   |   |  | \$ 1,893,380                      |
| Common Stock                    | 10/18/2017                           |  | S <sup>(1)</sup>               |   | 4,394   | D  | \$ 11.35<br>(4)                   |
|                                 |                                      |  |                                |   |   |  | \$ 1,888,986                      |
| Common Stock                    | 10/19/2017                           |  | S <sup>(1)</sup>               |   | 5,731   | D  | \$ 11.29<br>(5)                   |
|                                 |                                      |  |                                |   |   |  | \$ 1,883,255                      |

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

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

TRICON US TOPCO LLC  
1067 YONGE STREET  
TORONTO, A6 M4W2L2

TRICON HOLDINGS CANADA INC.  
1067 YONGE STREET  
TORONTO, A6 M4W2L2

See remarks

Tricon Capital Group Inc.  
1067 YONGE STREET  
TORONTO, A6 M4W2L2

See remarks

## Signatures

|  |            |
|--|------------|
| /s/ Miek Harbur, Attorney-in-Fact for TCN/TNHC LP                                      | 10/19/2017 |
| <u>        </u> **Signature of Reporting Person  | Date       |
| /s/ Miek Harbur, Attoney-in-Fact for TCN/TNHC GP LLC                                   | 10/19/2017 |
| <u>        </u> **Signature of Reporting Person  | Date       |
| /s/ Miek Harbur, Attorney-in-Fact for Tricon Housing Partners US II Equity Holdings LP | 10/19/2017 |
| <u>        </u> **Signature of Reporting Person  | Date       |
| /s/ Miek Harbur, Attorney-in-Fact for Tricon Housing Partners US II GP LLC             | 10/19/2017 |
| <u>        </u> **Signature of Reporting Person  | Date       |
| /s/ Miek Harbur, Attroney-in-Fact for Tricon USA Inc.                                  | 10/19/2017 |
| <u>        </u> **Signature of Reporting Person  | Date       |
| /s/ Miek Harbur, Attorney-in-Fact for Tricon Holdings USA LLC                          | 10/19/2017 |
| <u>        </u> **Signature of Reporting Person  | Date       |
| /s/ Miek Harbur, Attorney-in-Fact for Tricon US Topco LLC                              | 10/19/2017 |
| <u>        </u> **Signature of Reporting Person  | Date       |
| /s/ Miek Harbur, Attorney-in-Fact for Tricon Holdings Canada Inc.                      | 10/19/2017 |
| <u>        </u> **Signature of Reporting Person  | Date       |
| /s/ Miek Harbur, Attorney-in-Fact for Tricon Capital Group Inc.                        | 10/19/2017 |
| <u>        </u> **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 sales reported on this line were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person on August 24, 2017.

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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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