

Tricon Capital Group Inc.
Form 4
October 05, 2017

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 *
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)
10/03/2017

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 | 10/03/2017 | | S ⁽¹⁾ | | 5,700 | D | \$ 11.39 (2) |
| | | | | | | | 1,910,627 |
| Common Stock | 10/04/2017 | | S ⁽¹⁾ | | 7,600 | D | \$ 11.5 (4) |
| | | | | | | | 1,903,027 |
| Common Stock | 10/05/2017 | | S ⁽¹⁾ | | 4,144 | D | \$ 11.49 (5) |
| | | | | | | | 1,898,883 |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control 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 Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 1067 YONGE STREET TORONTO, A6 M4W2L2 | | | | See "Remarks" below. |
| TCN/TNHC GP LLC 1067 YONGE STREET TORONTO, A6 M4W2L2 | | X | | |
| TRICON XI EQUITY HOLDINGS LP 1067 YONGE STREET TORONTO, A6 M4W2L2 | | X | | |
| TRICON XI GP LLC 1067 YONGE STREET TORONTO, A6 M4W2L2 | | X | | |
| TRICON USA INC. 1067 YONGE STREET TORONTO, A6 M4W2L2 | | | | See "Remarks" below. |
| TRICON HOLDINGS USA LLC 1067 YONGE STREET TORONTO, A6 M4W2L2 | | | | See Remarks |
| TRICON US TOPCO LLC 1067 YONGE STREET TORONTO, A6 M4W2L2 | | | | See remarks |

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/ Dave Norman, Attorney-in-Fact for TCN/TNHC LP | 10/05/2017 |
| __Signature of Reporting Person | Date |
| /s/ Dave Norman, Attorney-in-Fact for TCN/TNHC GP LLC | 10/05/2017 |
| __Signature of Reporting Person | Date |
| /s/ Dave Norman, Attorney-in-Fact for Tricon Housing Partners US II Equity Holdings LP | 10/05/2017 |
| __Signature of Reporting Person | Date |
| /s/ Dave Norman, Attorney-in-Fact for Tricon Housing Partners US II GP LLC | 10/05/2017 |
| __Signature of Reporting Person | Date |
| /s/ Dave Norman, Attorney-in-Fact for Tricon USA Inc. | 10/05/2017 |
| __Signature of Reporting Person | Date |
| /s/ Dave Norman, Attorney-in-Fact for Tricon Holdings USA LLC | 10/05/2017 |
| __Signature of Reporting Person | Date |
| /s/ Dave Norman, Attorney-in-Fact for Tricon US Topco LLC | 10/05/2017 |
| __Signature of Reporting Person | Date |
| /s/ Dave Norman, Attorney-in-Fact for Tricon Holdings Canada Inc. | 10/05/2017 |
| __Signature of Reporting Person | Date |
| /s/ Dave Norman, Attorney-in-Fact for Tricon Capital Group Inc. | 10/05/2017 |
| __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) The sales reported on this line were effected pursuant to a Rule 10b5-1 plan adopted by TCN/TNHC LP on August 24, 2017.
The price reported in Column 4 is a weighted average price. The shares were acquired in multiple transactions at prices ranging from \$11.19 to \$11.50, inclusive. TCN/TNHC LP 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 acquired at each separate price within the ranges set forth in this footnote.
- (2) 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.
- (3) The price reported in Column 4 is a weighted average price. The shares were acquired in multiple transactions at prices ranging from \$11.35 to \$11.55, inclusive. TCN/TNHC LP undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the

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Securities and Exchange Commission, upon request, full information regarding the number of shares acquired 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 acquired in multiple transactions at prices ranging from \$11.36 to \$11.55, inclusive. TCN/TNHC LP 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 acquired 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

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.