

Comstock Holding Companies, Inc.
 Form 4
 April 10, 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 *
SQUERI JOSEPH M

2. Issuer Name and Ticker or Trading Symbol
Comstock Holding Companies, Inc. [CHCI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
**1886 METRO CENTER DRIVE,
 4TH FLOOR**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

RESTON, VA 20190

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

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 03/31/2014 | 03/31/2014 | F | | 1,441 | D | \$ 11.27 |
| Class A Common Stock | 03/31/2015 | 03/31/2015 | F | | 1,264 | D | \$ 6.44 |
| Class A Common Stock | 05/12/2015 | | A | | 11,428 (2) | A | \$ 0 |
| Class A Common Stock | 12/16/2015 | 12/16/2015 | J | | 3,571 | D | \$ 0 |

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| | | | | | | | | |
|----------------------|------------|------------|---|-----------------------------|---|------|--------------------|---|
| Common Stock | | | | <u>(5)</u> | | | | |
| Class A Common Stock | 03/06/2017 | 03/06/2017 | A | <u>50,000</u> <u>(1)</u> | A | \$ 0 | 100,785 <u>(4)</u> | D |
| Class A Common Stock | 04/06/2017 | | P | 54,605 | A | \$ 1 | 155,390 <u>(4)</u> | D |

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

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SEC 1474
(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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 11.83 | | | | | 08/18/2010 | 08/18/2020 | Class A Common Stock | 14,000 |
| Employee Stock Option (right to buy) | \$ 7.56 | | | | | 08/26/2015 | 08/31/2021 | Class A Common Stock | 14,000 |
| Employee Stock Option (right to buy) | \$ 13.23 | | | | | 12/15/2015 | 12/13/2023 | Class A Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 7.63 | 12/11/2014 | <u>(7)</u> | A | 3,572 | 12/15/2015 | 12/11/2024 | Class A Common Stock | 3,572 |

| | | | | | | | | | |
|--|----------|------------|------------|------|--------------|------------|------------|----------------------|--------|
| A warrant to purchase Class A Common Stock | \$ 7.3 | 12/18/2014 | | A | 7,142 (3) | 06/18/2015 | 12/18/2024 | Class A Common Stock | 7,142 |
| Employee Stock Option (right to buy) | \$ 7.63 | 12/16/2015 | 12/16/2015 | J(5) | 2,679 | (5) | (5) | Class A Common Stock | 2,679 |
| Employee Stock Option (right to buy) | \$ 13.23 | 12/16/2015 | 12/16/2015 | J(5) | 8,037 | (5) | (5) | Class A Common Stock | 8,037 |
| Employee Stock Option (right to buy) | \$ 2.14 | 03/06/2017 | (6) | A | 32,500 | (6) | 03/06/2027 | Class A Common Stock | 32,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SQUERI JOSEPH M 1886 METRO CENTER DRIVE, 4TH FLOOR RESTON, VA 20190 | | | X | |

Signatures

/s/ Jubal Thompson, by power of attorney
04/10/2017

**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 stock awards were granted on March 6, 2017, and vest in four equal installments commencing in March 2018.
- (2) These shares were issued in connection with the Comstock Growth Fund Private Placement offering.
- (3) These warrants were issued in connection with the Comstock Growth Fund Private Placement offering.
- (4) The totals listed in Column 5 of Table I and Column 9 of Table II of this Form 5 reflect a 7-for-1 reverse stock split that occurred with respect to Comstock's common stock on September 25, 2015.
- (5) Represents unvested options/restricted shares at the time of the Officer's termination of employment.
- (6) The options vest in four annual equal installments commencing in March 2018.

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(7) The options vest in four annual equal installments commencing in December 2015.

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