

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 *
Clemente Christopher

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)
Chairman and CEO

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)
				(A) or (D)	Price		
				Code	V	Amount	
Class B Common Stock	04/06/2017	04/06/2017	P	25,000	A	\$ 1	220,250 (7) D
Class A Common Stock	03/31/2014	03/31/2014	F	1,725	D	\$ 11.27	245,748 (7) D
Class A Common Stock	12/31/2014	12/31/2014	F	3,546	D	\$ 7.21	242,202 (7) D
Class A	03/31/2015	03/31/2015	F	1,725	D	\$ 6.44	240,477 (7) D

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Common Stock										
Class A Common Stock	03/31/2016	03/31/2016	F	2,058	D	\$ 1.79	238,419 <u>(7)</u>	D		
Class A Common Stock	05/12/2015		A	<u>8,000</u> ⁽¹⁾	A	\$ 0	23,984 <u>(5)</u> <u>(7)</u>	I	By Spouse <u>(4)</u>	
Class A Common Stock	05/12/2015		A	<u>85,714</u> ⁽¹⁾	A	\$ 0	85,714 <u>(7)</u>	I	By Comstock Development Services, LLC <u>(3)</u>	
Class A Common Stock							2,142 <u>(7)</u>	I	Custodian for Nicholas Schar Clemente	
Class A Common Stock							2,142 <u>(7)</u>	I	Custodian for Michael Douglas Schar Clemente	
Class A Common Stock							2,142 <u>(7)</u>	I	Custodian for Dylan Schar Clemente	
Class A Common Stock							2,142 <u>(7)</u>	I	Custodian for Noah Fitzgerald Schar Clemente	
Class A Common Stock							2,142 <u>(7)</u>	I	Custodian for Mary Madeline Schar Clemente	
Class A Common Stock							2,142 <u>(7)</u>	I	Custodian for Haley Schar Clemente	
Class A Common Stock							9,904 <u>(7)</u>	I	By FR 54, LLC	
Class A Common Stock							124,465 <u>(7)</u>	I	By Stonehenge Funding, LC	
Class B Common							195,250 <u>(7)</u>	I	By FR 54, LLC	

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Stock

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 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)
					(A)	(D)	Date Exercisable	Expiration Date	
Employee Stock Option (right to buy)	\$ 7.63	12/11/2014	<u>(2)</u>	A	3,572		<u>(2)</u>	12/11/2024	Class A Common Stock
A warrant to purchase Class A Common Stock	\$ 1.76	08/15/2016	<u>(9)</u>	A	150,000 <u>(9)</u>		02/15/2017	08/15/2026	Class A Common Stock
A warrant to purchase Class A Common Stock	\$ 0	03/14/2015		<u>J(8)</u>		3,571	<u>(8)</u>	03/14/2015	Class A Common Stock
A warrant to purchase Class A Common Stock	\$ 0	03/12/2015		<u>J(8)</u>		7,857	<u>(8)</u>	03/12/2015	Class A Common Stock
A warrant to purchase Class A Common Stock	\$ 7.63	01/12/2015		A	5,000 <u>(1)</u>		07/11/2015	01/12/2015	Class A Common Stock

