

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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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 *
PINCUS ROBERT P

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)
11/14/2014

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 | 05/12/2015 | | A | | 2,857 (2) A \$ 0 17,729 (3) (5) | D | |
| Class A Common Stock | 03/15/2017 | | A | | 2,419 (1) A \$ 0 20,148 (5) | D | |
| Class A Common Stock | 04/06/2017 | | P | | 11,000 A \$ 1 31,148 (5) | D | |
| Class A | | | | | 1,382 (5) | I | RLR |

Common
Stock

Investment
Management
LLC ⁽⁴⁾

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| A warrant to purchase Class A Common Stock | \$ 7.53 | 11/12/2014 | | A | 892 <u>(6)</u> | 05/12/2015 11/12/2024 | Class A Common Stock | 892 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PINCUS ROBERT P
1886 METRO CENTER DRIVE, 4TH FLOOR X
RESTON, VA 20190

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) These shares were granted for services provided in 2017.

(2) These shares were issued in connection with the Comstock Growth Fund Private Placement offering.

(3) Includes 1,976 shares of Class A Common Stock representing acquisitions in a prior year inadvertently omitted from previous filings.

(4) These securities are owned directly by RLR Investment Management, LLC ("RLR"). Mr. Pincus is the sole manager of RLR and as such has the power to direct the vote and to direct the disposition of investments owned by RLR. Mr. Pincus, his spouse, and LMP 2005 Trust, a trust established for the benefit of Mr. Pincus's minor son, are the remaining members of RLR. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(5) 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.

(6) These warrants were issued in connection with the Comstock Growth Fund Private Placement offering.

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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