

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 \*  
 Thompson Jubal R

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)  
 12/15/2014

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Secretary

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	03/31/2015	03/31/2015	F		\$ 1,150 6.44	56,579 <sup>(4)</sup> <sup>(5)</sup>	D
Class A Common Stock	03/31/2016	03/31/2016	F		\$ 1,371 1.79	55,208 <sup>(5)</sup>	D
Class A Common Stock	03/06/2017		A		65,000 <sup>(1)</sup> \$ 0	120,208 <sup>(5)</sup>	D
Class A Common Stock	04/06/2017		P		24,998 \$ 1	145,206 <sup>(5)</sup>	D

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Common  
Stock

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.97					02/12/2010	02/12/2020	Class A Common Stock	35,714
Employee Stock Option (right to buy)	\$ 7					12/15/2011	12/31/2017	Class A Common Stock	14,285
Employee Stock Option (right to buy)	\$ 13.23					<u>(3)</u>	12/13/2023	Class A Common Stock	10,714
Employee Stock Option (right to buy)	\$ 7.63	12/11/2014		A	3,572	<u>(2)</u>	12/11/2024	Class A Common Stock	3,572
Employee Stock Option (right to buy)	\$ 2.14	03/06/2017		A	32,500	<u>(6)</u>	03/06/2027	Class A Common Stock	32,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Jubal R 1886 METRO CENTER DRIVE, 4TH FLOOR RESTON, VA 20190				Secretary

## 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) The options vest in four annual equal installments commencing in December 2015.
- (3) The options vest in four annual equal installments commencing in December 2014.
- (4) Includes 21 shares of Class A Common Stock representing disposals in a prior year inadvertently omitted from previous filings.
- (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) The options vest in four annual equal installments commencing in March 2018.

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.