

Comstock Holding Companies, Inc.

Form 3

April 10, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Conover Christopher L
(Last) (First) (Middle)

1886 METRO CENTER DRIVE,
4TH FLOOR

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
12/09/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chief Financial Officer

5. 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

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class A Common Stock

5,085 ⁽¹⁾

D A

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	12/13/2023	Class A Common Stock	3,572 (2) \$ 13.23		D	Â
Employee Stock Option (right to buy)	Â (3)	12/11/2024	Class A Common Stock	1,428 (3) \$ 7.63		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conover Christopher L 1886 METRO CENTER DRIVE, 4TH FLOOR RESTON, VA 20190	Â	Â	Â Chief Financial Officer	Â

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 5(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 31, 2013, and vest in four equal installments commencing in March 2014.

(2) The options vest in four annual equal installments commencing in December 2014.

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

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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