

Tricon Capital Group Inc.  
Form 4  
November 16, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TCN/TNHC LP

(Last) (First) (Middle)

1067 YONGE STREET

(Street)

TORONTO, A6 M4W2L2

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
New Home Co Inc. [NWHM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/14/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

See "Remarks"below.

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/14/2017                              |                                                             | S <sup>(1)</sup>                     | 25,183 D                                                                | \$<br>11.38<br>(2)<br>1,794,416                                                                                    | D <sup>(3)</sup>                                                     |                                                                   |
| Common<br>Stock                       | 11/15/2017                              |                                                             | S <sup>(1)</sup>                     | 31,579 D                                                                | \$<br>11.33<br>(4)<br>1,762,837                                                                                    | D <sup>(3)</sup>                                                     |                                                                   |
| Common<br>Stock                       | 11/16/2017                              |                                                             | S <sup>(1)</sup>                     | 14,622 D                                                                | \$<br>11.44<br>(5)<br>1,748,215                                                                                    | D <sup>(3)</sup>                                                     |                                                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships                    |
|------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                | Director 10% Owner Officer Other |
| TCN/TNHC LP<br>1067 YONGE STREET<br>TORONTO, A6 M4W2L2                                         | See "Remarks"below.              |
| TCN/TNHC GP LLC<br>1067 YONGE STREET<br>TORONTO, A6 M4W2L2                                     | X                                |
| TRICON HOUSING PARTNERS US II EQUITY<br>HOLDINGS LP<br>1067 YONGE STREET<br>TORONTO, A6 M4W2L2 | X                                |
| TRICON HOUSING PARTNERS US II GP LLC<br>1067 YONGE STREET<br>TORONTO, A6 M4W2L2                | X                                |
| TRICON USA INC.<br>1067 YONGE STREET<br>TORONTO, A6 M4W2L2                                     | See "Remarks" below.             |
| TRICON HOLDINGS USA LLC<br>1067 YONGE STREET<br>TORONTO, A6 M4W2L2                             | See Remarks                      |

See remarks

See remarks

See remarks

## Signatures

11/16/2017

Date \_\_\_\_\_

11/16/2017

Date \_\_\_\_\_

11/16/2017

Date \_\_\_\_\_

11/16/2017

Date \_\_\_\_\_

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11/16/2017

Date \_\_\_\_\_

11/16/2017

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 sales reported on this line were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person on August 24, 2017.

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- (2) The price reported in Column 4 is a weighted average price. The shares were disposed of in multiple transactions at prices ranging from \$11.23 to \$11.50, inclusive. TCN/TNHC LP undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this footnote.

- (3) The shares are held directly by TCN/TNHC LP, whose general partner is TCN/TNHC GP LLC, a Delaware limited liability company, whose sole member is Tricon Housing Partners US II Equity Holdings LP, a Delaware limited partnership, whose general partner is Tricon Housing Partners US II GP LLC, a Delaware limited liability company, whose sole member is Tricon USA Inc., a Delaware corporation, whose sole shareholder is Tricon Holdings USA LLC, a Delaware limited liability company, whose sole member is Tricon US Topco LLC, a Delaware limited liability company, whose sole member is Tricon Holdings Canada Inc., an Ontario corporation, whose sole shareholder is Tricon Capital Group Inc., an Ontario corporation. As a result, each of the foregoing entities (other than TCN/TNHC LP which holds the shares directly) is an indirect beneficial owner of the reported securities.

- (4) The price reported in Column 4 is a weighted average price. The shares were disposed of in multiple transactions at prices ranging from \$11.00 to \$11.52, inclusive. TCN/TNHC LP undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this footnote.

- (5) The price reported in Column 4 is a weighted average price. The shares were disposed of in multiple transactions at prices ranging from \$11.30 to \$11.56, inclusive. TCN/TNHC LP undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this footnote.

### Remarks:

TCN/TNHC LP is a party to an Investor Rights Agreement with Joseph Davis, H. Lawrence Webb, Wayne Stelmar, Thomas F. entity-parties thereto have the right to designate directors for nomination and each of the Group Members has agreed to vote in

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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