

COMSTOCK HOLDING COMPANIES, INC.

Reported by
SQUERI JOSEPH M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/10/17 for the Period Ending 04/02/14

Address	1886 METRO CENTER DRIVE SUITE 410 RESTON, VA 20190
Telephone	703-883-1700
CIK	0001299969
Symbol	CHCI
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
SQUERI JOSEPH M			Comstock Holding Companies, Inc. [CHCI]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
1886 METRO CENTER DRIVE, 4TH FLOOR			4/2/2014					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
RESTON, VA 20190						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)						<input type="checkbox"/> Form filed by More than One Reporting Person		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/31/2014	3/31/2014	F		1441	D	\$11.27	44192 (4)	D	
Class A Common Stock	3/31/2015	3/31/2015	F		1264	D	\$6.44	42928 (4)	D	
Class A Common Stock	5/12/2015		A		11428 (2)	A	\$0.00	54356 (4)	D	
Class A Common Stock	12/16/2015	12/16/2015	J		3571 (5)	D	\$0.00	50785 (4)	D	
Class A Common Stock	3/6/2017	3/6/2017	A		50000 (1)	A	\$0.00	100785 (4)	D	
Class A Common Stock	4/6/2017		P		54605	A	\$1.00	155390 (4)	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$11.83							8/18/2010	8/18/2020	Class A Common Stock	14285		14285 (4)	D	
Employee Stock Option (right to buy)	\$7.56							8/26/2015	8/31/2021	Class A Common Stock	14285		14285 (4)	D	
Employee Stock Option (right to buy)	\$13.23							12/15/2015	12/13/2023	Class A Common Stock	10716		10716 (4)	D	
Employee Stock Option (right to buy)	\$7.63	12/11/2014	(7)	A		3572		12/15/2015	12/11/2024	Class A Common Stock	3572	\$0.00	3572 (4)	D	
A warrant to purchase Class A Common Stock	\$7.30	12/18/2014		A		7142 (3)		6/18/2015	12/18/2024	Class A Common Stock	7142	\$0.00	7142 (4)	D	
Employee Stock Option (right to buy)	\$7.63	12/16/2015	12/16/2015	J (5)		2679		(5)	(5)	Class A Common Stock	2679	\$0.00	893 (4)	D	
Employee Stock Option (right to buy)	\$13.23	12/16/2015	12/16/2015	J (5)		8037		(5)	(5)	Class A Common Stock	8037	\$0.00	2679 (4)	D	
Employee Stock Option (right to buy)	\$2.14	3/6/2017	(6)	A		32500		(6)	3/6/2027	Class A Common Stock	32500	\$0.00	32500 (4)	D	

Explanation of Responses:

- (1) The stock awards were granted on March 6, 2017, and vest in four equal installments commencing in March 2018.
- (2) These shares were issued in connection with the Comstock Growth Fund Private Placement offering.
- (3) These warrants were issued in connection with the Comstock Growth Fund Private Placement offering.
- (4) 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.
- (5) Represents unvested options/restricted shares at the time of the Officer's termination of employment.
- (6) The options vest in four annual equal installments commencing in March 2018.
- (7) The options vest in four annual equal installments commencing in December 2015.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SQUERI JOSEPH M 1886 METRO CENTER DRIVE, 4TH FLOOR RESTON, VA 20190	X			

Signatures

/s/ Jubal Thompson, by power of attorney

4/10/2017

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.