

# COMSTOCK HOLDING COMPANIES, INC.

Reported by  
**PINCUS ROBERT P**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/10/17 for the Period Ending 11/14/14

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

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## 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)	
PINCUS ROBERT P		Comstock Holding Companies, Inc. [CHCI]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
1886 METRO CENTER DRIVE, 4TH FLOOR		11/14/2014			
(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 <input type="checkbox"/> 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. 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	5/12/2015		A		2857 (2)	A	\$0.00	17729 (3)(5)	D	
Class A Common Stock	3/15/2017		A		2419 (1)	A	\$0.00	20148 (5)	D	
Class A Common Stock	4/6/2017		P		11000	A	\$1.00	31148 (5)	D	
Class A Common Stock								1382 (5)	I	RLR Investment Management LLC (4)

**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				
A warrant to purchase Class A Common Stock	\$7.53	11/12/2014		A		892 (6)		5/12/2015	11/12/2024	Class A Common Stock	892	\$0.00	892	D	

**Explanation of Responses:**

- These shares were granted for services provided in 2017.
- These shares were issued in connection with the Comstock Growth Fund Private Placement offering.
- Includes 1,976 shares of Class A Common Stock representing acquisitions in a prior year inadvertently omitted from previous filings.
- 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.
- 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.
- These warrants were issued in connection with the Comstock Growth Fund Private Placement offering.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

<b>PINCUS ROBERT P</b> <b>1886 METRO CENTER DRIVE, 4TH FLOOR</b> <b>RESTON, VA 20190</b>	<b>X</b>			
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**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.

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