

New Home Co Inc.
Form SC 13G/A
February 14, 2019

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed
Pursuant to § 240.13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 4)*

The New Home Company Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

645370107

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to
*the subject class of securities, and for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section
18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but
shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 645370107

1 NAMES OF REPORTING PERSONS

H. Lawrence Webb

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) ☒ (b) ☐

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

1,006,574 ⁽¹⁾

SHARED VOTING POWER

5,877,672 ⁽²⁾

SOLE DISPOSITIVE POWER

1,006,574 ⁽¹⁾

8 SHARED DISPOSITIVE POWER

23,364 ⁽³⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,029,938 ⁽³⁾⁽⁴⁾

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) ☒

11 PERCENT OF CLASS REPRESENTED BY

AMOUNT IN ROW (9)

5.1% ⁽⁵⁾

TYPE OF REPORTING

12 PERSON (see instructions)
IN

- (1) Consists of 722,904 shares of common stock, par value \$0.01 per share, of the Issuer ("Common Stock") held as of the date hereof by Mr. Webb, 227,273 stock options that vested on 1/30/17 that Mr. Webb has the right to exercise, and 56,397 restricted stock units which will vest, and Mr. Webb will have the right to acquire, within 60 days of this filing.

- (2) Consists of the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons (as defined in this Schedule 13G) and the Separately Filing Group Member (as defined in this Schedule 13G), without duplication. The Reporting Persons have entered into certain agreements with the Separately Filing Group Member that provide for, among other things, director nomination rights and voting agreements with respect to the Common Stock held thereby. As a result, the Reporting Persons and the Separately Filing Group Member may be deemed to be members of a "group," within the meaning of Section 13(d)(3) of the Act. Mr. Webb disclaims beneficial ownership of the shares held by the Separately Filing Group Member except to the extent of any pecuniary interest therein. Mr. Webb may also be deemed to have shared voting power over 10,184 shares of common stock, par value \$0.01 per share, of the Issuer held as of the filing date by Joan Marcus Webb, 5,525 stock options that Ms. Marcus Webb has the right to exercise, and 7,655 restricted stock units that will vest, and Ms. Marcus Webb will have the right to acquire within 60 days of this filing, because Mr. and Mrs. Webb are married. Mr. Webb disclaims beneficial ownership of the shares held by Ms. Marcus Webb except to the extent of any pecuniary interest therein.

- (3) Mr. Webb may be deemed to have shared voting and dispositive power over 10,184 shares of common stock, par value \$0.01 per share, of the Issuer held as of the filing date by Joan Marcus Webb, 5,525 stock options that Ms. Marcus Webb has the right to exercise, and 7,655 restricted stock units that will vest, and Ms. Marcus Webb will have the right to acquire within 60 days of this filing, because Mr. and Mrs. Webb are married. Mr. Webb disclaims beneficial ownership of the shares held by Ms. Marcus Webb except to the extent of any pecuniary interest therein.

- (4) Excludes shares directly or indirectly held by the other Reporting Persons and Separately Filing Group Member.

- (5) Based on: (i) 20,438,409 shares of Common Stock issued and outstanding as of October 29, 2018, as reported by Issuer in its most recent Form 10-Q filed October 31, 2018, less (ii) 531,418 shares of common stock repurchased and retired by the Issuer following the date of the Issuer's most recent Form 10-Q through the filing date, plus (iii) 227,273 stock options Mr. Webb has the right to exercise, plus (iv) 56,397 restricted stock units which will vest, and Mr. Webb will have the right to acquire, within 60 days of this filing, plus (v) 5,525 stock options Ms. Marcus Webb has the right to exercise, plus (vi) 7,655 restricted stock units which will vest, and Ms. Marcus Webb will have the right to acquire within 60 days of this filing for a total of 20,203,841 shares of Common Stock outstanding.

CUSIP No.:

645370107

1 NAMES OF REPORTING
PERSONS

Wayne Stelmar

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP
(see instructions)

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE
OF ORGANIZATION

United States

5 SOLE
VOTING
POWER

NUMBER
OF
SHARES 6
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON

973,261 ⁽¹⁾

SHARED
VOTING
POWER

5,877,672 ⁽²⁾

SOLE
DISPOSITIVE
POWER

WITH:
8

973,261 ⁽¹⁾

SHARED
DISPOSITIVE
POWER

9 0
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

10 973,261 ⁽⁴⁾
CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES (see
instructions) ☒

PERCENT OF CLASS
 REPRESENTED BY
 11 AMOUNT IN ROW (9)
 4.8% ⁽³⁾
 TYPE OF REPORTING
 12 PERSON (see instructions)
 IN

(1) Consists of 721,672 shares of the Common Stock held as of the date hereof by the W and L Stelmar Trust Dated 5/26/06, of which Mr. Stelmar is a trustee (the "Stelmar Trust"), 55,443 shares of Common Stock held directly by Mr. Stelmar, 181,818 stock options that Mr. Stelmar has the right to exercise, and 14,328 restricted stock units which will vest and Mr. Stelmar will have the right to acquire within 60 days of this filing.

(2) Consists of the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons and the Separately Filing Group Member, without duplication. The Reporting Persons have entered into certain agreements with the Separately Filing Group Member that provide for, among other things, director nomination rights and voting agreements with respect to the Common Stock held thereby. As a result, the Reporting Persons and the Separately Filing Group Member may be deemed to be members of a "group," within the meaning of Section 13(d)(3) of the Act. Each of Mr. Stelmar and the Stelmar Trust disclaims beneficial ownership of the shares held by the Separately Filing Group Member except to the extent of any pecuniary interest therein.

(3) Based on: (i) 20,438,409 shares of Common Stock issued and outstanding as of October 29, 2018, as reported by Issuer in its most recent Form 10-Q filed October 31, 2018, less (ii) 531,418 shares of common stock repurchased and retired by the Issuer following the date of the Issuer's most recent Form 10-Q through the filing date, plus (iii) 181,818 stock options Mr. Stelmar has the right to exercise, plus (iv) 14,328 restricted stock units which will vest, and Mr. Stelmar will have the right to acquire, within 60 days of this filing for a total of 20,103,137 shares of Common Stock outstanding.

(4) Excludes shares directly or indirectly held by the other Reporting Persons and Separately Filing Group Member.

CUSIP No.:

645370107

1 NAMES OF REPORTING
PERSONS

Joseph D. Davis

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP

(see instructions)

(a) x (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE
OF ORGANIZATION

United States

5 SOLE
VOTING
POWER

NUMBER
OF
SHARES 6
BENEFICIALLY
OWNED

732,385 ⁽¹⁾

SHARED
VOTING
POWER

BY
EACH
REPORTING
PERSON

5,877,672 ⁽²⁾

SOLE
DISPOSITIVE
POWER

WITH:

732,385 ⁽¹⁾

8 SHARED
DISPOSITIVE
POWER

0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

10 732,385 ⁽⁴⁾
CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES (see
instructions) x

PERCENT OF CLASS

REPRESENTED BY

11 AMOUNT IN ROW (9)

3.6% ⁽³⁾

TYPE OF REPORTING

12 PERSON (see instructions)

IN

(1) Consists of 515,441 shares of the Common Stock held as of the date hereof by the Joseph and Terri Davis Family Trust Under Declaration of Trust Executed on August 23, 1999, of which Mr. Davis is a trustee (the "Davis Trust"), 35,126 shares of common sock held directly by Mr. Davis, and 181,818 stock options Mr. Davis has the right to exercise.

(2) Consists of the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons and the Separately Filing Group Member, without duplication. The Reporting Persons have entered into certain agreements with the Separately Filing Group Member that provide for, among other things, director nomination rights and voting agreements with respect to the Common Stock held thereby. As a result, the Reporting Persons and the Separately Filing Group Member may be deemed to be members of a "group," within the meaning of Section 13(d)(3) of the Act. Each of Mr. Davis and the Davis Trust disclaims beneficial ownership of the shares held by the Separately Filing Group Member except to the extent of any pecuniary interest therein.

(3) Based on: (i) 20,438,409 shares of Common Stock issued and outstanding as of October 29, 2018, as reported by Issuer in its most recent Form 10-Q filed October 31, 2018, less (ii) 531,418 shares of common stock repurchased and retired by the Issuer following the date of the Issuer's most recent Form 10-Q through the filing date, plus (iii) 181,818 stock options Mr. Davis has the right to exercise, for a total of 20,088,809 shares of Common Stock outstanding.

(4) Excludes shares directly or indirectly held by the other Reporting Persons and Separately Filing Group Member.

CUSIP No.: 645370107

1 NAMES OF REPORTING
PERSONS

Thomas Redwitz

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP
(see instructions)
(a) x (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE
OF ORGANIZATION
United States

5 SOLE
VOTING
POWER

NUMBER
OF
SHARES 6
BENEFICIALLY

710,240 ⁽¹⁾
SHARED
VOTING
POWER

OWNED
BY
EACH
REPORTING
PERSON
WITH:

5,877,672 ⁽²⁾
SOLE
DISPOSITIVE
POWER

8 710,240 ⁽¹⁾
SHARED
DISPOSITIVE
POWER

9 0
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

10 710,240 ⁽⁴⁾
CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES (see
instructions) x

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

3.5% ⁽³⁾

TYPE OF REPORTING

PERSON (see instructions)

12

IN

(1) Consists of 443,322 shares of the Common Stock held as of the date hereof by the Redwitz Family Trust Dated April 23, 1999, of which Mr. Redwitz is a trustee (the "Redwitz Trust"), 50,202 shares of Common Stock held directly by Mr. Redwitz, 181,818 stock options Mr. Redwitz has the right to exercise, and 34,898 restricted stock units which will vest, and Mr. Redwitz will have the right to acquire, within 60 days of this filing.

(2) Consists of the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons and the Separately Filing Group Member, without duplication. The Reporting Persons have entered into certain agreements with the Separately Filing Group Member that provide for, among other things, director nomination rights and voting agreements with respect to the Common Stock held thereby. As a result, the Reporting Persons and the Separately Filing Group Member may be deemed to be members of a "group," within the meaning of Section 13(d)(3) of the Act. Each of Mr. Redwitz and the Redwitz Trust disclaims beneficial ownership of the shares held by the Separately Filing Group Member except to the extent of any pecuniary interest therein.

(3) Based on: (i) 20,438,409 shares of Common Stock issued and outstanding as of October 29, 2018, as reported by Issuer in its most recent Form 10-Q filed October 31, 2018, less (ii) 531,418 shares of common stock repurchased and retired by the Issuer following the date of the Issuer's most recent Form 10-Q through the filing date, plus (iii) 181,818 stock options Mr. Redwitz has the right to exercise, plus (iv) 34,898 restricted stock units which will vest, and Mr. Redwitz will have the right to acquire, within 60 days of this filing for a total of 20,123,707 shares of Common Stock outstanding.

(4) Excludes shares directly or indirectly held by the other Reporting Persons and Separately Filing Group Member.

CUSIP No.:
645370107

Item 1 (a). Name
of
Issuer:
The
New
Home
Company
Inc.

Item 1 (b). Address
of
Issuer's
Principal
Executive
Offices:
85
Enterprise,
Suite
450
Aliso
Viejo,
California
92656

Item 2 (a). Name
of
Person(s)
Filing:
H. Lawrence
Webb;
Wayne
Stelmar;
Joseph D.
Davis; and
Thomas
Redwitz
(collectively,
the "Reporting
Persons")

Item 2 (b). Address of
Principal
Business
Office or, if

none,
Residence:
Principal
business
office
for
the
Reporting
Persons:
85
Enterprise,
Suite
450
Aliso
Viejo,
California
92656

Item 2 (c). Citizenship:
H. United
Lawrence States of
Webb America
United
Wayne States of
Stelmar America
Joseph United
D. States of
Davis America
Thomas United
Redwitz States of
America

Item 2 (d). Title
of
Class
of
Securities:
Common
Stock, \$0.01
par value per
share (the
"Common
Stock")

Item 2 (e). CUSIP
Number:
645370107

Item 3. Not
Applicable.

Ownership:

Reference is made to
Items 5-9 and 11 and
the footnotes thereto
on the cover pages
to this Schedule
13G, which are
incorporated by
reference herein.

The number of
shares of Common
Stock beneficially
owned by the

Item 4. Separately Filing
Group Member is
based solely on the
information
contained in the
filing made by the
Separate Filing
Member on or
around the date
hereof to report its
beneficial ownership
of shares of
Common Stock
within the meaning
of Rule 13d-3.

Ownership of Five

Item 5. Percent or Less of a
Class:
Not applicable.

Ownership of More
than Five Percent on
Behalf of Another
Person:

Item 6. Not applicable.

Identification
and
Classification
of the
Subsidiary
which
Item 7. Acquired the
Security Being
Reported on
by the Parent
Holding
Company or
Control
Person:
Not
applicable.

Identification
and
Classification
of
Item 8. Members
of
the
Group:
The
Reporting
Persons
may
be
deemed
to
be
members
of a
“group,”
within
the
meaning
of
Section
13(d)(3)
of
the
Act,
comprised
of
the
Reporting

Persons
and
the
other
persons
referred
to
on
Exhibit
B attached
to
this
Schedule
13G
(the
“Separately
Filing
Group
Member”).
It is
the
understanding
of
the
Reporting
Persons
that
the
Separately
Filing
Group
Member
will
or
have
filed
separate
reports
to
report
its
beneficial
ownership
of
shares
of
Common
Stock.

Item 9. Notice
of

Dissolution
of
Group:
See
Exhibit
C.

Item 10. Certification:
Not
applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

By: /s/ H. Lawrence Webb
H. Lawrence Webb, an individual

By: /s/ Wayne Stelmar
Wayne Stelmar, an individual

By: /s/ Joseph D. Davis
Joseph D. Davis, an individual

By: /s/ Thomas Redwitz
Thomas Redwitz, an individual

EXHIBIT A

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Common Stock of The New Home Company Inc. may be filed in a single statement on behalf of each of such persons.

Dated this 14th day of February, 2019

By: /s/ H. Lawrence Webb
H. Lawrence Webb, an individual

By: /s/ Wayne Stelmar
Wayne Stelmar, an individual

By: /s/ Joseph D. Davis
Joseph D. Davis, an individual

By: /s/ Thomas Redwitz
Thomas Redwitz, an individual

EXHIBIT B

Separately Filing Group Member

IHP Capital Partners VI, LLC, a Delaware limited liability company

EXHIBIT C

Dissolution of a Group as to Watt/TNHC, LLC and TCN/TNHC LP

As noted in the original Schedule 13G/A and its subsequent amendments, the Separate Filing Group Members formerly included IHP Capital Partners VI, LLC (“IHP”), Watt/TNHC, LLC (“Watt”), TCN/TNHC LP (“Tricon”) (collectively, the “Institutional Investors”). Such Separate Filing Group Members together with the Reporting Persons may have been deemed to be members of a “group,” within the meaning of Section 13(d)(3) of the Act. On May 22, 2018, The New Home Company Inc. (the “Company”), the Institutional Investors and the Reporting Persons (in their individual capacities and as successors in interest to TNHC Partners LLC), entered into Amendment No. 1 (the “Amendment”) to that certain Investor Rights Agreement, dated as of February 5, 2014 (the “Investor Rights Agreement”). As a result of the Amendment, the Investor Rights Agreement was terminated effective May 22, 2018 as to each of Watt and Tricon. As a result, among other things, as of May 22, 2018, Watt and Tricon are no longer bound by the voting obligations set forth in the Investor Rights Agreement and, as such date, Watt and Tricon, are no longer filing as a “group,” within the meaning of Section 13(d)(3) of the Act with the Reporting Persons or IHP. All further filings with respect to transactions in the security reported on will be filed, if required, by Watt and/or Tricon, in their individual capacity.