

Comstock Holding Companies, Inc.  
 Form 5  
 April 04, 2014

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Clemente Christopher

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman and CEO

1886 METRO CENTER DRIVE,  
 FOURTH FLOOR

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

RESTON, VA 20190

Form Filed by One Reporting Person  
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br><br>(A)<br>or<br>(D) Amount Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|--|--|---|
| Class A Common Stock            | 04/22/2013                           |  | G                              | 10,000 D \$ 0  | 1,862,127 D  |  |   |
| Class A Common Stock            | 04/22/2013                           |  | G                              | 20,000 D \$ 0  | 1,842,127 D  |  |   |
| Class A Common                  | 12/31/2013                           |  | G                              | 55,000 D \$ 0  | 1,787,127 D  |  |   |

Edgar Filing: Comstock Holding Companies, Inc. - Form 5

| Stock                |            |   |    |        |   |      |                                 |   |   |
|----------------------|------------|---|----|--------|---|------|---------------------------------|---|---|
| Class A Common Stock | 12/31/2013 | Â | F4 | 24,825 | D | \$ 2 | <u>1,732,312</u> <sup>(2)</sup> | D | Â   |
| Class A Common Stock | 12/31/2013 | Â | G  | 5,000  | A | \$ 0 | 15,000                          | I | Custodian for Nicholas Schar Clemente <u>(1)</u>        |
| Class A Common Stock | 12/31/2013 | Â | G  | 5,000  | A | \$ 0 | 15,000                          | I | Custodian for Michael Douglas Schar Clemente <u>(1)</u> |
| Class A Common Stock | 12/31/2013 | Â | G  | 5,000  | A | \$ 0 | 15,000                          | I | Custodian for Dylan Schar Clemente <u>(1)</u>           |
| Class A Common Stock | 12/31/2013 | Â | G  | 5,000  | A | \$ 0 | 15,000                          | I | Custodian for Noah Fitzgerald Schar Clemente <u>(1)</u> |
| Class A Common Stock | 12/31/2013 | Â | G  | 5,000  | A | \$ 0 | 15,000                          | I | Custodian for Mary Madeline Schar Clemente <u>(1)</u>   |
| Class A Common Stock | 12/31/2013 | Â | G  | 5,000  | A | \$ 0 | 15,000                          | I | Custodian for Haley Schar Clemente <u>(1)</u>           |

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 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative    2. Conversion    3. Transaction Date (Month/Day/Year)    3A. Deemed Execution Date, if    4. Transaction    5. Number    6. Date Exercisable and Expiration Date    7. Title and Amount of    8. Price of Derivative    9. of

Edgar Filing: Comstock Holding Companies, Inc. - Form 5

| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | D     |                            |
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|----------------------------|
|                     |  |                      |                 |   | (A) (D)          | Date Exercisable                       | Expiration Date     | Title | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Clemente Christopher<br>1886 METRO CENTER DRIVE, FOURTH FLOOR<br>RESTON, VA 20190 | X             | X         | Chairman and CEO | X     |

## Signatures

/s/ Jubal Thompson, by power of attorney  
 Date: 04/04/2014

Signature of Reporting Person: \_\_\_\_\_ 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 reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admissions that the Reporting Person is the beneficial owner of theses shares for section 16 or for any other purpose.
- (2) Includes 29,990 shares of Class A Common Stock representing disposal in the form of grant in prior year inadvertently omitted from previous filings.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.