

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

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

1,006,574 <sup>(1)</sup>  
SHARED VOTING POWER

5,877,672 <sup>(2)</sup>  
SOLE DISPOSITIVE POWER

1,006,574 <sup>(1)</sup>  
SHARED DISPOSITIVE POWER

8

9 23,364 <sup>(3)</sup>  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,029,938 <sup>(3)(4)</sup>

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% <sup>(5)</sup>

TYPE OF REPORTING

12 PERSON (see instructions)  
IN

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(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.

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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 6 973,261 <sup>(1)</sup>  
BENEFICIALLY OWNED BY EACH REPORTING PERSON  
WITH: 5,877,672 <sup>(2)</sup>  
SOLE DISPOSITIVE  
POWER

8 973,261 <sup>(1)</sup>  
SHARED  
DISPOSITIVE  
POWER

9 0  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

10 973,261 <sup>(4)</sup>  
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% <sup>(3)</sup>  
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.

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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)  (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:

732,385 <sup>(1)</sup>

SHARED VOTING POWER

6 OWNED BY EACH REPORTING PERSON WITH:

5,877,672 <sup>(2)</sup>

SOLE DISPOSITIVE POWER

8 732,385 <sup>(1)</sup> SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

732,385 <sup>(4)</sup>

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

PERCENT OF CLASS  
REPRESENTED BY  
11 AMOUNT IN ROW (9)  
  
3.6% <sup>(3)</sup>  
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.

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CUSIP No.: 645370107

1 NAMES OF REPORTING  
PERSONS

Thomas Redwitz

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

710,240 <sup>(1)</sup>  
SHARED  
VOTING  
POWER

BY EACH  
REPORTING  
PERSON

5,877,672 <sup>(2)</sup>  
SOLE  
DISPOSITIVE  
POWER

WITH:

8 710,240 <sup>(1)</sup>  
SHARED  
DISPOSITIVE  
POWER

9 0  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

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

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

3.5% <sup>(3)</sup>

TYPE OF REPORTING

12 PERSON (see instructions)

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.

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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

Item 6. Behalf of Another Person:

Not applicable.

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

Item 8. Identification and Classification of 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.

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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

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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.