

American Homes 4 Rent
Form 3
March 24, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|---|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â BENHAM DOUGLAS N</p> <p>(Last) (First) (Middle)</p> <p>C/O AMERICAN HOMES 4 RENT,Â 30601 AGOURA ROAD, SUITE 200</p> <p>(Street)</p> <p>AGOURA HILLS,Â CAÂ 91301</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/23/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>American Homes 4 Rent [AMH]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Shares | 16,707 | D | Â |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: American Homes 4 Rent - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|------------------|-----------------------|----------------------------|-------------------|---------------------------------------|---|
| Class A Units ⁽¹⁾ | Â ⁽¹⁾ | Â ⁽¹⁾ | Class A Common Shares | 12,208 | \$ ⁽²⁾ | D | Â |
| Employee Stock Option (right to buy) | 03/23/2017 ⁽³⁾ | 03/23/2026 | Class A Common Shares | 10,000 | \$ 15.26 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BENHAM DOUGLAS N C/O AMERICAN HOMES 4 RENT 30601 AGOURA ROAD, SUITE 200 AGOURA HILLS, CA 91301 | Â X | Â | Â | Â |

Signatures

/s/ Stephanie Heim,
attorney-in-fact

03/24/2016

 **Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Class A Units of American Homes 4 Rent, L.P. (AMH OP) the operating partnership of American Homes 4 Rent (the "Issuer"). Class A units are redeemable (subject to limitations set forth in AMH OP's partnership agreement. Class A Units do not expire.

The Class A units are redeemable at a redemption amount per unit based on the market value of the Company's Class A common shares at the time of redemption. The market value will be equal to the average of the closing trading price of the Class A common shares for the 10 trading days before the date of receipt of the redemption notice. The Company may elect in its sole discretion whether to redeem the Class A units in cash or Class A common shares equal to the number of Class A units offered for redemption.
- (2) Options become exercisable in four equal annual installments beginning on the "Date Exercisable" indicated.

Note: File three copies of this Form, one of which must be manually signed. If space 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.