(City)

FORM 4

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

(State)

(Zip)

UNITED STATES	SECURITIES	AND EXCHANGE	COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI	TATEMENT	ΓΑΤ	TEME	ENT OF	CHANC	GES IN	BENEF	ICIAL	OWNEF	SHII
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPR	OVAL						
OMB Number: 3235-							
Estimated average bure	den						
hours per response:	0.5						

	contract, instruction the purchase or s	nade pursuant to a on or written plan for ale of equity ssuer that is intended mative defense					
1. N	lame and Addres	s of Reporting Persor	1*	2. Issuer Name and Ticker or Trading Symbol		tionship of Reporting Pe	erson(s) to Issuer
Clemente Christopher				Comstock Holding Companies, Inc. [CHCI]	(Check	all applicable) Director	10% Owner
F							
(La	st)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	1	Officer (give title below)	Other (specify below)
1 ·	,		(Middle)	01/10/2025		Chairman &	ż CEO
190	00 RESION P	METRO PLAZA					
10	TH FLOOR						
1-				4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Fili	ng (Check Applicable
(Stre	eet)				Line)	Form filed by One De	notine Deser
RE	ESTON	VA	20190		~	Form filed by One Re	
						Form filed by More th Person	an One Reporting

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) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock, \$0.01 par value	01/10/2025		м		12,000	A	\$2.14	70,838	I	See footnote ⁽¹⁾
Class A Common Stock, \$0.01 par value	01/10/2025		x		5,000	A	\$8.18(2)	75,838	I	See footnote ⁽¹⁾
Class A Common Stock, \$0.01 par value	01/10/2025		s		4,443	D	\$8.18(2)	71,395	I	See footnote ⁽¹⁾
Class A Common Stock, \$0.01 par value	01/11/2025		м		1,980	A	\$0.00	73,375	I	See footnote ⁽¹⁾
Class A Common Stock, \$0.01 par value	01/11/2025		м		2,500	A	\$0.00	75,875	I	See footnote ⁽¹⁾
Class A Common Stock, \$0.01 par value	01/11/2025		м		2,730	A	\$0.00	78,605	I	See footnote ⁽¹⁾
Class A Common Stock, \$0.01 par value	01/11/2025		М		2,724	A	\$0.00	81,329	I	See footnote ⁽¹⁾
Class A Common Stock, \$0.01 par value								174,990	D	
Class A Common Stock, \$0.01 par value								684,601	I	See footnote ⁽³⁾
Class A Common Stock, \$0.01 par value								772,749	I	See footnote ⁽⁴⁾
Class A Common Stock, \$0.01 par value								924,126	I	See footnote ⁽⁵⁾
Class A Common Stock, \$0.01 par value								124,465	I	See footnote ⁽⁶⁾
Class A Common Stock, \$0.01 par value								64,676	I	See footnote ⁽⁷⁾
Class B Common Stock, \$0.01 par value								220,250	I	See footnote ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

			Table II - Deriv (e.g.,	ative puts,	Secu calls	ritie , wa	s Acq arrants	, options,	oosed of, convertil Expiration	or Bene ble secu	ficerally nucles)r	Owned			
1. Title of Derivative Stock 3) Options (Right to Buy)	2. Genversion- or Exercise Price of Der <u>\$2,14</u> /e Security	3. Transaction Date (Month/Day/Year) 01/10/2025	3A. Deemed Execution Bate, if any (Month/Day/Year)	£ .ode Transa Code (8) M	ction	of Deri Sec Acq (A) (Disp of (I	osed)) (Instr.	Date ExDetis Entero Expiration Da (Month/Day/Y 03/17/2021	isDaabdae and te	Titletle and of Securit IClass Aing Commone (IStock, ar \$0.01 par value	es J Security	8. Price of Derivative Security (Instr. 5) \$0.00	Securities Beneficially Ownŧ0.00 Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Inqirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Sec. rership Sec. r. 4) footnote ⁽¹⁾
Warrants (Right to Buy)	\$7.27 ⁽²⁾	01/10/2025		X		3, 4	and 5) 5,000	07/11/2015	01/12/2025	_Class A_ Common Stock, \$0.01 par value	5,000 Amount or	\$0.00	(Instr. 4) 0.00	I	See footnote ⁽¹⁾
Restricted Stock Units (RSUs)	(8)	01/11/2025		Code M	v	(A)	(ח) _1,980_	Date Exercisable	Expiration Date (9)	Class A Common Stock, \$0.01 par value	Number of 1,980	\$ 0.00	0.00	<u>I</u>	See footnote ^{(1)—}
Restricted Stock Units (RSUs)	(8)	01/11/2025		М			2,500	(9)	(9)	Class A Common Stock, \$0.01 par value	2,500	\$ 0.00	2,500	I	See footnote ⁽¹⁾
Restricted Stock Units (RSUs)	(8)	01/11/2025		М			2,730	(9)	(9)	Class A Common Stock, \$0.01 par value	2,730	\$ 0.00	5,458	I	See footnote ⁽¹⁾
Restricted Stock Units (RSUs)	(8)	01/11/2025		М			2,724	(9)	(9)	Class A Common Stock, \$0.01 par value	2,724	\$0.00	8,171	I	See footnote ⁽¹⁾

Explanation of Responses:

1. By the reporting person's spouse

2. The reporting person's spouse paid the exercise price on a cashless basis. The warrant strike price was \$7.27, however the cashless exercise price per the terms of the warrant agreement was calculated to be \$8.18, which is the average close price of CHCI common stock for the 20 days preceding the transaction date.

3. By FR 54, LLC, an entity controlled by the reporting person

4. By CP Real Estate Services, LC, an entity wholly owned by the reporting person

5. By Clemente Investment Management, LC, an entity controlled by the reporting person

6. By Stonehenge Funding, LC, an entity controlled by the reporting person

7. By various trusts for the benefit of the reporting person's children, of which the reporting person is currently the custodian

8. Each restricted stock unit represents a contingent right to receive one share of CHCI Class A common stock

9. Time-based restricted stock units that vest and convert into common stock evenly over a four-year period in annual installments that occur on each subsequent anniversary of the grant date Remarks:

> 01/14/2025 /s/ Christopher Clemente Date

** Signature of Reporting Person

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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