

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Clemente Christopher</u> <hr/> (Last) (First) (Middle) 1900 RESTON METRO PLAZA 10TH FLOOR <hr/> (Street) RESTON VA 20190 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Comstock Holding Companies, Inc. [ CHCI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;"><b>Chairman &amp; CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, \$0.01 par value	12/11/2024		M		3,571	A	\$7.63	184,990	D	
Class A Common Stock, \$0.01 par value								772,749	I	See footnote <sup>(1)</sup>
Class A Common Stock, \$0.01 par value								924,126	I	See footnote <sup>(2)</sup>
Class A Common Stock, \$0.01 par value								693,351	I	See footnote <sup>(3)</sup>
Class A Common Stock, \$0.01 par value								124,465	I	See footnote <sup>(4)</sup>
Class A Common Stock, \$0.01 par value								58,838	I	See footnote <sup>(5)</sup>
Class A Common Stock, \$0.01 par value								55,926	I	See footnote <sup>(6)</sup>
Class B Common Stock, \$0.01 par value								220,250	I	See footnote <sup>(3)</sup>

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$7.63	12/11/2024		M		3,571		12/11/2018 <sup>(7)</sup>	12/11/2024	Class A Common Stock, \$0.01 par value	3,571	\$0.00	0.00	D	

**Explanation of Responses:**

- By CP Real Estate Services, LC, an entity wholly owned by the reporting person
- By Clemente Investment Management, LC, an entity controlled by the reporting person
- By FR 54, LLC, an entity controlled by the reporting person
- By Stonehenge Funding, LC, an entity controlled by the reporting person
- By the reporting person's spouse
- By various trusts for the benefit of the reporting person's children, of which the reporting person is currently the custodian
- The stock options vested in four (4) equal annual installments, beginning on 12/11/2015 (the first anniversary of the grant date) and became fully vested and exercisable on this date.

**Remarks:**

/s/ Christopher Clemente

12/13/2024

\*\* Signature of Reporting Person

Date

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.

**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 Number.**