

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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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1. Name and Address of Reporting Person * <u>Thompson Jubal R</u> (Last) (First) (Middle) 1886 METRO CENTER DRIVE, 4TH FLOOR (Street) RESTON VA 20190 (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) Director 10% Owner Officer (give title below) X Other (specify below) <u>Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	03/31/2015	03/31/2015	F		1,150	D	\$6.44	56,579 ⁽⁴⁾⁽⁵⁾	D	
Class A Common Stock	03/31/2016	03/31/2016	F		1,371	D	\$1.79	55,208 ⁽⁵⁾	D	
Class A Common Stock	03/06/2017		A		65,000 ⁽¹⁾	A	\$0.00	120,208 ⁽⁵⁾	D	
Class A Common Stock	04/06/2017		P		24,998	A	\$1	145,206 ⁽⁵⁾	D	

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					
Employee Stock Option (right to buy)	\$4.97							02/12/2010	02/12/2020	Class A Common Stock		35,714	D	
Employee Stock Option (right to buy)	\$7							12/15/2011	12/31/2017	Class A Common Stock		14,285	D	
Employee Stock Option (right to buy)	\$13.23							(3)	12/13/2023	Class A Common Stock		10,714	D	
Employee Stock Option (right to buy)	\$7.63	12/11/2014		A		3,572		(2)	12/11/2024	Class A Common Stock	\$0.00	3,572 ⁽⁵⁾	D	
Employee Stock Option (right to buy)	\$2.14	03/06/2017		A		32,500		(6)	03/06/2027	Class A Common Stock	\$0.00	32,500 ⁽⁵⁾	D	

Explanation of Responses:

- The stock awards were granted on March 6, 2017, and vest in four equal installments commencing in March 2018.
- The options vest in four annual equal installments commencing in December 2015.
- The options vest in four annual equal installments commencing in December 2014.
- Includes 21 shares of Class A Common Stock representing disposals in a prior year inadvertently omitted from previous filings.
- The totals listed in Column 5 of Table I and Column 9 of Table II of this Form 5 reflect a 7-for-1 reverse stock split that occurred with respect to Comstock's common stock on September 25, 2015.
- The options vest in four annual equal installments commencing in March 2018.

Remarks:

/s/ Jubal Thompson, by power 04/10/2017

[of attorney.](#)

** 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.