

OMB APPROVAL	
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**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

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) Other (specify below) <b>Chairman &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 12/22/2023	
	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	12/22/2023		G <sup>(1)</sup>		20,000	D	\$0.00	181,419	D	
Class A Common Stock, \$0.01 par value								772,749	I	See footnote <sup>(2)</sup>
Class A Common Stock, \$0.01 par value								924,126	I	See footnote <sup>(3)</sup>
Class A Common Stock, \$0.01 par value								693,351	I	See footnote <sup>(4)</sup>
Class A Common Stock, \$0.01 par value								124,465	I	See footnote <sup>(5)</sup>
Class A Common Stock, \$0.01 par value								49,128	I	See footnote <sup>(6)</sup>
Class A Common Stock, \$0.01 par value								55,926	I	See footnote <sup>(7)</sup>
Class B Common Stock, \$0.01 par value								220,250	I	See footnote <sup>(4)</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					

**Explanation of Responses:**

- The reported transaction involves a transfer of securities by gift for which no consideration was received by the reporting person
- 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

**Remarks:**

/s/ Jubal R. Thompson,  
Attorney-in-Fact

12/27/2023

\*\* Signature of Reporting Person

Date

\* 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.**