

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>Thompson Jubal R</u>  (Last) (First) (Middle) 1900 RESTON METRO PLAZA 10TH 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>General Counsel &amp; EVP</b>
	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2018	
	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	03/06/2018		M		16,250	A	\$0.00	70,955	D	
Class A Common Stock, \$0.01 par value	03/06/2018		F		6,425	D	(I)	64,530	D	
Class A Common Stock, \$0.01 par value	03/06/2019		M		16,250	A	\$0.00	80,780	D	
Class A Common Stock, \$0.01 par value	03/06/2019		F		4,892	D	(I)	75,888	D	
Class A Common Stock, \$0.01 par value	03/06/2020		M		16,250	A	\$0.00	92,138	D	
Class A Common Stock, \$0.01 par value	03/06/2020		F		4,891	D	(I)	87,247	D	
Class A Common Stock, \$0.01 par value	01/10/2021		M		2,790	A	\$0.00	90,037	D	
Class A Common Stock, \$0.01 par value	01/10/2021		M		5,580	A	\$0.00	95,617	D	
Class A Common Stock, \$0.01 par value	01/10/2021		F		2,509	D	(I)	93,108	D	
Class A Common Stock, \$0.01 par value	02/09/2021		M		24,375	A	\$2.14	117,483	D	
Class A Common Stock, \$0.01 par value	02/09/2021		F		11,688	D	(I)	105,795	D	
Class A Common Stock, \$0.01 par value	03/06/2021		M		16,250	A	\$0.00	122,045	D	
Class A Common Stock, \$0.01 par value	03/06/2021		F		4,892	D	(I)	117,153	D	
Class A Common Stock, \$0.01 par value	01/10/2022		M		2,790	A	\$0.00	119,943	D	
Class A Common Stock, \$0.01 par value	01/10/2022		M		11,161	A	\$0.00	131,104	D	
Class A Common Stock, \$0.01 par value	01/10/2022		F		4,200	D	(I)	126,904	D	
Class A Common Stock, \$0.01 par value	01/11/2022		M		1,444	A	\$0.00	128,348	D	
Class A Common Stock, \$0.01 par value	01/11/2022		F		435	D	(I)	127,913	D	
Class A Common Stock, \$0.01 par value	01/10/2023		M		2,790	A	\$0.00	130,703	D	
Class A Common Stock, \$0.01 par value	01/10/2023		M		16,741	A	\$0.00	147,444	D	
Class A Common Stock, \$0.01 par value	01/10/2023		F		7,282	D	(I)	140,162	D	
Class A Common Stock, \$0.01 par value	01/11/2023		M		1,444	A	\$0.00	141,606	D	
Class A Common Stock, \$0.01 par value	01/11/2023		M		1,255	A	\$0.00	142,861	D	
Class A Common Stock, \$0.01 par value	01/11/2023		F		813	D	(I)	142,048	D	
Class A Common Stock, \$0.01 par value	03/15/2023		A <sup>(2)</sup>		9,945	A	\$0.00	151,993	D	
Class A Common Stock, \$0.01 par value	03/15/2023		F		3,806	D	(I)	148,187	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)
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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								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)	
			3A. Deemed Execution Date, if any (Month/Day/Year)		4. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Exercise Date and Expiration Date (Month/Day/Year)		6. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Restricted Stock Units (RSUs)	(3)	01/02/2020		A		11,160		(4)	(4)	Class A Common Stock, \$0.01 par value	11,160	\$0.00	11,160	D	
Restricted Stock Units (RSUs)	(3)	01/10/2021		M		2,790		(4)	(4)	Class A Common Stock, \$0.01 par value	2,790	\$0.00	8,370	D	
Restricted Stock Units (RSUs)	(3)	01/10/2022		M		2,790		(4)	(4)	Class A Common Stock, \$0.01 par value	2,790	\$0.00	5,580	D	
Restricted Stock Units (RSUs)	(3)	01/10/2023		M		2,790		(4)	(4)	Class A Common Stock, \$0.01 par value	2,790	\$0.00	2,790	D	
Restricted Stock Units (RSUs)	(3)	01/02/2020		A		89,286		(5)	(5)	Class A Common Stock, \$0.01 par value	89,286	\$0.00	89,286	D	
Restricted Stock Units (RSUs)	(3)	01/10/2021		M		5,580		(5)	(5)	Class A Common Stock, \$0.01 par value	5,580	\$0.00	83,706	D	
Restricted Stock Units (RSUs)	(3)	01/10/2022		M		11,161		(5)	(5)	Class A Common Stock, \$0.01 par value	11,161	\$0.00	72,745	D	
Restricted Stock Units (RSUs)	(3)	01/10/2023		M		16,741		(5)	(5)	Class A Common Stock, \$0.01 par value	16,741	\$0.00	56,004	D	
Restricted Stock Units (RSUs)	(3)	01/11/2021		A		5,775		(4)	(4)	Class A Common Stock, \$0.01 par value	5,775	\$0.00	5,775	D	
Restricted Stock Units (RSUs)	(3)	01/11/2022		M		1,444		(4)	(4)	Class A Common Stock, \$0.01 par value	1,444	\$0.00	4,331	D	
Restricted Stock Units (RSUs)	(3)	01/11/2023		M		1,444		(4)	(4)	Class A Common Stock, \$0.01 par value	1,444	\$0.00	2,887	D	
Stock Options (Right to buy)	\$2.14	02/09/2021		M		24,375		03/06/2020	03/06/2027	Class A Common Stock, \$0.01 par value	24,375	\$0.00	8,125	D	
Restricted Stock Units (RSUs)	(3)	01/11/2022		A		5,017		(4)	(4)	Class A Common Stock, \$0.01 par value	5,017	\$0.00	5,017	D	
Restricted Stock Units (RSUs)	(3)	01/11/2023		M		1,255		(4)	(4)	Class A Common Stock, \$0.01 par value	1,255	\$0.00	3,762	D	
Restricted Stock Units (RSUs)	(3)	01/11/2023		A		5,590		(4)	(4)	Class A Common Stock, \$0.01 par value	5,590	\$0.00	5,590	D	

**Explanation of Responses:**

- Shares withheld at fair market value on vesting date
- Reflects vesting of performance-based restricted stock units
- Each restricted stock unit represents a contingent right to receive one share of CHCI Class A common stock
- 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
- Time-based restricted stock units vest and convert into common stock over a seven-year period according to the following schedule: 6.25% on January 10, 2021, 12.5% on January 10, 2022, 18.75% on January 10, 2023, 25% on January 10, 2024, 18.75% on January 10, 2025, 12.5% on January 10, 2026, and 6.25% on January 10, 2027

**Remarks:**

/s/ Jubal R. Thompson

07/11/2024

\*\* 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.

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