

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Clemente Christopher</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 06/13/2022	
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	06/13/2022		A ⁽¹⁾		1,000,000	A	(1)	4,660,235	I	See footnote ⁽¹⁾
Class A Common Stock								693,351	I	See footnote ⁽²⁾
Class A Common Stock								59,313	I	See footnote ⁽³⁾
Class A Common Stock								30,926	I	See footnote ⁽⁴⁾
Class A Common Stock								124,465	I	See footnote ⁽⁵⁾
Class A Common Stock								228,419	D	
Class B Common Stock ⁽⁶⁾								220,250	I	See footnote ⁽²⁾

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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- By CP Real Estate Services, LC ("CPRES"), an entity wholly-owned by the reporting person. On June 13, 2022, the Issuer and CPRES entered into a Share Exchange and Purchase Agreement (the "SEPA") pursuant to which the Issuer acquired from CPRES 3,440,689 shares of the Issuer's Series C Non-Convertible Preferred Stock, par value \$0.01 per share, ("Series C Preferred Stock") valued at \$5.00 per share, for a total value of \$17,230,445, in exchange for (i) 1,000,000 shares of the Issuer's Class A Common Stock, valued at the consolidated closing bid price of the shares of Class A Common Stock on Nasdaq on the day immediately preceding the entry into the SEPA, and (ii) \$4,000,000 in cash.
- By FR54, L.C., 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.
- By Stonehenge Funding, L.C., an entity controlled by the reporting person.
- Shares of Class B Common Stock are convertible at any time by the holder into shares of Class A Common Stock on a one-to-one basis.

Remarks:

/s/ Jubal Thompson, by power of attorney 06/15/2022

** 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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