

New Home Co Inc.  
Form SC 13G/A  
February 14, 2017

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)  
Information to be Included in Statements Filed Pursuant  
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed  
Pursuant to § 240.13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)\*

The New Home Company Inc.  
(Name of Issuer)  
Common Stock  
(Title of Class of Securities)  
645370107  
(CUSIP Number)  
December 31, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to  
\*the subject class of securities, and for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section  
18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but  
shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No.: 645370107

1 NAMES OF REPORTING PERSONS  
H. Lawrence Webb

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  
(a)  (b)

3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

5 SOLE VOTING POWER

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

934,770<sup>(1)</sup> SHARED VOTING POWER

8,423,471<sup>(2)</sup> SOLE DISPOSITIVE POWER

934,770<sup>(1)</sup> SHARED DISPOSITIVE POWER

8

13,787<sup>(3)</sup>

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

948,557<sup>(3)(4)</sup>

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

11 PERCENT OF CLASS REPRESENTED BY

AMOUNT IN ROW (9)

4.5% <sup>(5)</sup>

TYPE OF REPORTING

12 PERSON (see instructions)  
IN

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SCHEDULE 13G

(1) Consists of 686,767 shares of common stock, par value \$0.01 per share, of the Issuer (“Common Stock”) held as of the date hereof by Mr. Webb, 227,273 stock options that vested on 1/30/17 that Mr. Webb has the right to exercise, and 20,730 restricted stock units which will vest, and Mr. Webb will have the right to acquire, within 60 days of this filing.

(2) Consists of the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons (as defined in this Schedule 13G) and the Separately Filing Group Members (as defined in this Schedule 13G), without duplication. The Reporting Persons have entered into certain agreements with the Separately Filing Group Members that provide for, among other things, director nomination rights and voting agreements with respect to the Common Stock held thereby. As a result, the Reporting Persons and the Separately Filing Group Members may be deemed to be members of a “group,” within the meaning of Section 13(d)(3) of the Act. Mr. Webb disclaims beneficial ownership of the shares held by the Separately Filing Group Members except to the extent of any pecuniary interest therein. Mr. Webb may also be deemed to have shared voting power over 2,907 shares of common stock, par value \$0.01 per share, of the Issuer held as of the filing date by Joan Marcus-Colvin, 5,525 stock options that Ms. Marcus-Colvin has the right to exercise, and 5,355 restricted stock units that will vest, and Ms. Marcus-Colvin will have the right to acquire within 60 days of this filing, because Mr. Webb and Ms. Marcus-Colvin share a household. Mr. Webb disclaims beneficial ownership of the shares held by Ms. Marcus-Colvin except to the extent of any pecuniary interest therein.

(3) Mr. Webb may be deemed to have shared voting and dispositive power over 2,907 shares of common stock, par value \$0.01 per share, of the Issuer held as of the filing date by Joan Marcus-Colvin, 5,525 stock options that Ms. Marcus-Colvin has the right to exercise, and 5,355 restricted stock units that will vest, and Ms. Marcus-Colvin will have the right to acquire within 60 days of this filing, because Mr. Webb and Ms. Marcus-Colvin share a household. Mr. Webb disclaims beneficial ownership of the shares held by Ms. Marcus-Colvin except to the extent of any pecuniary interest therein.

(4) Excludes shares directly or indirectly held by the other Reporting Persons and Separately Filing Group Members.

(5) Based on: (i) 20,711,952 shares of Common Stock issued and outstanding as of November 2, 2016, as reported by Issuer in its most recent Form 10-Q filed November 4, 2016, plus (ii) 6,501 restricted stock units that vested following the date of the Issuer’s most recent Form 10-Q through the filing date, plus (iii) 227,273 stock options Mr. Webb has the right to exercise, plus (iv) 20,730 restricted stock units which will vest, and Mr. Webb will have the right to acquire, within 60 days of this filing, plus (v) 5,525 stock options Ms. Marcus-Colvin has the right to exercise, plus (vi) 5,355 restricted stock units which will vest, and Ms. Marcus-Colvin will have the right to acquire within 60 days of this filing for a total of 20,977,336 shares of Common Stock outstanding.

SCHEDULE 13G

CUSIP No.:

645370107

1 NAMES OF REPORTING PERSONS  
Wayne Stelmar

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  
(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

5 SOLE VOTING POWER

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

939,534 <sup>(1)</sup>  
SHARED VOTING POWER

8,423,471 <sup>(2)</sup>  
SOLE DISPOSITIVE POWER

939,534 <sup>(1)</sup>  
SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

939,534 <sup>(4)</sup>

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

PERCENT OF CLASS  
REPRESENTED BY  
11 AMOUNT IN ROW (9)  
  
4.5% <sup>(3)</sup>  
TYPE OF REPORTING  
12 PERSON (see instructions)  
IN

(1) Consists of 721,672 shares of the Common Stock held as of the date hereof by the W and L Stelmar Trust Dated 5/26/06, of which Mr. Stelmar is a trustee (the "Stelmar Trust"), 21,715 shares of Common Stock held directly by Mr. Stelmar, 181,818 stock options that Mr. Stelmar has the right to exercise, and 14,329 restricted stock units which will vest and Mr. Stelmar will have the right to acquire within 60 days of this filing.

(2) Consists of the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons and the Separately Filing Group Members, without duplication. The Reporting Persons have entered into certain agreements with the Separately Filing Group Members that provide for, among other things, director nomination rights and voting agreements with respect to the Common Stock held thereby. As a result, the Reporting Persons and the Separately Filing Group Members may be deemed to be members of a "group," within the meaning of Section 13(d)(3) of the Act. Each of Mr. Stelmar and the Stelmar Trust disclaims beneficial ownership of the shares held by the Separately Filing Group Members except to the extent of any pecuniary interest therein.

(3) Based on: (i) 20,711,952 shares of Common Stock issued and outstanding as of November 2, 2016, as reported by Issuer in its most recent Form 10-Q filed November 4, 2016, plus (ii) 6,501 restricted stock units that vested following the date of the Issuer's most recent Form 10-Q through the filing date, plus (iii) 181,818 stock options Mr. Stelmar has the right to exercise, plus (iv) 14,329 restricted stock units which will vest, and Mr. Stelmar will have the right to acquire, within 60 days of this filing for a total of 20,914,600 shares of Common Stock outstanding.

(4) Excludes shares directly or indirectly held by the other Reporting Persons and Separately Filing Group Members.

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SCHEDULE 13G

CUSIP No.:

645370107

1 NAMES OF REPORTING PERSONS  
Joseph D. Davis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  
(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

5 SOLE VOTING POWER

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

8 863,278 <sup>(1)</sup> SHARED VOTING POWER  
8,423,471 <sup>(2)</sup> SOLE DISPOSITIVE POWER

9 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 863,278 <sup>(4)</sup> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

- PERCENT OF CLASS  
REPRESENTED BY  
11 AMOUNT IN ROW (9)
- 4.1% <sup>(3)</sup>
- TYPE OF REPORTING  
12 PERSON (see instructions)  
IN
- (1) Consists of 681,460 shares of the Common Stock held as of the date hereof by the Joseph and Terri Davis Family Trust Under Declaration of Trust Executed on August 23, 1999, of which Mr. Davis is a trustee (the "Davis Trust") and 181,818 stock options Mr. Davis has the right to exercise.
- (2) Consists of the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons and the Separately Filing Group Members, without duplication. The Reporting Persons have entered into certain agreements with the Separately Filing Group Members that provide for, among other things, director nomination rights and voting agreements with respect to the Common Stock held thereby. As a result, the Reporting Persons and the Separately Filing Group Members may be deemed to be members of a "group," within the meaning of Section 13(d)(3) of the Act. Each of Mr. Davis and the Davis Trust disclaims beneficial ownership of the shares held by the Separately Filing Group Members except to the extent of any pecuniary interest therein.
- (3) Based on: (i) 20,711,952 shares of Common Stock issued and outstanding as of November 2, 2016, as reported by Issuer in its most recent Form 10-Q filed November 4, 2016, plus (ii) 6,501 restricted stock units that vested following the date of the Issuer's most recent Form 10-Q through the filing date, plus (iii) 181,818 stock options Mr. Davis has the right to exercise, for a total of 20,900,271 shares of Common Stock outstanding.
- (4) Excludes shares directly or indirectly held by the other Reporting Persons and Separately Filing Group Members.
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SCHEDULE 13G

CUSIP No.: 645370107

1 NAMES OF REPORTING  
PERSONS

Thomas Redwitz

2 CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(see instructions)

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE  
OF ORGANIZATION

United States

5 SOLE  
VOTING  
POWER

NUMBER OF  
SHARES 6 BENEFICIALLY  
OWNED

661,184<sup>(1)</sup>

SHARED  
VOTING  
POWER

BY EACH  
REPORTING  
PERSON

8,423,471<sup>(2)</sup>

SOLE  
DISPOSITIVE  
POWER

WITH:

8 661,184<sup>(1)</sup>  
SHARED  
DISPOSITIVE  
POWER

0

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

661,184<sup>(4)</sup>

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES (see  
instructions)

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

3.2% <sup>(3)</sup>

TYPE OF REPORTING

12 PERSON (see instructions)

IN

(1) Consists of 443,322 shares of the Common Stock held as of the date hereof by the Redwitz Family Trust Dated April 23, 1999, of which Mr. Redwitz is a trustee (the "Redwitz Trust"), 21,715 shares of Common Stock held directly by Mr. Redwitz, 181,818 stock options Mr. Redwitz has the right to exercise, and 14,329 restricted stock units which will vest, and Mr. Redwitz will have the right to acquire, within 60 days of this filing.

(2) Consists of the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons and the Separately Filing Group Members, without duplication. The Reporting Persons have entered into certain agreements with the Separately Filing Group Members that provide for, among other things, director nomination rights and voting agreements with respect to the Common Stock held thereby. As a result, the Reporting Persons and the Separately Filing Group Members may be deemed to be members of a "group," within the meaning of Section 13(d)(3) of the Act. Each of Mr. Redwitz and the Redwitz Trust disclaims beneficial ownership of the shares held by the Separately Filing Group Members except to the extent of any pecuniary interest therein.

(3) Based on: (i) 20,711,952 shares of Common Stock issued and outstanding as of November 2, 2016, as reported by Issuer in its most recent Form 10-Q filed November 4, 2016, plus (ii) 6,501 restricted stock units that vested following the date of the Issuer's most recent Form 10-Q through the filing date, plus (iii) 181,818 stock options Mr. Redwitz has the right to exercise, plus (iv) 14,329 restricted stock units which will vest, and Mr. Redwitz will have the right to acquire, within 60 days of this filing for a total of 20,914,600 shares of Common Stock outstanding.

(4) Excludes shares directly or indirectly held by the other Reporting Persons and Separately Filing Group Members.

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SCHEDULE 13G

CUSIP No.:  
645370107

Item 1 (a). Name  
of  
Issuer:  
The  
New  
Home  
Company  
Inc.

Item 1 (b). Address  
of  
Issuer's  
Principal  
Executive  
Offices:  
85  
Enterprise,  
Suite  
450  
Aliso  
Viejo,  
California  
92656

Item 2 (a). Name  
of  
Person(s)  
Filing:  
H.  
Lawrence  
Webb;  
Wayne  
Stelmar;  
Joseph  
D.  
Davis;  
and  
Thomas  
Redwitz  
(collectively,  
the  
"Reporting  
Persons")

Item 2 (b). Address of  
Principal  
Business  
Office or, if  
none,  
Residence:  
Principal  
business  
office  
for  
the  
Reporting  
Persons:  
85  
Enterprise,  
Suite  
450  
Aliso  
Viejo,  
California  
92656

Item 2 (c). Citizenship:  
H. United  
Lawrence States of  
Webb America  
Wayne United  
Stelmar States of  
Joseph America  
D. United  
Davis States of  
Thomas America  
Redwitz States of  
America

Item 2 (d). Title  
of  
Class  
of  
Securities:  
Common  
Stock, \$0.01  
par value per  
share (the  
"Common  
Stock")

Item 2 (e). CUSIP  
Number:  
645370107

Item 3. Not  
Applicable.

Ownership:  
Reference is made to  
Items 5-9 and 11 and  
the footnotes thereto  
on the cover pages  
to this Schedule  
13G, which are  
incorporated by  
reference herein.

Item 4. Separately Filing  
Group Members is  
based solely on the  
information  
contained in the  
filings made by the  
Separate Filing  
Members on or  
around the date  
hereof to report their  
beneficial ownership  
of shares of  
Common Stock  
within the meaning  
of Rule 13d-3.

Item 5. Ownership of Five  
Percent or Less of a  
Class:  
Not applicable.

Item 6. Ownership of More  
than Five Percent on  
Behalf of Another  
Person:  
Not applicable.

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SCHEDULE 13G

Identification  
and  
Classification  
of the  
Subsidiary  
which  
Item 7. Acquired the  
Security Being  
Reported on  
by the Parent  
Holding  
Company or  
Control  
Person:  
Not  
applicable.

Identification  
and  
Classification  
of  
Item 8. Members  
of  
the  
Group:  
The  
Reporting  
Persons  
may  
be  
deemed  
to  
be  
members  
of a  
“group,”  
within  
the  
meaning  
of  
Section  
13(d)(3)  
of  
the  
Act,  
comprised  
of  
the  
Reporting

Persons  
and  
the  
other  
persons  
referred  
to  
on  
Exhibit  
B attached  
to  
this  
Schedule  
13G  
(the  
“Separately  
Filing  
Group  
Members”).  
It is  
the  
understanding  
of  
the  
Reporting  
Persons  
that  
the  
Separately  
Filing  
Group  
Members  
will  
or  
have  
filed  
separate  
reports  
to  
report  
their  
beneficial  
ownership  
of  
shares  
of  
Common  
Stock.

Item 9. Notice  
of

Dissolution  
of  
Group:  
Not  
applicable.

Item 10. Certification:  
Not  
applicable.

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SCHEDULE 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2017

By: /s/ H. Lawrence Webb  
H. Lawrence Webb, an individual

By: /s/ Wayne Stelmar  
Wayne Stelmar, an individual

By: /s/ Joseph D. Davis  
Joseph D. Davis, an individual

By: /s/ Thomas Redwitz  
Thomas Redwitz, an individual

SCHEDULE 13G

EXHIBIT A

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Common Stock of The New Home Company Inc. may be filed in a single statement on behalf of each of such persons.

Dated this 14th day of February, 2017

By: /s/ H. Lawrence Webb  
H. Lawrence Webb, an individual

By: /s/ Wayne Stelmar  
Wayne Stelmar, an individual

By: /s/ Joseph D. Davis  
Joseph D. Davis, an individual

By: /s/ Thomas Redwitz  
Thomas Redwitz, an individual

SCHEDULE 13G

EXHIBIT B

Separately Filing Group Members

IHP Capital Partners VI, LLC, a Delaware limited liability company

WATT/TNHC LLC, a California limited liability company

TCN/TNHC LP, a Delaware limited partnership