New Home Co Inc. Form SC 13G February 17, 2015

SECURITIES AND EXCHANGE COMMISSION Washington, DC 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 (Amendment No.)*

The New Home Company Inc.

(Name of Issuer)

Common Stock,

(Title of Class of Securities)

645370107

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

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

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x 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.

Edgar Filing: New Home Co Inc. - Form SC 13G

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).

Page 2 of 15 Pages

CUSIP No. 645370107 13G

1.	Name of Reporting Persons
	TCN/TNHC LP

- 2. Check the Appropriate Box if a Member of a Group

 - (b) o
- 3. SEC Use Only
- 4. Citizenship or Place of Organization **DELAWARE**

	5.	Sole Voting Power 1,916,327*
Number of		
Shares	6.	Shared Voting Power
Beneficially		7,533,375**
Owned by		, ,
Each	7.	Sole Dispositive Voting Power
Reporting		1,916,327*
Person With		77
	8.	Shared Dispositive Voting Power
		0

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,916,327
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares x
- 11. Percent of Class Represented by Amount in Row 9 11.7%***
- 12. Type of Reporting Person PN

^{*} Consists of shares of common stock, par value \$0.01 per share (the Common Stock) of The New Home Company Inc., a Delaware corporation (the Issuer) held directly by TCN/TNHC LP, a Delaware limited partnership (TCG LP).

^{**} Consists of the aggregate number of shares of Common Stock beneficially owned by TCG LP and the Separately Filing Group Members (as defined in this Schedule 13G), without duplication. TCG LP has 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. 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. TCG LP disclaims beneficial ownership of the shares held by the Separately Filing Group Members.

^{***} Based on 16,448,750 shares of Common Stock issued and outstanding as of November 7, 2014, as reported by the Issuer in its most recent Form 10-Q filed on November 7, 2014.

Page 3 of 15 Pages

CUSIP No. 645370107 13G

1.	Name of Reporting Person	
	TCN/TNHC GP LLC	

- 2. Check the Appropriate Box if a Member of a Group
 - (a)
 - (b) o
- 3. SEC Use Only
- 4. Citizenship or Place of Organization DELAWARE

	5.	Sole Voting Power 1,916,327*
Number of		, ,
Shares	6.	Shared Voting Power
Beneficially		7,533,375**
Owned by		, ,
Each	7.	Sole Dispositive Voting Power
Reporting		1,916,327*
Person With		, ,
	8.	Shared Dispositive Voting Power
		0

- Aggregate Amount Beneficially Owned by Each Reporting Person 1,916,327
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares x
- 11. Percent of Class Represented by Amount in Row 9 11.7%***
- 12. Type of Reporting Person OO

^{*} Consists of shares of Common Stock of the Issuer held directly by TCG LP, whose general partner is TCN/TNHC GP LLC, a Delaware limited liability company (TCG GP).

^{**} Consists of the aggregate number of shares of Common Stock beneficially owned by TCG GP and the Separately Filing Group Members (as defined in this Schedule 13G), without duplication. TCG LP has 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. 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. TCG GP disclaims beneficial ownership of the shares held by the Separately Filing Group Members.

^{***} Based on 16,448,750 shares of Common Stock issued and outstanding as of November 7, 2014, as reported by the Issuer in its most recent Form 10-Q filed on November 7, 2014.

Page 4 of 15 Pages

CUSIP No. 645370107 13G

- Name of Reporting Persons
 TRICON HOUSING PARTNERS US II EQUITY HOLDINGS LP
- 2. Check the Appropriate Box if a Member of a Group
 - (a)

x 0

- (b)
 3. SEC Use Only
- 4. Citizenship or Place of Organization DELAWARE

	5.	Sole Voting Power 1,916,327*
Number of		
Shares	6.	Shared Voting Power
Beneficially		7,533,375**
Owned by		, ,
Each	7.	Sole Dispositive Voting Power
Reporting		1,916,327*
Person With		77
	8.	Shared Dispositive Voting Power
		0

- Aggregate Amount Beneficially Owned by Each Reporting Person 1,916,327
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares x
- 11. Percent of Class Represented by Amount in Row 9 11.7%***
- 12. Type of Reporting Person PN

^{*} Consists of shares of Common Stock of the Issuer held directly by TCG LP, whose general partner is TCG GP, whose sole member is Tricon Housing Partners US II Equity Holdings LP, a Delaware limited partnership (Tricon II).

^{**} Consists of the aggregate number of shares of Common Stock beneficially owned by Tricon II and the Separately Filing Group Members (as defined in this Schedule 13G), without duplication. TCG LP has 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. 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. Tricon II disclaims beneficial ownership of the shares held by the Separately Filing Group Members.

^{***} Based on 16,448,750 shares of Common Stock issued and outstanding as of November 7, 2014, as reported by the Issuer in its most recent Form 10-Q filed on November 7, 2014.

Page 5 of 15 Pages

CUSIP No. 645370107 13G

1.	Name of Reporting Persons
	TRICON HOUSING PARTNERS US II GP LLC

- 2. Check the Appropriate Box if a Member of a Group
 - (a)
 - (b) o
- 3. SEC Use Only
- 4. Citizenship or Place of Organization DELAWARE

	5.	Sole Voting Power 1,916,327*
Number of		, ,
Shares	6.	Shared Voting Power
Beneficially		7,533,375**
Owned by		, ,
Each	7.	Sole Dispositive Voting Power
Reporting		1,916,327*
Person With		, ,
	8.	Shared Dispositive Voting Power
		0

- Aggregate Amount Beneficially Owned by Each Reporting Person 1,916,327
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares x
- 11. Percent of Class Represented by Amount in Row 9 11.7%***
- 12. Type of Reporting Person OO

^{*} Consists of shares of Common Stock of the Issuer held directly by TCG LP, whose general partner is TCG GP, whose sole member is Tricon II, whose general partner is Tricon Housing Partners US II GP LLC, a Delaware limited liability company (Tricon II GP).

^{**} Consists of the aggregate number of shares of Common Stock beneficially owned by Tricon II GP and the Separately Filing Group Members (as defined in this Schedule 13G), without duplication. TCG LP has 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. 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. Tricon II GP disclaims beneficial ownership of the shares held by the Separately Filing Group Members.

^{***} Based on 16,448,750 shares of Common Stock issued and outstanding as of November 7, 2014, as reported by the Issuer in its most recent Form 10-Q filed on November 7, 2014.

Page 6 of 15 Pages

CUSIP No. 645370107 13G

1.	Name of Reporting Person	
	TRICON USA INC.	

- 2. Check the Appropriate Box if a Member of a Group
 - (a)
 - (b) o
- 3. SEC Use Only
- 4. Citizenship or Place of Organization DELAWARE

	5.	Sole Voting Power 1,916,327*
Number of		
Shares	6.	Shared Voting Power
Beneficially		7,533,375**
Owned by		, ,
Each	7.	Sole Dispositive Voting Power
Reporting		1,916,327*
Person With		77
	8.	Shared Dispositive Voting Power
		0

- Aggregate Amount Beneficially Owned by Each Reporting Person 1,916,327
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares x
- 11. Percent of Class Represented by Amount in Row 9 11.7%***
- 12. Type of Reporting Person CO

^{*} Consists of shares of Common Stock of the Issuer held directly by TCG LP, whose general partner is TCG GP, whose sole member is Tricon II, whose general partner is Tricon USA inc., a Delaware corporation (Tricon USA).

^{**} Consists of the aggregate number of shares of Common Stock beneficially owned by Tricon USA and the Separately Filing Group Members (as defined in this Schedule 13G), without duplication. TCG LP has 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. 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. Tricon USA disclaims beneficial ownership of the shares held by the Separately Filing Group Members.

^{***} Based on 16,448,750 shares of Common Stock issued and outstanding as of November 7, 2014, as reported by the Issuer in its most recent Form 10-Q filed on November 7, 2014.

Page 7 of 15 Pages

CUSIP No. 645370107 13G

1.	Name of Reporting Persons
	TRICON HOLDINGS USA LLC

- 2. Check the Appropriate Box if a Member of a Group

 - (b) o
- 3. SEC Use Only
- 4. Citizenship or Place of Organization **DELAWARE**

	5.	Sole Voting Power 1,916,327*
Number of		77
Shares	6.	Shared Voting Power
Beneficially		7,533,375**
Owned by		, ,
Each	7.	Sole Dispositive Voting Power
Reporting		1,916,327*
Person With		, ,
	8.	Shared Dispositive Voting Power
		0

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,916,327
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares x
- 11. Percent of Class Represented by Amount in Row 9 11.7%***
- 12. Type of Reporting Person 00

^{*} Consists of shares of Common Stock of the Issuer held directly by TCG LP, whose general partner is TCG GP, whose sole member is Tricon II, whose general partner is Tricon II GP, whose sole member is Tricon USA, whose sole shareholder is Tricon Holdings USA LLC, a Delaware limited liability company (Tricon Holdings).

^{**} Consists of the aggregate number of shares of Common Stock beneficially owned by Tricon Holdings and the Separately Filing Group Members (as defined in this Schedule 13G), without duplication. TCG LP has 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. 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. Tricon Holdings disclaims beneficial ownership of the shares held by the Separately Filing Group Members.

^{***} Based on 16,448,750 shares of Common Stock issued and outstanding as of November 7, 2014, as reported by the Issuer in its most recent Form 10-Q filed on November 7, 2014.

Page 8 of 15 Pages

CUSIP No. 645370107 13G

- 1. Name of Reporting Persons
 TRICON HOLDINGS CANADA INC.
- 2. Check the Appropriate Box if a Member of a Group
 - a)
 - (b) o
- 3. SEC Use Only
- 4. Citizenship or Place of Organization CANADA

	5.	Sole Voting Power 1,916,327*
Number of		
Shares	6.	Shared Voting Power
Beneficially		7,533,375**
Owned by		
Each	7.	Sole Dispositive Voting Power
Reporting		1,916,327*
Person With		77-
	8.	Shared Dispositive Voting Power

- Aggregate Amount Beneficially Owned by Each Reporting Person 1,916,327
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares x

0