

American Homes 4 Rent
Form 4
August 31, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goldberg David

(Last) (First) (Middle)

C/O AMERICAN HOMES 4 RENT, 30601 AGOURA ROAD, SUITE 200

(Street)

AGOURA HILLS, CA 91301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
American Homes 4 Rent [AMH]

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Class A Common Shares	08/31/2016		J ⁽¹⁾	74,586 A	\$ 0 <u>(1)</u>	74,586	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	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 Underlying Securities (Instr. 3 and 4)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Units of Operating Partnership	(4)	08/31/2016		J(1)	453,001	(3)	(3)	Class A Common Shares	453,001
Class D Units of Operating Partnership	(6)	08/31/2016		J(1)	87,065 (6)	(5)	(5)	Class A Units of Operating Partnership	87,065

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldberg David C/O AMERICAN HOMES 4 RENT 30601 AGOURA ROAD, SUITE 200 AGOURA HILLS, CA 91301			Executive Vice President	

Signatures

Stephanie Heim,
attorney-in-fact

08/31/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- Effective August 31, 2016 American Homes 4 Rent ("AH LLC") was liquidated and distributed to its members, including reporting
- (1) person, all of the securities in Issuer and its operating partnership owned by AH LLC, in proportion to the members' interests in AH LLC. These securities distributed to reporting person are pledged for a loan to the entity described in note (2).
 - (2) By David Goldberg Living Trust.
 - (3) The Class A Units are redeemable beginning one year after the date of issuance (subject to certain limitations set forth in the operating partnership agreement). Class A Units do not have expiration dates.
- The Class A Units are redeemable at a redemption amount per unit based on the market value of the Company's Class A Common Shares at the time of redemption. The market value will be equal to the average of the closing trading price of the Class A Common Shares for the 10 trading days before the date of receipt of the redemption notice. Issuer may elect in its sole discretion whether to redeem the Class A Units in cash or Class A Common Shares equal to the number of Class A Units offered for redemption.
- (5) The Series D Units are automatically convertible into Class A Units on a one-for-one basis in accordance with the operating partnership agreement.

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(6) Includes Series D Units previously issued upon conversion of the Series E Units on February 29, 2016.

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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