

DONDERO JAMES D

Form 4

December 20, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DONDERO JAMES D

2. Issuer Name **and** Ticker or Trading
Symbol
NexPoint Residential Trust, Inc.
[NXRT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
300 CRESCENT COURT, SUITE
700

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2017

☐ Director ☒ 10% Owner
☒ Officer (give title below) Other (specify below)
President

(Street)
DALLAS, TX 75201

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

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

(City) (State) (Zip)

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			
Common Stock	12/18/2017		P		10,000	A \$ 28.5025 ⁽¹⁾	1,911,154.39 ⁽²⁾	I	By Highland Capital Management, L.P.
Common Stock	12/18/2017		J ⁽³⁾		316,173.84	D \$ 26.62	1,611,275.27 ⁽⁴⁾	I	By trust
Common Stock	12/18/2017		J ⁽³⁾		316,173.84	A \$ 26.62	2,227,328.24	I	By Highland Capital Management, L.P.

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Common Stock	19,662 ⁽⁵⁾	I	By NexPoint Advisors, L.P.
Common Stock	31,054.9	D	
Common Stock	7,500 ⁽⁶⁾	I	By limited liability company
Common Stock	21,844.02	I	By employee benefit plan
Common Stock	55,010 ⁽⁷⁾	I	By Highland Capital Management Fund Advisors, L.

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONDERO JAMES D 300 CRESCENT COURT, SUITE 700 DALLAS, TX 75201	X	X	President	

HIGHLAND CAPITAL MANAGEMENT LP
300 CRESCENT COURT, SUITE 700
DALLAS, TX 75201

X

HIGHLAND CAPITAL MANAGEMENT FUND ADVISORS, L.P.
300 CRESCENT COURT, SUITE 700
DALLAS, TX 75201

X

NexPoint Advisors, L.P.
300 CRESCENT COURT, SUITE 700
DALLAS, TX 75201

X

Signatures

/s/ James D. Dondero 12/20/2017

__Signature of Reporting Person

Date

/s/ James D. Dondero, President 12/20/2017

__Signature of Reporting Person

Date

/s/ James D. Dondero, President 12/20/2017

__Signature of Reporting Person

Date

/s/ James D. Dondero, Authorized Signatory 12/20/2017

__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).

This transaction was executed in multiple trades at prices ranging from \$28.43 to \$28.5063. The price reported above reflects the

- (1) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

These shares are held by Highland Capital Management, L.P. ("HCMLP") both directly and indirectly through advised accounts. Mr.

- (2) Dondero is the President and the director of Strand Advisors, Inc., HCMLP's general partner, and may be deemed to be an indirect beneficial owner of shares held by HCMLP. Mr. Dondero disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

An entity referenced in footnote 2 to this Form 4 loaned the entity referenced in footnote 4 to this Form 4 shares of the issuer. On

- (3) December 18, 2017, a portion of this loan was repaid in cash which resulted in a deemed disposition of the shares serving as collateral for the repaid portion of the loan. Mr. Dondero has disgorged \$8,811.75 to the issuer, representing the full amount of his pecuniary interest in the deemed profit resulting from any matchable transactions.

- (4) These shares are held by a trust pursuant to an employee purchase plan. Mr. Dondero disclaims beneficial ownership of such shares.

These shares are held by NexPoint Advisors, L.P. ("NP") indirectly through an advised account. Mr. Dondero is the sole member of NP's general partner, and may be deemed to be an indirect beneficial owner of shares held by NP. Mr. Dondero disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (6) These shares are held by a limited liability company in which the trust referenced in footnote 4 to this Form 4 owns a majority interest. Mr. Dondero disclaims beneficial ownership of such shares.

These shares are held by Highland Capital Management Fund Advisors, L.P. ("HCMFA") indirectly through an advised account. Mr.

- (7) Dondero is the sole stockholder and director of Strand Advisors XVI, Inc., HCMFA's general partner, and may be deemed to be an indirect beneficial owner of shares held by HCMFA. Mr. Dondero disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.