

American Homes 4 Rent
Form SC 13D/A
December 06, 2018

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

SCHEDULE 13D/A
(Amendment No. 3)
Under the Securities Exchange Act of 1934

American Homes 4 Rent
(Name of Issuer)

Class A common shares of beneficial interest, \$0.01 par value per share

(Title of Class of Securities)

02665T 306

(CUSIP Number)

David Goldberg
30601 Agoura Road, Suite 200
Agoura Hills, California 90301
(805) 413-5300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 23, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

13D

1 Names of Reporting Persons

B. Wayne Hughes

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

PF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States of America

7 Sole Voting Power

Number of

Shares

16,409,145 (1)

Beneficially

8 Shared Voting Power

Owned by

Each

-0-

9 Sole Dispositive Power

Reporting

Person

16,409,145 (1)

With

10 Shared Dispositive Power

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

16,409,145 (1)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented in Row (11)

5.5% of Class A common shares

14 Type of Reporting Person (See Instructions)

IN

(1) Includes shares indirectly beneficially owned

13D

1 Names of Reporting Persons

Tamara Hughes Gustavson

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

PF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States of America

7 Sole Voting Power

Number of

Shares

18,065,347 (1)

Beneficially

8 Shared Voting Power

Owned by

Each

-0-

9 Sole Dispositive Power

Reporting

Person

18,065,347 (1)

With

10 Shared Dispositive Power

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

18,065,347 (1)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented in Row (11)

6.1% of Class A common shares

14 Type of Reporting Person (See Instructions)

IN

(1) Includes shares indirectly beneficially owned

This Amendment No. 3 amends the Statement on Schedule 13D (the "Schedule 13D") as previously amended relating to the Class A common shares of beneficial interest, \$0.01 par value per share (the "Shares") of American Homes 4 Rent.

All capitalized terms used herein shall have the meanings given to them in the Schedule 13D, and unless amended or supplemented hereby, all information previously filed remains in effect.

Item 3. Source and Amount of Funds or Other Consideration.

All funds used to purchase Shares, including the Shares described in Item 5(c) below, were obtained from each respective Reporting Person's personal funds.

Item 5. Interest in Securities of the Issuer.

(a) As of November 23, 2018, each Reporting Person owned the aggregate number of Shares set forth below opposite his or her name. Such Shares constitute approximately 11.65%(1) in the aggregate of the 295,896,219 Class A common shares outstanding:

| Reporting Person | Number of Shares | Approximate Percentage of Shares Outstanding |
|-------------------------|------------------|--|
| B. Wayne Hughes | 16,409,145(2) | 5.5% |
| Tamara Hughes Gustavson | 18,065,347(2) | 6.1% |

(1) Based on the number of shares outstanding on October 31, 2018.

(2) Includes shares indirectly beneficially owned.

(b) Each Reporting Person has the sole power to vote and to dispose of the Shares set forth opposite his or her name:

(c) During the 60-day period ended on November 23, 2018, the Reporting Persons purchased the number of Shares in the transactions, on the transaction dates and at the prices per Share (not including commissions) set forth below opposite his or her name:

| Reporting Person | Transaction Date | Number of Shares Purchased | Price per share(1) | Type of Transaction |
|------------------|------------------|----------------------------|--------------------|---------------------|
| B. Wayne Hughes | 11/06/2018 | 200,000 | \$ 19.9082 | Open Market (NYSE) |
| | 11/07/2018 | 183,000 | \$ 20.1029 | Open Market (NYSE) |
| | 11/08/2018 | 608,100 | \$ 20.2909 | Open Market (NYSE) |
| | 11/09/2018 | 75,000 | \$ 20.4964 | Open Market (NYSE) |
| | 11/12/2018 | 53,116 | \$ 20.4968 | Open Market (NYSE) |
| | 11/13/2018 | 227,882 | \$ 20.4768 | Open Market (NYSE) |
| | 11/14/2018 | 132,965 | \$ 20.3528 | Open Market (NYSE) |
| | 11/16/2018 | 175,880 | \$ 19.789 | Open Market (NYSE) |
| | 11/19/2018 | 77,137 | \$ 19.698 | Open Market (NYSE) |
| | 11/20/2018 | 67,000 | \$ 19.7314 | Open Market (NYSE) |
| | 11/21/2018 | 316,500 | \$ 19.7789 | Open Market (NYSE) |
| | 11/23/2018 | 62,900 | \$ 19.8006 | Open Market (NYSE) |

| Reporting Person | Transaction Date | Number of Shares Purchased | Price per share(1) | Type of Transaction |
|-------------------------|------------------|----------------------------|--------------------|---------------------|
| Tamara Hughes Gustavson | 11/06/2018 | 200,000 | \$ 19.9082 | Open Market (NYSE) |
| | 11/07/2018 | 183,000 | \$ 20.1029 | Open Market (NYSE) |
| | 11/08/2018 | 608,100 | \$ 20.2909 | Open Market (NYSE) |
| | 11/09/2018 | 75,000 | \$ 20.4964 | Open Market (NYSE) |
| | 11/12/2018 | 53,116 | \$ 20.4968 | Open Market (NYSE) |
| | 11/13/2018 | 227,882 | \$ 20.4768 | Open Market (NYSE) |

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| | | | | |
|--|------------|---------|------------|--------------------|
| | 11/14/2018 | 132,965 | \$ 20.3528 | Open Market (NYSE) |
| | 11/16/2018 | 175,879 | \$ 19.789 | Open Market (NYSE) |
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| | 11/21/2018 | 316,500 | \$ 19.7789 | Open Market (NYSE) |
| | 11/23/2018 | 62,900 | \$ 19.8006 | Open Market (NYSE) |

(1) Represents weighted average price.

(d) Not applicable

(e) Not applicable

Item 7. Material to be Filed as Exhibits

Exhibit A Joint Filing Agreement. Previously filed and incorporated by reference herein.

Exhibit B Power of Attorney. Previously filed and incorporated by reference herein.

SIGNATURES

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

Dated: December 3, 2018

By: /s/ B. Wayne Hughes*
Name: B. Wayne Hughes

By: /s/ Tamara Hughes Gustavson*
Name: Tamara Hughes Gustavson

By: * David Goldberg, as attorney in fact

/s/ David Goldberg
David Goldberg