

LGI Homes, Inc.
Form 5
February 09, 2017

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
Eaton Rachel Lyons

(Last) (First) (Middle)

1450 LAKE ROBBINS DRIVE,
SUITE 430

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
LGI Homes, Inc. [LGIH]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
Chief Marketing Officer

6. Individual or Joint/Group Reporting

(check applicable line)

THE WOODLANDS, TX 77380

____X____ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/30/2016	Â	A ⁽¹⁾	202	A \$ 31.31	23,279	D ⁽²⁾ Â
Common Stock	12/30/2016	Â	A ⁽³⁾	259	A \$ 24.42	23,538	D Â

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 2270
(9-02)

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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. of D
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Eaton Rachel Lyons 1450 LAKE ROBBINS DRIVE, SUITE 430 THE WOODLANDS, TX 77380	Â	Â	Â Chief Marketing Officer	Â

Signatures

/s/ Rachel Lyons
Eaton 02/09/2017

**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).

(1) The reporting person is voluntarily reporting the acquisition of the Issuer's common stock pursuant to the LGI Homes, Inc. Employee Stock Purchase Plan (the "ESPP"), for the ESPP purchase period of July 1, 2016 through September 30, 2016. This transaction is also exempt from Rule 16b-3(c). In accordance with the ESPP, these shares were purchased based on 85% of the closing stock price of the Issuer's common stock on September 30, 2016, the last trading day of the purchase period.

(2) Since the date of the reporting person's last report and in connection with the termination of the LGI Holdings Retirement Plan (the "401(k) Plan"), the reporting person received a distribution of 20,735 shares of Issuer's common stock previously beneficially owned through the 401 (k) Plan.

(3) The reporting person is voluntarily reporting the acquisition of the Issuer's common stock pursuant to the ESPP, for the ESPP purchase period of October 1, 2016 through December 30, 2016. This transaction is also exempt from Rule 16b-3(c). In accordance with the ESPP, these shares were purchased based on 85% of the closing stock price of the Issuer's common stock on December 30, 2016, the last trading day of the purchase period.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.