SEC Form 5

FORM 5

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL

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Form 4 Transactions Reported. or Section 30(h) of the Investment Company Act of 1940								
1. Name and Address of Reporting Person* Eaton Rachel Lyons (Last) (First) (Middle) 1450 LAKE ROBBINS DRIVE, SUITE 430	 2. Issuer Name and Ticker or Trading Symbol <u>LGI Homes, Inc.</u> [LGIH] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2017 	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						
(Street) THE WOODLANDS TX 77380	4. If Amendment, Date of Original Filed (Month/Day/Year)	 6. Individual or Joint/Group Filing (Check Applicable Line) 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)				Beneficially For	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership	
		(montal Day) roary	0,	Amount	(A) or (D)	Price	Issuer's Fiscal Year (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock	03/31/2017		A ⁽¹⁾	754	A	\$28.82	27,430	D		
Common Stock	06/30/2017		A ⁽²⁾	98	A	\$34.15	27,528	D		
Common Stock							13,636	Ι	By Spouse	

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

6. Date Exercisable and Expiration Date (Month/Day/Year) 1. Title of 3A. Deemed 5. Number 7. Title and 8. Price of 9. Number of 11. Nature 3. Transaction 10. Derivative Conversion Date Execution Date Transaction of Amount of Securities Derivative derivative Ownership of Indirect Beneficial or Exercise Price of (Month/Day/Year) Derivative Securities Security if any Code (Instr. 8) Security Form: (Month/Day/Year) Direct (D) (Instr. 3) Securities Underlying (Instr. 5) Beneficially Ownership Derivative Acquired Owned or Indirect (I) (Instr. 4) (Instr. 4) Derivativ (A) or Disposed of (D) Security (Instr. 3 Following Security and 4) Reported Transaction(s) (Instr. 3. 4 (Instr. 4) and 5) Amount or Number Date Expiration (A) (D) Exercisable Title Shares Date

Explanation of Responses:

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 January 1, 2017 through March 31, 2017. This transaction is also exempt from Rule 16b-3(c). In accordance with the ESPP, these shares were purchased on 85% of the closing stock price of the Issuer's common stock on March 31, 2017, the last trading day of the purchase period.

2. 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 April 1, 2017 through June 30, 2017. 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 June 30, 2017, the last trading day of the purchase period.

Remarks:

/s/ Rachel Lyons Eaton

** Signature of Reporting Person

01/18/2018

Date

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

* 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).

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

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 Number.