

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Eaton Rachel Lyons</u> (Last) (First) (Middle) 1450 LAKE ROBBINS DRIVE, SUITE 430 (Street) THE WOODLANDS TX 77380 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LGI Homes, Inc. [LGIH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Marketing Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/15/2020		A		9,360	A	\$0	41,299	D	
Common Stock	03/16/2020		S ⁽¹⁾		1,276	D	\$42.08 ⁽²⁾	40,023	D	
Common Stock	03/16/2020		S ⁽¹⁾		247	D	\$43.75 ⁽³⁾	39,776	D	
Common Stock	03/16/2020		S ⁽¹⁾		196	D	\$44.71 ⁽⁴⁾	39,580	D	
Common Stock	03/16/2020		S ⁽¹⁾		1,284	D	\$45.59 ⁽⁵⁾	38,296	D	
Common Stock	03/16/2020		S ⁽¹⁾		509	D	\$46.51 ⁽⁶⁾	37,787	D	
Common Stock	03/16/2020		S ⁽¹⁾		488	D	\$47.61 ⁽⁷⁾	37,299	D	
Common Stock	03/16/2020		S ⁽¹⁾		341	D	\$48.7 ⁽⁸⁾	36,958	D	
Common Stock	03/16/2020		S ⁽¹⁾		266	D	\$49.43 ⁽⁹⁾	36,692	D	
Common Stock	03/16/2020		S ⁽¹⁾		149	D	\$50.58 ⁽¹⁰⁾	36,543	D	
Common Stock	03/16/2020		S ⁽¹⁾		9	D	\$51.34 ⁽¹¹⁾	36,534	D	
Common Stock								13,636	I	By Spouse

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The sales reported in this transaction relate to withholding taxes for awards vesting on March 16, 2020.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.99 to \$42.73, inclusive. The reporting person undertakes to provide to LGI Homes, Inc., any security holder of LGI Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.10 to \$44.08, inclusive. The reporting person undertakes to provide to LGI Homes, Inc., any security holder of LGI Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.16 to \$45.15, inclusive. The reporting person undertakes to provide to LGI Homes, Inc., any security holder of LGI Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.16 to \$46.15, inclusive. The reporting person undertakes to provide to LGI Homes, Inc., any security holder of LGI Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.16 to \$47.15, inclusive. The reporting person undertakes to provide to LGI Homes, Inc., any security holder of LGI Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.16 to \$48.08, inclusive. The reporting person undertakes to provide to LGI Homes, Inc., any security holder of LGI Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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8. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.19 to \$49.18, inclusive. The reporting person undertakes to provide to LGI Homes, Inc., any security holder of LGI Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

9. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.19 to \$49.71, inclusive. The reporting person undertakes to provide to LGI Homes, Inc., any security holder of LGI Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

10. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.21 to \$50.96, inclusive. The reporting person undertakes to provide to LGI Homes, Inc., any security holder of LGI Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

11. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.33 to \$51.34, inclusive. The reporting person undertakes to provide to LGI Homes, Inc., any security holder of LGI Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Remarks:

/s/ Rachel Lyons Eaton

03/17/2020

** Signature of Reporting Person

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.

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