

# Section 1: S-8 (S-8)

As filed with the Securities and Exchange Commission on June 4, 2018

Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**The New Home Company Inc.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

27-0560089

(IRS Employer Identification No.)

85 Enterprise, Suite 450, Aliso Viejo, California

(Address of principal executive offices)

92656

(Zip Code)

**The New Home Company Inc. Amended and Restated 2016 Incentive Award Plan**  
(Full title of the plan)

**Miek Harbur**  
Vice President, General Counsel and Secretary  
The New Home Company Inc.  
85 Enterprise  
Suite 450  
Aliso Viejo, California 92656  
(949) 382-7800

(Name, address and telephone number (including area code) of agent for service)

*Copies to:*

**Jeffrey E. Beck**  
Snell & Wilmer L.L.P.  
One Arizona Center  
400 East Van Buren  
Phoenix, Arizona 85004  
(602) 382-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer (Do not check if smaller reporting company)  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

### Calculation of Registration Fee

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Shares of common stock, par value \$0.01 per share	1,400,000(3)	\$10.17	\$14,238,000	\$1,772.63

1) In the event of a stock split, stock dividend, or similar transaction involving the Registrant's Common Stock, in order to prevent dilution, the number

of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act").

- 2) Estimated solely for the purpose of calculating the amount of the registration fee, pursuant to Rules 457(c) and 457(h) under the Securities Act, on the basis of the average of the high and low prices of the Registrant's shares of Common Stock, as reported on the New York Stock Exchange on May 31, 2018.
- 3) Represents 1,300,000 shares of the Registrant's Common Stock, par value \$0.01 (the "Common Stock") that may be offered or sold under The New Home Company Inc. Amended and Restated 2016 Incentive Award Plan (the "Plan") plus 100,000 shares of Common Stock representing the Registrant's estimate of future forfeited or terminated awards under the Plan that will become available for future issuance under the Plan.

## EXPLANATORY NOTE

This Registration Statement relates to the Registration Statement on Form S-8 (No. 333-211756) that The New Home Company Inc., a Delaware corporation (the "Registrant"), filed on June 1, 2016, pursuant to which the Registrant registered 800,000 shares of Common Stock for issuance under the Plan (as defined above) and the Registration Statement on Form S-8 (No. 333-217515) that the Registrant filed on April 27, 2017 pursuant which the Registrant registered 50,000 shares of Common Stock for issuance under the Plan. The contents of the above-referenced registration statements are incorporated by reference herein pursuant to General Instruction E to Form S-8. The purpose of this Registration Statement is to register an additional 1,300,000 shares of the Registrant's Common Stock authorized for issuance under the Plan plus 100,000 shares of the Registrant's Common Stock representing the Registrant's estimate of additional future forfeited or terminated awards under the Plan that will become available for future issuance under the Plan.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

See the Exhibit Index following the signature page(s) to this Registration Statement, which Exhibit is incorporated herein by reference.

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Aliso Viejo, state of California, on June 4, 2018.

THE NEW HOME COMPANY INC.

By: /s/ H. Lawrence Webb

H. Lawrence Webb

Chief Executive Office and Chairman

### POWER OF ATTORNEY

Each person whose signature appears below hereby severally constitutes and appoints H. Lawrence Webb, John M. Stephens and Miek Harbur, and each of them singly (with full power to each of them to act alone), his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

#### Signature

#### Title

#### Date

By: /s/ H. Lawrence Webb

Chief Executive Officer and Chairman of the Board  
(Principal Executive Officer)

June 4, 2018

H. Lawrence Webb

By: /s/ John M. Stephens

Chief Financial Officer (Principal Financial Officer  
and Principal Accounting Officer)

June 4, 2018

John M. Stephens



By: <u>/s/ Sam Bakhshandehpour</u> Sam Bakhshandehpour	Director	June 4, 2018
By: <u>/s/ Michael J. Berchtold</u> Michael J. Berchtold	Director	June 4, 2018
By: <u>/s/ Paul C. Heeschen</u> Paul C. Heeschen	Director	June 4, 2018
By: <u>/s/ Gregory P. Lindstrom</u> Gregory P. Lindstrom	Director	June 4, 2018
By: <u>/s/ Cathey S. Lowe</u> Cathey S. Lowe	Director	June 4, 2018
By: <u>/s/ Douglas C. Neff</u> Douglas C. Neff	Director	June 4, 2018
By: <u>/s/ Wayne J. Stelmar</u> Wayne J. Stelmar	Director	June 4, 2018
By: <u>/s/ William A. Witte</u> William A. Witte	Director	June 4, 2018

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>	<b>Page or Method of Filing</b>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of The New Home Company Inc.</u></a>	Incorporated by reference to Exhibit 3.1 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013
4.2	<a href="#"><u>State of Delaware Certificate of Change of Registered Agent and/or Registered Officer</u></a>	Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on August 1, 2016
4.3	<a href="#"><u>Amended and Restated Bylaws of The New Home Company Inc.</u></a>	Incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed on August 1, 2016
4.4	<a href="#"><u>Specimen Stock Certificate of The New Home Company Inc.</u></a>	Incorporated by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form S-1 (No. 333-189366), Amendment No. 10, filed on January 24, 2014
4.5	<a href="#"><u>Investor Rights Agreement among The New Home Company Inc., TNHC Partners LLC, IHP Capital Partners VI, LLC, WATT/TNHC, LLC, TCN/TNHC LP and collectively H. Lawrence Webb, Wayne J. Stelmar, Joseph D. Davis and Thomas Redwitz</u></a>	Incorporated by reference to Exhibit 4.2 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013 Filed herewith
4.6	<a href="#"><u>Amendment No. 1 to Investor Rights Agreement among The New Home Company Inc., TNHC Partners LLC, IHP Capital Partners VI, LLC, WATT/TNHC, LLC, TCN/TNHC LP and collectively H. Lawrence Webb, Wayne J. Stelmar, Joseph D. Davis and Thomas Redwitz</u></a>	Incorporated by reference to Exhibit 10.1 of the Registrant's Form 8-K filed on May 23, 2018
5.1	<a href="#"><u>Opinion of Snell &amp; Wilmer L.L.P.</u></a>	Filed herewith
23.1	<a href="#"><u>Consent of Ernst &amp; Young LLP</u></a>	Filed herewith
23.2	<a href="#"><u>Consent of Ernst &amp; Young LLP</u></a>	Filed herewith
23.3	<a href="#"><u>Consent of Snell &amp; Wilmer L.L.P.</u></a>	Included as part of Exhibit 5.1
24.1	Power of Attorney	Included on the signature page to this Registration Statement
99.1	<a href="#"><u>The New Home Company Inc. Amended and Restated 2016 Incentive Award Plan</u></a>	Incorporated by reference to Exhibit 10.2 of the Registrant's Form 8-K filed on May 23, 2018

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## Section 2: EX-5.1 (EXHIBIT 5.1)

Exhibit 5.1

June 4, 2018

The New Home Company Inc.  
85 Enterprise, Suite 450

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of The New Home Company Inc., a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 1,400,000 shares of the Company's common stock, par value \$0.01 per share ("Common Stock"), pursuant to the terms of The New Home Company Inc. Amended and Restated 2016 Incentive Award Plan (the "Plan"). The shares of Common Stock that may be issued under the Plan in connection with the Registration Statement are referred to herein as the "Shares."

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued in accordance with the terms of the Plan against payment therefor, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name in appropriate sections of the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Snell & Wilmer L.L.P.

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## **Section 3: EX-23.1 (EXHIBIT 23.1)**

**Exhibit 23.1**

### **Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8), dated June 4, 2018, pertaining to The New Home Company Inc. 2016 Amended and Restated Incentive Award Plan of our report dated February 14, 2018, with respect to the consolidated financial statements of The New Home Company Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Irvine, California  
June 4, 2018

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## Section 4: EX-23.2 (EXHIBIT 23.2)

Exhibit 23.2

### Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8), dated June 4, 2018, pertaining to The New Home Company Inc. 2016 Amended and Restated Incentive Award Plan of (i) our report dated February 14, 2018, with respect to the financial statements of TNHC Newport LLC, included in its Annual Report (Form 10-K) of The New Home Company Inc. for the year ended December 31, 2017, filed with the Securities and Exchange Commission; and (ii) our report dated February 22, 2017, with respect to the financial statements of TNHC Meridian Investors LLC, included in its Annual Report (Form 10-K) of The New Home Company Inc. for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Irvine, California  
June 4, 2018

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