

American Homes 4 Rent
Form 4
August 31, 2016

FORM 4

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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
American Homes 4 Rent, LLC

(Last) (First) (Middle)

C/O AMERICAN HOMES 4
RENT, 30601 AGOURA ROAD,
SUITE 200

(Street)

AGOURA HILLS, CA 91301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

American Homes 4 Rent [AMH]

3. Date of Earliest Transaction
(Month/Day/Year)

08/31/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Class A Common Shares	08/31/2016		J(1)(2)	6,860,783	D	0 (1) (2)	D
Class B Common Shares	08/31/2016		J(1)(2)	635,075	D	0 (1) (2)	D

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**

SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Class A Units of Operating Partnership	(3)	08/31/2016		J(1)(2)	45,526,644	(3)	(3)	Class A Common Shares	45
Class D Units of Operating Partnership	(5)	08/31/2016		J(1)(2)	8,750,000 (6)	(5)	(5)	Class A Units of Operating Partnership	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
American Homes 4 Rent, LLC C/O AMERICAN HOMES 4 RENT 30601 AGOURA ROAD, SUITE 200 AGOURA HILLS, CA 91301		X		

Signatures

Stephanie Heim,
attorney-in-fact

08/31/2016

__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) Effective August 31, 2016 American Homes 4 Rent ("AH LLC") was liquidated and distributed to its members all of the securities in Issuer and its operating partnership owned by AH LLC, in proportion to the members' intetests in AH LLC.
- (2) Securities previously held by AH LLC, David P. Singelyn was the sole manager of AH LLC and had voting and investment control over the securities held by AH LLC. Mr. Singelyn disclaims beneficial ownership of the securities held by AH LLC except to the extent of his pecuniary interest therein.
- (3) The Class A Units are redeemable beginning one year after the date of issuance (subject to certain limitations set forth in the operating partnership agreement). Class A Units do not have expiration dates.
- (4)

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The Class A Units are redeemable at a redemption amount per unit based on the market value of the Company's Class A Common Shares at the time of redemption. The market value will be equal to the average of the closing trading price of the Class A Common Shares for the 10 trading days before the date of receipt of the redemption notice. Issuer may elect in its sole discretion whether to redeem the Class A Units in cash or Class A Common Shares equal to the number of Class A Units offered for redemption.

- (5) The Series D Units are automatically convertible into Class A Units on a one-for-one basis in accordance with the operating partnership agreement.
- (6) Includes Series D Units previously issued upon conversion of the Series E Units on February 29, 2016.

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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