

American Homes 4 Rent  
Form 4  
August 31, 2016

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Goldberg David

(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  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Shares	08/31/2016		J <sup>(1)</sup>	74,586	A	\$ 0 (1)	74,586 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 number.**

SEC 1474 (9-02)

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

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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)	Amount Number Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Class A Units of Operating Partnership	<u>(4)</u>	08/31/2016		<u>J(1)</u>		453,001		<u>(3)</u>	<u>(3)</u>	Class A Common Shares	453,001
Class D Units of Operating Partnership	<u>(6)</u>	08/31/2016		<u>J(1)</u>		87,065		<u>(5)</u>	<u>(5)</u>	Class A Units of Operating Partnership	87,065

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldberg David C/O AMERICAN HOMES 4 RENT 30601 AGOURA ROAD, SUITE 200 AGOURA HILLS, CA 91301			Executive Vice President	

**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).
- Effective August 31, 2016 American Homes 4 Rent ("AH LLC") was liquidated and distributed to its members, including reporting person, all of the securities in Issuer and its operating partnership owned by AH LLC, in proportion to the members' interests in AH LLC. These securities distributed to reporting person are pledged for a loan to the entity described in note (2).
- (2) By David Goldberg Living Trust.
  - (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) 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.

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(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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