

American Homes 4 Rent
Form 3
July 31, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Singelyn David P.</p> <p>(Last) (First) (Middle)</p> <p>C/O AMERICAN HOMES 4 RENT,Â 30601 WEST AGOURA ROAD, SUITE 200</p> <p>(Street)</p> <p>AGOURA HILLS,Â CAÂ 91301</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/31/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>American Homes 4 Rent [AMH]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Executive Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Shares | 100 | D | Â |
| Class A Common Shares | 100 | I | By Spouse |
| Class A Common Shares | 20,000 | I | See footnote ⁽¹⁾ |
| Class A Common Shares | 3,735,783 | I | See footnote ⁽²⁾ |
| Class B Common Shares | 635,075 | I | See footnote ⁽²⁾ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|------------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (right to buy) | 11/20/2013 ⁽³⁾ | 11/20/2022 | Class A Common Shares | 25,000 | \$ 15 | D | Â |
| Class A Units of Operating Partnership | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Class A Common Shares | 13,787,292 | \$ ⁽⁵⁾ | I | See footnote ⁽²⁾ |
| Series C Units of Operating Partnership | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Class A Units of Operating Partnership | ⁽⁶⁾ | \$ ⁽⁶⁾ | I | See footnote ⁽²⁾ |
| Series D Units of Operating Partnership | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Class A Units of Operating Partnership | 4,375,000 | \$ ⁽⁷⁾ | I | See footnote ⁽²⁾ |
| Series E Units of Operating Partnership | Â ⁽⁸⁾ | Â ⁽⁸⁾ | Class A Units or Series D Units ⁽⁸⁾ | ⁽⁸⁾ | \$ ⁽⁸⁾ | I | See footnote ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Singelyn David P. C/O AMERICAN HOMES 4 RENT 30601 WEST AGOURA ROAD, SUITE 200 AGOURA HILLS, CA 91301 | Â X | Â X | Â Chief Executive Officer | Â |

Signatures

/s/ Sara Vogt-Lowell,
attorney-in-fact

07/31/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) By LLC formed for the benefit of the reporting person and his family and of which the reporting person is manager.
Securities held by American Homes 4 Rent, LLC ("AH LLC"). Mr. Singelyn is the sole manager of AH LLC and has voting and investment control over the securities held by AH LLC. Mr. Singelyn disclaims beneficial ownership of the securities held by AH LLC
- (2) except to the extent of his pecuniary interest therein. AH LLC holds 3,735,783 Class A common shares, 635,075 Class B common shares, and units issued by American Homes 4 Rent, L.P. (the "Operating Partnership"), the operating partnership of American Homes 4 Rent (the "Company"), including 13,787,292 Class A units, 31,085,974 Series C units, 4,375,000 Series D units and 4,375,000 Series E units.
- (3) Options become exercisable in four equal annual installments beginning on the "Date Exercisable" indicated.
The Class A units are redeemable beginning one year after the date of issuance (subject to certain limitations set forth in the Agreement of
- (4) Limited Partnership of the Operating Partnership, as amended (the "Operating Partnership Agreement")). Class A units do not have expiration dates.
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
- (5) 10 trading days before the date of receipt of the redemption notice. The Company 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.
The Series C units are convertible at any time into Class A units. If holders of the Series C units have not exercised such conversion right by the earlier of (i) the third anniversary of the date of original issuance of the Series C units or (ii) the date of commencement of the
- (6) dissolution, liquidation or winding up of the Operating Partnership, then the Series C units will automatically convert into Class A units. The conversion ratio is set forth in the Operating Partnership Agreement.
The Series D units are automatically convertible into Class A units on a one-for-one basis only after the later of (1) 30 months after the date of issuance and (2) the earlier of (i) the date on which adjusted funds from operations per Class A common share aggregates \$0.80 or
- (7) more over four consecutive quarters following the closing of the Management Internalization on June 10, 2013 or (ii) the date on which the daily closing price of the Class A common shares on the New York Stock Exchange averages \$18.00 or more for two consecutive quarters following the closing of the Management Internalization on June 10, 2013.
- (8) The Series E units will automatically convert into Series D units, or if the Series D units have previously converted into Class A units, into Class A units, on February 29, 2016, based on a performance based earn-out formula.

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Remarks:

Exhibit 24: Power of Attorney

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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