

DONDERO JAMES D
Form 4
February 20, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
DONDERO JAMES D

2. Issuer Name and Ticker or Trading Symbol
NexPoint Residential Trust, Inc.
[NXRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
300 CRESCENT COURT, SUITE 700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2019

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

DALLAS, TX 75201

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

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

(City) (State) (Zip)

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)
			Code	V	Amount	(D)	Price
Common Stock	02/15/2019		M		16,443	A	74,287.82
Common Stock					2,526,337.42	I	By Highland Capital Management, L.P.
Common Stock					142,177	I	By NexPoint Advisors, L.P.
Common Stock					118,483	I	By Highland Capital

						Management Fund Advisors, L.P.
Common Stock				16,986 ⁽⁵⁾	I	By limited liability company
Common Stock				24,498.78	I	By employee benefit plan
Common Stock				1,759,118 ⁽⁶⁾	I	By trust

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

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/15/2019		M	16,443	<u>(7)</u> <u>(7)</u>	Common Stock	16,443

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONDERO JAMES D 300 CRESCENT COURT, SUITE 700 DALLAS, TX 75201	X	X	President	

Signatures

/s/ Brian Mitts,
attorney-in-fact

02/20/2019

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) Each restricted stock unit represents a contingent right to receive one share of common stock of NexPoint Residential Trust, Inc. These shares are held by Highland Capital Management, L.P. ("HCMLP") both directly and indirectly through advised accounts. Mr. Dondero is the President and the director of Strand Advisors, Inc., HCMLP's general partner, and may be deemed to be an indirect beneficial owner of shares held by HCMLP. Mr. Dondero disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (2) These shares are held by NexPoint Advisors, L.P. ("NP") indirectly through advised accounts. Mr. Dondero is the sole member of NP's general partner, and may be deemed to be an indirect beneficial owner of shares held by NP. Mr. Dondero disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) These shares are held by Highland Capital Management Fund Advisors, L.P. ("HCMFA") indirectly through advised accounts. Mr. Dondero is the sole stockholder and director of Strand Advisors XVI, Inc., HCMFA's general partner, and may be deemed to be an indirect beneficial owner of shares held by HCMFA. Mr. Dondero disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) These shares are held by a limited liability company in which the trust referenced in footnote 5 to this Form 4 owns a majority interest. Mr. Dondero disclaims beneficial ownership of such shares.
- (5) These shares are held by a trust pursuant to an employee purchase plan. Mr. Dondero disclaims beneficial ownership of such shares.
- (6) On February 15, 2018, the reporting person was granted 65,772 restricted stock units which vested 25% on February 15, 2019 and will vest 25% on February 15, 2020, 25% on February 15, 2021 and 25% on February 15, 2022. Settlement will generally occur within 10 days of vesting and may at the discretion of the Compensation Committee be settled in cash.
- (7)

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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