

MDC HOLDINGS INC  
Form SC 13D/A  
February 06, 2018  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 24)\*

M.D.C. HOLDINGS, INC.

(Name of Issuer)

Common Stock, \$0.01 Per Share

(Title of Class of Securities)

552676 108

(CUSIP Number)

David D. Mandarich, 4350 S. Monaco St., Suite 500, Denver, CO 80237

(303) 773-1100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 2, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (e), 13d-1(f) or 13d-1(g), check the following box [ ].

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to \*the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 552676 108

(1) NAME OF REPORTING PERSON

David D. Mandarich

(2) CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP (a)

Not Applicable (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS

2(d) or 2 (e)  
Not Applicable

(6) CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States of America

(7) SOLE VOTING POWER

5,858,344

Number

of

Share(s) SHARED VOTING POWER

Beneficially

Owned

by

Each(9) SOLE DISPOSITIVE POWER

Reporting5,858,344

Person

with

(10) SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT

(11) BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

5,858,344

(12)

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

Not Applicable

PERCENT OF CLASS

(13) REPRESENTED BY THE AMOUNT  
IN ROW (11)

10.0%

(14) TYPE OF REPORTING PERSON  
IN

EXPLANATORY NOTE: This is a voluntary filing to reflect changes in Reporting Person's holdings over the prior year. This amendment amends and supplements only information that has changed since the filing of the previous amendment. All share amounts have been adjusted to reflect the distribution of an eight percent (8%) stock dividend on December 19, 2017.

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The Reporting Person, David D. Mandarich, hereby amends his Schedule 13D relating to the Common Stock, par value \$0.01, of M.D.C. Holdings, Inc. (the "Company").

#### Item 5. Interest in Securities of the Issuer

Mr. Mandarich beneficially owns an aggregate of 5,858,344 shares of Common Stock, representing approximately 10.0% of the outstanding Common Stock of the Company. The ownership percentage set forth above is based (a) upon 56,123,228 shares of Common Stock of the Company outstanding, as reported in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, plus an additional 2,313,360 shares which Mr. Mandarich has the right to acquire upon the exercise of stock options that are fully vested.

(b) Mr. Mandarich has the:

(i) Sole power to vote or direct the vote of 5,858,344 shares. This consists of 3,428,376 shares that he directly owns, 2,313,360 shares issuable upon the exercise of stock options granted under the Company's equity incentive plans, 111,867 shares of restricted stock granted under the Company's equity incentive plans, and 4,741 unitized shares held in a stock fund in the Company's 401(k) Savings Plan, which changes on a daily basis.

(ii) Shared power to vote or direct the vote of -0- shares.

(iii) Sole power to dispose or direct the disposition of 5,858,344 shares. This consists of the shares described in response to Item 5(b)(i) above.

(iv) Shared power to dispose or direct the disposition of -0- shares.

(c) On February 2, 2018, Mr. Mandarich was granted 22,389 shares of restricted stock under the Company's 2011 Equity Incentive Plan.

(d)None.

(e)Not applicable.

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Page 3 of 4

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 6, 2018

Signature: /s/ David D. Mandarich

Name: David D. Mandarich