

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Tian Ming</u> _____ (Last) (First) (Middle) <u>C/O LANDSEA HOLDINGS CORPORATION</u> <u>530 LYTTON AVE., 2ND FLOOR</u> _____ (Street) <u>PALO ALTO CA 94301</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Landsea Homes Corp [ LSEA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/08/2024		S		2,800,000 <sup>(1)(2)</sup>	D	\$11.6	16,940,729 <sup>(3)(4)</sup>	I <sup>(5)</sup>	By Landsea Holdings Corporation
Common Stock	03/08/2024		P		30,000 <sup>(6)</sup>	A	\$11.6	30,000	I <sup>(7)</sup>	By spouse

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- These shares were sold by Landsea Holdings Corporation ("Landsea Holdings") under the underwriting agreement dated March 5, 2024, entered into by Landsea Homes Corporation (the "Issuer"), Landsea Holdings as the selling stockholder, and B. Riley Securities, Inc. and BofA Securities, Inc. as representatives of the several underwriters named therein, pursuant to which Landsea Holdings agreed to sell to the underwriters an aggregate of 2,800,000 shares of Common Stock of the Issuer (including an option to purchase up to 365,217 shares, which the underwriters exercised in full) held by Landsea Holdings at a price per share of \$11.60, before underwriting discounts and commissions (the "Secondary Offering"). The Secondary Offering closed on March 8, 2024. Landsea Holdings is 100% indirectly owned by Landsea Green Management Limited, of which Mr. Tian, the Reporting Person indirectly beneficially owns approximately 58.53%.
- (Continued from footnote 1) The Reporting Person may be deemed to have beneficial ownership of the shares held by Landsea Holdings. The Reporting Person disclaims beneficial ownership of the shares held by Landsea Holdings, except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not otherwise be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- Consists of 16,940,729 shares of the Issuer's Common Stock held of record by Landsea Holdings after (a) acquiring (i) 32,557,303 shares of Common Stock issued by the Issuer as merger consideration pursuant to that certain Agreement and Plan of Merger dated August 31, 2020 by and among the Issuer, Landsea Holdings, LFCA Merger Sub, Inc. and Landsea Homes Incorporation (as amended, the "Merger Agreement"), and (ii) 5,000,000 shares of Common Stock pursuant to the Sponsor Surrender Agreement defined in the Merger Agreement, (b) disposing of 179,038 shares of Common Stock pursuant to the Merger Agreement, as of January 7, 2021, (c) disposing of 4,838,710 shares pursuant to the Stock Purchase Agreement dated as of May 31, 2022, (d) disposing of 4,398,826 shares of Common Stock pursuant to the Share Repurchase Agreement dated as of June 1, 2022, (e) the automatic surrender and forfeiture on January 7, 2023 of 500,000 shares of Common Stock pursuant to the Sponsor Surrender Agreement,
- (Continued from footnote 3) (f) the sale of 2,956,522 shares of Common Stock by Landsea Holdings pursuant to that certain underwriting agreement dated June 12, 2023 by the Issuer, Landsea Holdings as the selling stockholder and B. Riley Securities, Inc., as representative of the several underwriters named therein (the "2023 Underwriting Agreement") on June 15, 2023, (g) the sale of 443,478 shares of Common Stock by Landsea Holdings pursuant to the exercise in full of the underwriters' option to purchase additional shares under the 2023 Underwriting Agreement on June 21, 2023, (h) the sale of 2,434,783 shares of Common Stock by Landsea Holdings in connection with the Secondary Offering closed on March 8, 2024, and (i) the sale of 365,217 shares of Common Stock on March 8, 2024 by Landsea Holdings pursuant to the exercise in full of the option to purchase additional shares by the underwriters in connection with the Secondary Offering.
- These shares are beneficially owned by Landsea Holdings. As described in footnote 1 above, the Reporting Person may be deemed to have beneficial ownership of the shares held by Landsea Holdings Corporation. The Reporting Person disclaims beneficial ownership of the shares held by Landsea Holdings, except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not otherwise be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The spouse of the Reporting Person purchased 30,000 shares of Common Stock of the Issuer through participation as an investor in the Secondary Offering, at a price equal to the per share public offering price of \$11.60 per share. The purchase closed on March 8, 2024.
- These shares are owned directly by the spouse of the Reporting Person. The Reporting Person may be deemed an indirect beneficial owner of these shares by reason of the marital relationship.

/s/ Ming Tian 03/08/2024  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

