

|  |           |
|--|-----------|
| 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 *<br><u>Tian Ming</u><br><br>(Last) (First) (Middle)<br>C/O LANDSEA HOLDINGS CORPORATION<br>530 LYTTON AVE., 2ND FLOOR<br><br>(Street)<br>PALO ALTO CA 94301<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Landsea Homes Corp [ LSEA ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/09/2024                    |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--------|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V      | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 12/09/2024                           |  | S                              | (1)(2) | 2,521,740 <sup>(1)(2)</sup>                                       | D          | \$10.25 | 6,543,411 <sup>(3)(4)(5)</sup>  | I <sup>(6)</sup>   | By Landsea Holdings Corporation and spouse            |
| Common Stock                    | 12/10/2024                           |  | S                              |        | 378,260 <sup>(7)</sup>  | D          | \$10.25 | 6,165,151   | I  | By Landsea Holdings Corporation and 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 December 5, 2024, entered into by Landsea Homes Corporation (the "Issuer"), Landsea Holdings and Ever Fast Holdings Limited as the selling stockholders, and B. Riley Securities, Inc. as representative of the several underwriters named therein, pursuant to which Landsea Holdings agreed to sell to the underwriters an aggregate of 2,521,740,000 shares of Common Stock of the Issuer (the "Firm Shares") at a price per share of \$10.25, before underwriting discounts and commissions (the "Secondary Offering"). The sale of the Firm Shares in the Secondary Offering closed on December 9, 2024. Landsea Holdings is 100% indirectly owned by Landsea Green Management Limited, of which Mr. Tian, the Reporting Person indirectly beneficially owns approximately 36.32%. The Reporting Person may be deemed to have beneficial ownership of the shares held by Landsea Holdings.
- (Continued from footnote 1) 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 (A) 6,513,411 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 Landsea Homes Corporation (the "Issuer") as merger consideration pursuant to the Merger Agreement and (ii) 5,000,000 shares of Common Stock pursuant to the Sponsor Surrender 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, (f) the sale of 2,956,522 shares of Common Stock by Landsea Holdings pursuant to the 2023 Underwriting Agreement on June 15, 2023.
- (Continued from footnote 3) (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 2,800,000 shares of Common Stock by Landsea Holdings pursuant to the 2024 Underwriting Agreement closed on March 8, 2024, (i) the transfer of 4,100,000 shares by Landsea Holdings to Ever Fast pursuant to the Payment Agreement on May 14, 2024, (j) the transfer of 80,000 shares of Common Stock by Landsea Holdings to Qin Zhou pursuant to the Zhou Award Agreement on June 3, 2024, (k) the transfer of 50,000 shares of Common Stock by Landsea Holdings to Yitu Wang pursuant to the Wang Agreement on June 3, 2024, (l) the transfer of 450,000 shares of Common Stock by Landsea Holdings on June 20, 2024 pursuant to the SPAs,
- (Continued from footnote 4) (m) the transfer of 3,225,578 shares of Common Stock held by Landsea Holdings to East West Bank pursuant to the Commercial Pledge Agreement dated June 29, 2023 between East West Bank and Landsea Holdings, and the Agreement Regarding Consensual Resolution of Credit Facility dated September 22, 2024 between East West Bank and Landsea Holdings, and (n) the sale of 2,521,740 shares of Common Stock on December 9, 2024 by Landsea Holdings pursuant to the Underwriting Agreement dated December 5, 2024; plus (B) 30,000 shares of Common Stock acquired by the Reporting Person's spouse through participation as an investor in the secondary offering under the 2024 Underwriting Agreement at a price equal to the per share public offering price on March 8, 2024.
- 6,513,411 shares of the Issuer's Common Stock 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. 30,000 shares of the Issuer's Common Stock of the Issuer are owned directly by the spouse of the Reporting Person through participation as an investor in the secondary offering under the 2024 Underwriting Agreement. The Reporting Person may be deemed an indirect beneficial owner of these shares by reason of the marital relationship.
- LHC also granted the Underwriters a 30-day option to purchase up to an aggregate of 378,260 additional shares of Common Stock (the "Option Shares") owned by LHC under the Underwriting Agreement dated December 5, 2024. On December 9, 2024, the Underwriters exercised the option to purchase the Option Shares and the sale of the Option Shares in the Secondary Offering closed on December 10, 2024.

/s/ Tian Ming

12/11/2024

\*\* 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.**