

TRI POINTE HOMES, INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 11/13/14

Address	19520 JAMBOREE ROAD, SUITE 200 IRVINE, CA 92612
Telephone	(949) 478-8600
CIK	0001561680
Symbol	TPH
SIC Code	1531 - Operative Builders
Industry	Construction Services
Sector	Capital Goods
Fiscal Year	12/31

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

TRI Pointe Homes, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-3201111
(I.R.S. Employer
Identification No.)

19520 Jamboree Road, Suite 200
Irvine, California
(Address of principal executive offices)

92612
(Zip code)

TRI Pointe Homes, Inc. 2013 Long-Term Incentive Plan
(Full title of plan)

Douglas F. Bauer
Chief Executive Officer
TRI Pointe Homes, Inc.
19520 Jamboree Road, Suite 200
Irvine, California 92612
(949) 478-8600

(Name, address and telephone number of agent for service)

Copies to:

Brad W. Blank, Esq.
Vice President, General Counsel
TRI Pointe Homes, Inc.
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Tel (949) 478-8600
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Irvine, California 92614
Tel (949) 553-1313
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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Calculation of Registration Fee

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price	Amount of registration fee(3)
Shares of common stock, par value \$0.01 per share	9,200,000	\$13.93	\$128,156,000	\$14,891.73

- (1) Pursuant to Rule 416 under the Securities Act of 1933, the number of shares of common stock registered hereby includes an indeterminate number of shares that may be issued in connection with stock splits, stock dividends or similar transactions.
- (2) Represents the average of the high and the low sales prices of the shares of common stock on the New York Stock Exchange on November 6, 2014.
- (3) Computed in accordance with Rule 457(h) under the Securities Act of 1933.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statement on Form S-8 previously filed by TRI Pointe Homes, Inc. (the “Company”) on February 1, 2013 (File No. 333-186403) are incorporated herein by reference and made a part hereof. This Registration Statement is being filed by the Company to register an additional 9,200,000 shares of common stock, par value \$0.01 per share, of the Company that may be awarded under the TRI Pointe Homes, Inc. 2013 Long-Term Incentive Plan pursuant to an amendment to such plan approved by the stockholders of the Company on June 23, 2014.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* The document(s) containing the information specified in this Part I will be sent or given to participants in the TRI Pointe Homes, Inc. 2013 Long-Term Incentive Plan in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”). Such documents need not be filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These document(s) and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by TRI Pointe Homes, Inc. (the “Company”) with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference (except for the portions of the Company’s Current Reports furnished, as opposed to filed, on Form 8-K):

- (a) The Company’s Annual Report on Forms 10-K and 10-K/A for the year ended December 31, 2013;
- (b) The Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014;
- (c) The Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2014;
- (d) The Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014;
- (e) The Company’s Current Report on Form 8-K filed January 2, 2014;
- (f) The Company’s Current Report on Form 8-K filed April 1, 2014;
- (g) The Company’s Current Report on Form 8-K filed May 5, 2014;
- (h) The Company’s Current Report on Form 8-K filed May 22, 2014;
- (i) The Company’s Current Report on Form 8-K filed June 5, 2014;
- (j) The Company’s Current Report on Form 8-K filed June 16, 2014;
- (k) The Company’s Current Report on Form 8-K filed June 19, 2014;

- (l) The Company's Current Report on Form 8-K filed June 23, 2014;
- (m) The Company's Current Report on Form 8-K filed June 27, 2014;
- (n) The Company's Current Report on Form 8-K filed July 7, 2014;
- (o) The Company's Current Report on Form 8-K filed July 11, 2014;
- (p) The Company's Current Report on Form 8-K filed August 5, 2014;
- (q) The Company's Current Report on Form 8-K filed August 6, 2014;
- (r) The Company's Current Report on Form 8-K filed September 5, 2014;
- (s) The Company's Current Report on Form 8-K/A filed November 13, 2014; and
- (t) The description of the Company's shares of common stock contained in the Company's Registration Statement on Form 8-A filed under the Exchange Act on January 28, 2013.

All documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (except for the portions of the Company's Current Reports furnished, as opposed to filed, on Form 8-K) prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Trustees and Officers.

Delaware General Corporation Law . Under Section 145 of the Delaware General Corporation Law, which is referred to as the "DGCL," a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding (1) if such person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the corporation and (2) with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. In actions brought by or in the right of the corporation, a corporation may indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the Court of Chancery or other such court shall deem proper. To the extent that such person has been successful on the merits or otherwise in defending any such action, suit or proceeding referred to above or any claim, issue or matter therein, he or she is entitled to indemnification for expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith. The indemnification and advancement of expenses provided for or granted pursuant to Section 145 of the DGCL is not exclusive of any other rights of indemnification or advancement of expenses to which those seeking indemnification or advancement of expenses may be entitled, and a corporation may purchase and maintain insurance against liabilities asserted against any former or current director, officer, employee or agent of the corporation, or a person who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether or not the power to indemnify is provided by the statute.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a

director, except for liability for any breach of the director's duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions, or for any transaction from which the director derived an improper personal benefit. The Company's amended and restated certificate of incorporation (which is referred to as the "charter") provides for such limitation of liability.

The Company's Charter. Article X of the Company's charter provides that the Company shall, to the fullest extent authorized by the DGCL, indemnify any person made, or threatened to be made, a party to, or is otherwise involved in, any action, suit or proceeding (whether civil, criminal or otherwise) by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Company. The Company may, by action of its board of directors, provide indemnification to employees and agents of the Company to such extent and to such effect as the board of directors shall determine to be appropriate and authorized by the DGCL. Article X of the Company's charter also provides that no director of the Company shall be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Company or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the DGCL, or (4) for any transaction from which the director derived an improper personal benefit.

The Company's Bylaws. Article VII of the Company's bylaws (which is referred to as the "bylaws") provides that Company shall, to the fullest extent permitted by law, indemnify any person made or threatened to be made a party or is otherwise involved in any action, suit or proceeding (whether civil, criminal or otherwise) by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise. The Company shall not be required to indemnify any person in connection with an action, suit or proceeding initiated by such person, including a counterclaim or crossclaim, unless such action, suit or proceeding was authorized by the board of directors. The Company may, by action of the board of directors, provide indemnification to such employees and agents of the Company to such extent and to such effect as our board of directors shall determine to be appropriate and authorized by Delaware law.

Indemnification Agreements. In addition to the provisions of the Company's charter and bylaws described above, the Company has entered into an indemnification agreement with each of its directors and certain of its officers. These agreements require the Company to indemnify these individuals to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to the Company, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified.

Insurance. The Company maintains standard policies of insurance that provide coverage (1) to its directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act and (2) to the Company with respect to indemnification payments that it may make to such directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of TRI Pointe Homes, Inc. ^a
4.2	Amended and Restated Bylaws of TRI Pointe Homes, Inc. ^a
4.3	Amendments to Amended and Restated Bylaws of TRI Pointe Homes, Inc. ^b
4.4	Specimen Common Stock Certificate of TRI Pointe Homes, Inc. ^a
4.5	Investor Rights Agreement, dated as of January 30, 2013, by and among TRI Pointe Homes, Inc., VIII/TPC Holdings, L.L.C., BMG Homes, Inc., The Bauer Revocable Trust U/D/T Dated December 31, 2003, Grubbs Family Trust Dated June 22, 2012, The Mitchell Family Trust U/D/T Dated February 8, 2000, Douglas F. Bauer, Thomas J. Mitchell and Michael D. Grubbs ^a
4.6	First Amendment to Investor Rights Agreement, dated as of November 3, 2013, by and among TRI Pointe Homes, Inc., VIII/TPC Holdings, L.L.C., BMG Homes, Inc., The Bauer Revocable Trust U/D/T Dated December 31, 2003, Grubbs Family Trust Dated June 22, 2012, The Mitchell Family Trust U/D/T Dated February 8, 2000, Douglas F. Bauer, Thomas J. Mitchell and Michael D. Grubbs ^a
4.7	Registration Rights Agreement among TRI Pointe Homes, Inc. and VIII/TPC Holdings, L.L.C. and the TPH Stockholders dated January 30, 2013 ^a
5.1	Opinion of Gibson Dunn & Crutcher LLP*

- 23.1 Consent of Ernst & Young LLP*
- 23.2 Consent of Gibson Dunn & Crutcher LLP (included in Exhibit 5.1)*
- 23.3 Consent of KPMG LLP*
- 24.1 Power of Attorney (included on the signature page to this Registration Statement)*
- 99.1 2013 Long-Term Incentive Plan ^c
- 99.2 Amendment No. 1 to the 2013 Long-Term Incentive Plan ^d
- 99.3 Amendment No. 2 to the 2013 Long-Term Incentive Plan ^d

- a Incorporated by reference to the Company's Registration Statement on Form S-4 (File No. 333-193248) filed with the Commission on January 9, 2014.
- b Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-35796) filed with the Commission on August 6, 2014.
- c Incorporated by reference to Annex G of the Company's Proxy Statement (File No. 001-35796) filed with the Commission on May 20, 2014.
- d Incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-35796) filed with the Commission on June 23, 2014.
- * Filed herewith.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this Section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to trustees, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act

and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on this 13th day of November, 2014.

TRI Pointe Homes, Inc.

By: /s/ Douglas F. Bauer

Name: Douglas F. Bauer

Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby severally constitutes and appoints Douglas F. Bauer and Michael D. Grubbs, and each of them singly (with full power to each of them to act alone), his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Barry S. Sternlicht</u> Barry S. Sternlicht	Chairman of the Board of Directors, Director	November 13, 2014
<u>/s/ Douglas F. Bauer</u> Douglas F. Bauer	Chief Executive Officer and Director (Principal Executive Officer)	November 13, 2014
<u>/s/ Michael D. Grubbs</u> Michael D. Grubbs	Chief Financial Officer (Principal Financial Officer)	November 13, 2014
<u>/s/ Glenn J. Keeler</u> Glenn J. Keeler	Vice President and Controller (Principal Accounting Officer)	November 13, 2014
<u>/s/ Lawrence B. Burrows</u> Lawrence B. Burrows	Director	November 13, 2014
<u>/s/ Daniel S. Fulton</u> Daniel S. Fulton	Director	November 13, 2014
<u>/s/ Kristin F. Gannon</u> Kristin F. Gannon	Director	November 13, 2014
<u>/s/ Steven J. Gilbert</u> Steven J. Gilbert	Director	November 13, 2014
<u>/s/ Christopher D. Graham</u> Christopher D. Graham	Director	November 13, 2014
<u>/s/ Constance B. Moore</u> Constance B. Moore	Director	November 13, 2014
<u>/s/ Thomas B. Rogers</u> Thomas B. Rogers	Director	November 13, 2014

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- * Filed herewith.

GIBSON DUNN

Gibson, Dunn & Crutcher LLP
555 Mission Street
San Francisco, CA 94105-2933
Tel 415.393.8200
www.gibsondunn.com

November 13, 2014

C 93000-00001

TRI Pointe Homes, Inc.
19520 Jamboree Road, Suite 200
Irvine, California 92612

Re: *TRI Pointe Homes, Inc. Registration Statement on Form S-8*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of TRI Pointe Homes, Inc., a Delaware corporation (the "Company") filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 9,200,000 additional shares of the Company's common stock, par value \$0.01 per share (the "Shares"). The Shares subject to the Registration Statement are to be issued under the 2013 Long-Term Incentive Plan, as amended (the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) of TRI Pointe Homes, Inc. pertaining to the TRI Pointe Homes, Inc. 2013 Long-Term Incentive Plan of our report dated February 27, 2014, with respect to the consolidated financial statements of TRI Pointe Homes, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2013, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Irvine, California
November 13, 2014

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statement on Form S-8 of TRI Pointe Homes, Inc. of our report dated February 18, 2014, with respect to the consolidated balance sheets of Weyerhaeuser Real Estate Company as of December 31, 2013 and 2012, and the related consolidated statements of operations, changes in equity, and cash flows for each of the years in the three-year period ended December 31, 2013, which report appears in the Form 8-K of TRI Pointe Homes, Inc. dated July 7, 2014.

/s/ KPMG LLP

Seattle, WA
November 13, 2014