

TRI POINTE HOMES, INC.

FORM S-1MEF

(Registration of Additional Securities (up to 20%))

Filed 01/30/13

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-1
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)

1531
(Primary Standard Industrial
Classification Code Number)

27-3201111
(I.R.S. Employer
Identification Number)

**19520 Jamboree Road, Suite 200
Irvine, California 92612
(949) 478-8600**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-185642**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Proposed maximum aggregate offering price(1)(2)	Amount of registration fee(3)
Common stock, \$0.01 par value per share	\$15,742,350	\$2,148

- (1) Estimated solely for purposes of determining the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.
- (2) Includes shares of common stock that may be purchased by the underwriters pursuant to their option to purchase additional shares of common stock.
- (3) The registrant previously paid filing fees of \$34,357 in connection with previous filings of its registration statement on Form S-1 (File No. 333-185642), which registration statement contemplated a proposed maximum offering price of \$251,877,600.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and the required opinion and consents. The contents of the Registration Statement on Form S-1 (Registration No. 333-185642), including the exhibits and power of attorney thereto, which was declared effective by the Securities and Exchange Commission on January 30, 2013 (the "Original Registration Statement"), are incorporated by reference in this Registration Statement. Following the effectiveness of the Original Registration Statement, the registrant converted from a Delaware limited liability company into a Delaware corporation.

CERTIFICATION

The registrant hereby certifies to the Commission that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business as of January 31, 2013), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than January 31, 2013.

EXHIBIT INDEX

<u>Exhibit number</u>	<u>Description</u>
5.1	Opinion of Sidley Austin LLP
23.1	Consent of Ernst & Young LLP
23.2†	Consent of John Burns Real Estate Consulting, LLC
23.3	Consent of Sidley Austin LLP (included in Exhibit 5.1)
24.1†	Power of Attorney (included as part of the signature page)

† Incorporated by reference to the registrant's Registration Statement on Form S-1 (File No. 333-185642).



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FOUNDED 1866

January 30, 2013

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

Re: TRI Pointe Homes, Inc.
Registration Statement on Form S-1

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-1 (the "462(b) Registration Statement") being filed by TRI Pointe Homes, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "SEC") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The 462(b) Registration Statement relates to the registration of an increase in the aggregate offering price of shares of common stock, par value \$0.01 per share (the "Shares"), of the Company above the maximum aggregate offering price of the Shares reflected in the Registration Statement on Form S-1 (File No. 333-185642) (as amended, the "Initial Registration Statement"). The 462(b) Registration Statement incorporates by reference the Initial Registration Statement, which was filed in connection with (i) the offer, issuance and sale by the Company of up to 10,000,000 Shares (the "Primary Shares") and (ii) the offer and sale by the Selling Stockholder of up to 5,742,350 Shares (the "Secondary Shares") (including an aggregate of up to 2,053,350 Secondary Shares which may be sold by the Selling Stockholder pursuant to the exercise of the underwriters' option to purchase additional Shares under the Underwriting Agreement (as defined below). The Shares are to be sold by the Company and the Selling Stockholder pursuant to an underwriting agreement among the Company, the Selling Stockholder and the Underwriters named therein, the form of which has been filed as Exhibit 1.1 to the Initial Registration Statement (the "Underwriting Agreement").

This opinion letter is being delivered in accordance with the requirements of Item 16 of Form S-1 and Item 601(b)(5) of Regulation S-K, each under the Securities Act.

In rendering the opinions expressed below, we have acted as counsel for the Company and have examined and relied upon originals, or copies certified or otherwise identified to our satisfaction, of (i) the Initial Registration Statement, (ii) the 462(b) Registration Statement, (iii) the Amended and Restated Certificate of Incorporation of the Company filed with the Secretary of State of the State of Delaware, (iv) the Bylaws of the Company, (v) the preliminary prospectus contained within the Initial Registration Statement, (vi) the form of the Underwriting Agreement

Sidley Austin (NY) LLP is a Delaware limited liability partnership doing business as Sidley Austin LLP and practicing in affiliation with other Sidley Austin partnerships.

and (vii) such other documents and records of the Company, certificates of public officials and representatives of the Company, resolutions and forms of resolutions and other documents and have examined such questions of law and have satisfied ourselves as to such matters of fact, as we have deemed necessary or appropriate as a basis for the opinions set forth herein. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all natural persons and the conformity with the original documents of any copies thereof submitted to us for our examination.

Based upon the foregoing, and subject to the qualifications and limitations set forth herein, we are of the opinion that:

1. The Primary Shares, when issued and sold by the Company as contemplated in the Initial Registration Statement, and upon payment and delivery in accordance with the Underwriting Agreement, will be validly issued, fully paid and non-assessable.
2. The Secondary Shares have been validly issued and are fully paid and non-assessable.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to matters relating to securities or blue sky laws of any jurisdiction or any rules or regulations thereunder.

We hereby consent to the filing of this opinion letter as an exhibit to the 462(b) Registration Statement and to all references to our firm included in or made a part of the 462(b) Registration Statement. This consent is not to be construed as an admission that we are a party whose consent is required to be filed with the 462(b) Registration Statement under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Sidley Austin LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, to the reference to our firm under the caption "Experts" and to the use of our report dated November 6, 2012, included in the Registration Statement (Form S-1 No. 333-185642) and related Prospectus of TRI Pointe Homes, Inc.

/s/ E RNST & Y OUNG LLP

Irvine, California
January 30, 2013