

# TRI POINTE HOMES, INC.

## FORM 8-K (Current report filing)

Filed 08/06/14 for the Period Ending 08/05/14

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

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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) August 5, 2014**

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

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-35796**  
(Commission  
File Number)

**27-3201111**  
(IRS Employer  
Identification No.)

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

**92612**  
(Zip Code)

**Registrant's telephone number, including area code: (949) 478-8600**

**Not Applicable**  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments To Articles of Incorporation or Bylaws; Change in Fiscal Year**

On August 5, 2014, the Board of Directors of TRI Pointe Homes, Inc. (the “Registrant”) approved amendments to the Registrant’s Amended and Restated Bylaws to provide that the position of Chairman of the Board is not an officer position of the Registrant. The foregoing description of these amendments, which took effect on August 5, 2014, is qualified in its entirety by reference to the amendments, a copy of which is filed herewith as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

No.	Description
3.1	Amendments to Amended and Restated Bylaws of TRI Pointe Homes, Inc.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 6, 2014

TRI Pointe Homes, Inc.

By /s/ Bradley W. Blank

Bradley W. Blank

Vice President, General Counsel and Secretary

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## EXHIBIT INDEX

### Exhibit

No.	Description
3.1	Amendments to Amended and Restated Bylaws of TRI Pointe Homes, Inc.

**TRI Pointe Homes, Inc.**

## Amendments to Amended and Restated Bylaws

Section 3.13 is added to read in its entirety as follows:

Section 3.13 Chairman of the Board. The Board of Directors shall elect a Chairman of the Board from among its members. The position of Chairman of the Board is not an officer position of the Corporation.

The first sentence of Section 4.1 is amended to read in its entirety as follows:

The Board of Directors shall elect a Chief Executive Officer and a Chief Financial Officer.

Section 4.7 is amended to read in its entirety as follows:

Section 4.7 Secretary. In addition to such other duties, if any, as may be assigned to the Secretary by the Board of Directors or the Chief Executive Officer, the Secretary shall (i) keep the minutes of proceedings of the stockholders, the Board of Directors and any committee of the Board of Directors in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be the custodian of the records and seal of the Corporation; (iv) affix or cause to be affixed the seal of the Corporation or a facsimile thereof, and attest the seal by his or her signature, to all documents the execution of which under seal is authorized by the Board of Directors; and (v) unless such duties have been delegated by the Board of Directors to a transfer agent of the Corporation, keep or cause to be kept a register of the name and address of each stockholder, as the same shall be furnished to the Secretary by such stockholder, and have general charge of the stock transfer records of the Corporation.

Section 4.8 is amended to read in its entirety as follows:

Section 4.8 Assistant Secretaries. Except as may be otherwise provided in these Bylaws, Assistant Secretaries, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the Chief Executive Officer, the President, if there be one, or any Vice President, if there be one, or the Secretary, and in the absence of the Secretary or in the event of such person's disability or refusal to act, shall perform the duties of the Secretary, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Secretary.

Section 5.1 is amended to read in its entirety as follows:

Section 5.1 Certificated and Uncertificated Shares. Shares of the Corporation's stock may be certificated or uncertificated, as provided under Delaware law. All certificates of stock of the Corporation shall be numbered and shall be entered in the books of the Corporation as they are issued. The certificates shall be signed by (i) the Chief Executive Officer, the President, if any, or a Vice President, if any, and (ii) the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation, and certify the number of shares owned by such holder in the Corporation.