

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) *Approval of Amendment of the 2013 Long-Term Incentive Plan*

On August 7, 2015, the Company's Board of Directors approved Amendment No. 4 to the Company's 2013 Long-Term Incentive Plan (the "2013 LTIP"). Amendment No. 4 to the 2013 LTIP imposes certain limitations on awards made under the 2013 LTIP to Non-Employee Directors (as defined in the 2013 LTIP). The maximum amount of options, SARs, Stock Awards (including a Bonus Stock Award) or Performance Awards that may be granted during a single calendar year to any one Non-Employee Director shall be in the aggregate \$300,000 as determined by the Fair Market Value of the shares of Common Stock underlying such options, SARs, Stock Awards or Performance Awards on the applicable grant dates.

A description of the material terms of the 2013 LTIP, as amended, was included in the Company's definitive Proxy Statement, dated May 20, 2014 (the "2014 Proxy Statement"), filed with the Securities and Exchange Commission on May 20, 2014, under the caption "PROPOSAL No. 2 – Amendment To The 2013 Long-Term Incentive Plan," beginning on page 230 of the 2014 Proxy Statement, which description is incorporated herein by reference. A copy of Amendment No. 4 to the 2013 LTIP is included as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibit is being filed herewith:

10.1 Amendment No. 4 to TRI Pointe Homes, Inc. 2013 Long-Term Incentive Plan.

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 13, 2015

TRI Pointe Group, Inc.

By /s/ Bradley W. Blank
Bradley W. Blank,
Vice President, General Counsel and
Secretary

Exhibit No.	Exhibit Title or Description
10.1	Amendment No. 4 to TRI Pointe Homes, Inc. 2013 Long-Term Incentive Plan.

**Amendment No. 4 to the
TRI Pointe Homes, Inc.
2013 Long-Term Incentive Plan**

Pursuant to Section 5.2 of the TRI Pointe Homes, Inc. 2013 Long-Term Incentive Plan, as amended (the “**Plan**”), this Fourth Amendment (“**Amendment No. 4**”) to the Plan is made and is effective as of August 12, 2015.

WHEREAS, the Board of Directors and stockholders of TRI Pointe Homes, Inc., a Delaware corporation (“**TRI Pointe Homes**”), each approved the Plan by written consent on January 30, 2013;

WHEREAS, on April 7, 2014, the Board of Directors of TRI Pointe Homes approved an amendment to the Plan to: (i) increase the number of shares available for issuance pursuant to awards granted under the Plan by 9,200,000; and (ii) add certain award limitations intended to allow for awards that qualify as “performance-based compensation” within the meaning of Section 162 (m) of the Internal Revenue Code (“**Amendment No. 1**”);

WHEREAS, the stockholders of TRI Pointe Homes approved Amendment No. 1 at the annual meeting of stockholders held on June 23, 2014;

WHEREAS, on June 23, 2014, the Board of Directors of TRI Pointe Homes approved Amendment No. 2 to the Plan to prohibit repricing (other than in connection with any equity restructuring or any other change in capitalization) of outstanding options or stock appreciation rights under the Plan without stockholder approval;

WHEREAS, on July 7, 2015, TRI Pointe Homes became a wholly owned subsidiary of TRI Pointe Group, Inc. (“**TRI Pointe Group**”) pursuant to a reorganization transaction (“**Reorganization**”);

WHEREAS, in connection with the Reorganization, TRI Pointe Homes and TRI Pointe Group executed an omnibus amendment to the Plan that, among other things, provides that references to TRI Pointe Homes and TRI Pointe Homes Common Stock in the Plan will be read to refer to TRI Pointe Group and TRI Pointe Group Common Stock, respectively;

WHEREAS, Section 5.2 of the Plan authorizes the Board of Directors to amend the Plan, subject to any requirement of stockholder approval required by applicable law, rule or regulation, including Section 162(m) and any rule of the New York Stock Exchange; and

WHEREAS, the Board of Directors of TRI Pointe Group has determined it to be in the best interests of TRI Pointe Group and its stockholders to amend the Plan to impose certain limitations on awards made under the Plan to Non-Employee Directors (as defined in the Plan).

NOW, THEREFORE, the Plan is amended as follows:

1. The following paragraph shall be added to the end of Section 1.5 of the Plan:

