
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): July 22, 2020

Taylor Morrison Home Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35873
(Commission
File Number)

83-2026677
(I.R.S. Employer
Identification No.)

**4900 N. Scottsdale Road, Suite 2000
Scottsdale, AZ, 85251**
(Address of principal executive offices) (Zip Code)

(480)840-8100
(Registrant's Telephone Number, Including Area Code)

NOT APPLICABLE
(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|----------------------|--|
| Common stock, par value \$0.00001 per share | TMHC | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On July 22, 2020, Taylor Morrison Communities, Inc. (the “Issuer”), a wholly owned subsidiary of Taylor Morrison Home Corporation (the “Company”), completed the issuance of \$500.0 million aggregate principal amount of 5.125% Senior Notes due 2030 (the “Notes”).

The Notes were issued pursuant to an Indenture (the “Indenture”), dated as of July 22, 2020, by and among the Issuer, the guarantors party thereto (collectively, the “Guarantors”) and U.S. Bank National Association, as trustee, and are senior unsecured obligations of the Issuer. The Guarantors have issued guarantees (the “Guarantees”) of the Issuer’s obligations under the Notes and the Indenture on a senior unsecured basis. The Notes are guaranteed by the same subsidiaries of the Company that guarantee the Issuer’s existing senior unsecured notes.

The Notes will mature on August 1, 2030. Interest on the Notes will accrue at 5.125% per annum, paid semi-annually, in arrears, on February 1 and August 1 of each year, commencing February 1, 2021.

The Notes and the Guarantees are senior unsecured obligations of the Issuer and the Guarantors.

The Notes and the Guarantees rank:

- *pari passu* in right of payment with any senior indebtedness of the Issuer and the Guarantors;
- senior in right of payment to any indebtedness of the Issuer and the Guarantors that is contractually subordinated to the Notes and the Guarantees;
- effectively junior to any secured indebtedness of the Issuer and the Guarantors, to the extent of the value of the collateral securing such secured indebtedness; and
- effectively junior to all obligations of the Issuer’s subsidiaries that are not Guarantors.

At any time prior to February 1, 2030, the Issuer is entitled to redeem all or a part of the Notes upon not less than 10 nor more than 60 days’ notice, at a redemption price equal to 100% of the principal amount of the Notes redeemed plus the applicable “make whole” premium as of, and accrued and unpaid interest to, but excluding, the date of redemption, subject to the rights of holders of record of Notes on the relevant record date to receive interest due on the relevant interest payment date.

On or after February 1, 2030, the Issuer is entitled to redeem all or a part of the Notes upon not less than 10 nor more than 60 days’ notice, at a redemption price equal to 100% of the principal amount of the Notes redeemed plus accrued and unpaid interest to, but excluding, the date of redemption, subject to the rights of holders of record of Notes on the relevant record date to receive interest due on the relevant interest payment date.

Upon certain ratings declines with respect to the Notes in connection with a change of control, as described in the Indenture, the Issuer must offer to repurchase the Notes at 101% of the principal amount, plus accrued and unpaid interest, if any, to, but not including, the purchase date.

The Indenture contains covenants that, among other things, restrict the ability of the Issuer and Taylor Morrison Holdings, Inc., the direct parent of the Issuer and a Guarantor, and the ability of their restricted subsidiaries to incur certain liens securing indebtedness without equally and ratably securing the Notes and the Guarantees and enter into certain sale and leaseback transactions. These covenants are subject to a number of important exceptions and qualifications. The Indenture contains customary events of default.

The Notes and Guarantees are not subject to any registration rights agreement.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information contained in Item 1.01 above is hereby incorporated in this Item 2.03 by reference.

Item 8.01. Other Events.

Following the completion of the issuance of the Notes, the Company completed its previously announced redemptions (the “Redemptions”) of \$266.9 million aggregate principal amount of its 6.00% Senior Notes due 2023 and \$333.1 million aggregate principal amount of its 5.875% Senior Notes due 2025 (the “2025 Notes”). In connection with the Redemptions, the Company deposited an aggregate of approximately \$635.0 million with the trustee for the 2023 Notes and the 2025 Notes.

SIGNATURES

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

Dated: July 22, 2020

Taylor Morrison Home Corporation

By: /s/ Darrell C. Sherman

Name: Darrell C. Sherman

Title: Executive Vice President, Chief
Legal Officer and Secretary