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New Home Co Inc. Form 8-K January 22, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 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): January 22, 2018

The New Home Company Inc.

(Exact name of registrant as specified in its charter)

Delaware 001-36283 27-0560089

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

85 Enterprise, Suite 450, Aliso Viejo, California 92656 (Address of principal executive offices) (Zip Code)

(949) 382-7800

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:

oWritten communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

oPre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check

mark whether the

registrant is an

emerging growth

company as defined

in Rule 405 of the

Securities Act of

1933 (§230.405 of

this chapter)

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or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company \circ

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. ý

Item 8.01 Other Events.

The New Home Company Inc. (the "Company") intends to file a Registration Statement on Form S-3 (the "Shelf Registration Statement") with the Securities and Exchange Commission (the "SEC") pursuant to which the Company may, from time to time, offer an indeterminate amount of securities, which may include debt securities that are guaranteed by certain of the Company's subsidiaries. The Company is filing this Current Report on Form 8-K (this "Report") to provide supplemental guarantor financial information pursuant to Rule 3-10 of Regulation S-X.

The Company is disclosing condensed consolidating financial information of certain of its subsidiaries in (i) a new Note 18 to its previously issued consolidated financial statements contained in its Annual Report on Form 10-K for the year ended December 31, 2016 (the "2016 Form 10-K") and (ii) a new Note 16 to its previously issued consolidated financial statements contained in its Quarterly Report on Form 10-Q for the three months ended March 31, 2017 (the "2017 Form 10-Q"). These consolidated financial statements were previously filed with the Company's Registration Statement on Form S-4 (File No. 333- 219647) filed with the SEC on August 3, 2017 and are filed as Exhibit 99.1 to this Report.

The Company is filing this Report for the sole purpose of incorporating its contents and the exhibits hereto into the Shelf Registration Statement. All other information in the 2016 Form 10-K and the 2017 Form 10-Q remains unchanged. This Report does not modify or update the disclosures in the 2016 Form 10-K or the 2017 Form 10-Q, nor does it reflect any subsequent information or events, other than the inclusion of the supplemental guarantor financial information.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Description

No.
23.1 Consent of Ernst & Young LLP

Consolidated Financial Statements of The New Home Company Inc. and notes thereto for the year ended December 31, 2016, as supplemented to include Note 18 (condensed consolidating guarantor financial

99.1 <u>information</u>) and Consolidated Financial Statements of The New Home Company Inc. and notes thereto for the three months ended March 31, 2017, as supplemented to include Note 16 (condensed consolidating guarantor financial information)

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Label Linkbase Document

101.PRE XBRL Taxonomy Presentation Linkbase Document

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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: January 22, 2018

The New Home Company Inc.

By /s/ John M. Stephens John M. Stephens, Chief Financial Officer