

Taylor Morrison Home Corp
Form 4
February 16, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TPG Group Holdings (SBS)
Advisors, Inc.

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC, 301
COMMERCE STREET, SUITE
3300

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Taylor Morrison Home Corp
[TMHC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Class A Common Stock | 02/11/2016 | | P | 500,000 A \$ 11.8961 (1) | 1,140,000 | I | See Explanation of Responses (4) (5) (6) (7) |
| Class A Common Stock | 02/12/2016 | | P | 7,395 A \$ 11.9532 (2) | 1,147,395 | I | See Explanation of Responses (4) (5) (6) (7) |

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| | | | | | | | | | |
|---------|------------|---|--------|---|---------|-----------|---|--|-----------------|
| Class A | | | | | \$ | | | | See |
| Common | 02/16/2016 | P | 20,005 | A | 12.3919 | 1,167,400 | I | | Explanation |
| Stock | | | | | (3) | | | | of |
| | | | | | | | | | Responses |
| | | | | | | | | | (4) (5) (6) (7) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | X |
| BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | X |
| COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | X |

Signatures

/s/ Clive Bode, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (8)

02/16/2016

__Signature of Reporting Person

Date

/s/ Clive Bode, on behalf of David Bonderman (8) (9)

02/16/2016

__Signature of Reporting Person

Date

/s/ Clive Bode, on behalf of James G. Coulter (8) (9)

02/16/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The number of securities reported represents an aggregate number of shares of Class A Common Stock ("Class A Shares") of Taylor Morrison Home Corporation (the "Issuer") purchased in multiple open market transactions over a range of sale prices. The price reported represents the weighted average price. Purchase prices ranged from \$11.70 to \$12.085 per Class A Share, inclusive. The Reporting Persons (as defined below) undertake to provide the staff of the Securities and Exchange Commission (the "Commission"), the Issuer or a stockholder of the Issuer, upon request, the number of Class A Shares purchased by the Reporting Persons at each separate price within the range.

(2) The number of securities reported represents an aggregate number of Class A Shares purchased in multiple open market transactions over a range of sale prices. The price reported represents the weighted average price. Purchase prices ranged from \$11.89 to \$12.00 per Class A Share, inclusive. The Reporting Persons undertake to provide the staff of the Commission, the Issuer or a stockholder of the Issuer, upon request, the number of Class A Shares purchased by the Reporting Persons at each separate price within the range.

(3) The number of securities reported represents an aggregate number of Class A Shares purchased in multiple open market transactions over a range of sale prices. The price reported represents the weighted average price. Purchase prices ranged from \$12.32 to \$12.485 per Class A Share, inclusive. The Reporting Persons undertake to provide the staff of the Commission, the Issuer or a stockholder of the Issuer, upon request, the number of Class A Shares purchased by the Reporting Persons at each separate price within the range.

(4) David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. (together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole shareholder of TPG Holdings III-A, Inc., which is the general partner of TPG Holdings III-A, L.P., which is the general partner of TPG Holdings III, L.P., which is the sole shareholder of TPG GenPar VI AIV TM Advisors, Inc., which is the general partner of TPG GenPar VI AIV TM, L.P., which is the general partner of each of (i) TPG VI TM TE 2016, L.P. ("TPG TM TE 2016"), (ii) TPG VI TM 2016-I, L.P. ("TPG TM 2016-I"), (iii) TPG VI TM 2016-II, L.P. ("TPG TM 2016-II"), (iv) TPG VI TM 2016-III, L.P. ("TPG TM 2016-III") and (v) TPG VI TM 2016-IV, L.P. ("TPG TM 2016-IV" and, together with TPG TM TE 2016, TPG TM 2016-I, TPG TM 2016-II and TPG TM 2016-III, the "TPG Funds").

(5) TPG TM TE 2016 beneficially owns 60,070 Class A Shares. TPG TM 2016-I beneficially owns 64,767 Class A Shares. TPG TM 2016-II beneficially owns 956,355 Class A Shares. TPG TM 2016-III beneficially owns 30,167 Class A Shares. TPG TM 2016-IV beneficially owns 56,041 Class A Shares.

(6) Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each Reporting Person and each TPG Fund disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or such TPG Fund's pecuniary interest therein, if any.

(7) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(8) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.
(9)

Clive Bode is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters dated

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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