

BONDERMAN DAVID

Form 4

January 19, 2018

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
01/17/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
Former 10% Owner

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            | 01/17/2018                           |  | S                              |   | 1,499,732 | D          | \$ 27.14 | 0   | I  | See Explanation of Responses (4) (5) (6)              |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

| 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) |                 |                      |                      |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|----------------------|----------------------|
|   |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title                | Amount Number Shares |
| Common Partnership Units and Class B Common Stock | <u>(2)</u>   | 01/17/2018                           |  | J <u>(1)</u>                   |   | 8,853,462  |     | <u>(2)</u>  | <u>(2)</u>      | Class A Common Stock | 8,853,462            |
| Common Partnership Units and Class B Common Stock | <u>(2)</u>   | 01/17/2018                           |  | J <u>(1)</u>                   |   | 1,875,000  |     | <u>(2)</u>  | <u>(2)</u>      | Class A Common Stock | 1,875,000            |

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Former 10% Owner

Former 10% Owner

Former 10% Owner

## 01/19/2018

Date \_\_\_\_\_

/s/ Clive Bode on behalf of David Bonderman (7) (8)

01/19/2018

\*\*Signature of Reporting Person

Date

/s/ Clive Bode on behalf of James G. Coulter (7) (8)

01/19/2018

\*\*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).
 

On January 11, 2018, TPG TMM Holdings II, L.P. ("TPG TMM Holdings") entered into two Purchase Agreements with Taylor Morrison Home Corporation (the "Issuer") pursuant to which the Issuer agreed to purchase from TPG TMM Holdings, and TPG TMM Holdings agreed to sell to the Issuer, an aggregate of 10,728,462 common partnership units (the "New TMM Units") of TMM Holdings II Limited Partnership ("New TMM") (along with an equal number of shares of Class B Common Stock (the "Class B Shares") of the Issuer) at a price of \$27.14 per New TMM Unit/Class B Share (the "Repurchases"). The Repurchases closed on January 17, 2018.

Following the Repurchases, TPG TMM Holdings no longer holds any New TMM Units or Class B Shares. Pursuant to the terms of the Exchange Agreement dated as of April 9, 2013, TPG TMM Holdings had the right to exchange all or a portion of its New TMM Units (along with an equal number of its Class B Shares) at any time for shares of Class A Common Stock (the "Class A Shares") of the Issuer on a one-for-one basis.

David Bonderman and James G. Coulter are sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. (together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the sole member of TPG Group Holdings (SBS) Advisors, LLC, 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. ("TPG GenPar VI AIV TM"), which is the general partner of TPG TM IV-A, L.P., which is the sole member of TPG TM IV, SRL, which is the sole member of TPG TM III-2, SRL, which is the sole shareholder of TPG TMM Holdings II GP, ULC, which is the general partner of the TPG TMM Holdings.

TPG GenPar VI AIV TM is also 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 TMM Holdings, TPG TM TE 2016, TPG TM 2016-I, TPG TM 2016-II and TPG TM 2016-III, the "TPG Funds"), each of which held Class A Shares whose disposition is reported herein.

Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may have been deemed to have beneficially owned 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.

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:

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

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.