

Forestar Group Inc.  
Form SC 13G/A  
February 14, 2019

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Forestar Group Inc.**

(Name of Issuer)

**Common Stock, par value \$1.00 per share**  
(Title of Class of Securities)

**346232101**  
(CUSIP Number)

December 31, 2018  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



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**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1

Long Pond Capital, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

3,873,873

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

3,873,873

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,873,873

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.2% (See Item 4(b))

12

TYPE OF REPORTING PERSON

PN,IA



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NAME OF REPORTING PERSONS

1

Long Pond Capital GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

3,873,873

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

3,873,873

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,873,873

10  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.2% (See Item 4(b))

12  
TYPE OF REPORTING PERSON

OO, HC



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1 NAME OF REPORTING PERSONS

John Khoury

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canadian Citizen

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

6

SHARED VOTING POWER

3,873,873

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

3,873,873

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,873,873

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.2% (See Item 4(b))

12

TYPE OF REPORTING PERSON

IN, HC





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NAME OF REPORTING PERSONS

1

Long Pond U.S. Master, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

2,389,966

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

2,389,966

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,389,966

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7% (See Item 4(b))

12

TYPE OF REPORTING PERSON

PN



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This Amendment No.1 (this "Amendment") to the Schedule 13G (this "Schedule 13G") is being filed on behalf of Long Pond Capital, LP, a Delaware limited partnership ("Long Pond LP"), Long Pond Capital GP, LLC, a Delaware limited liability company ("Long Pond LLC"), John Khoury, the principal of Long Pond LP, and Long Pond U.S. Master, LP, a Delaware limited partnership, relating to Common Stock, par value \$1.00 per share ("Common Stock"), of Forestar Group Inc. (the "Issuer").

This Amendment relates to the Common Stock of the Issuer purchased by Long Pond LP through the accounts of certain private funds, including Long Pond U.S. Master, LP (collectively, the "Funds"). Long Pond LP serves as the investment manager to the Funds and may direct the vote and disposition of the 3,873,873 shares of the Common Stock held by the Funds. Long Pond LLC serves as the general partner of Long Pond LP and may direct Long Pond LP to direct the vote and disposition of the 3,873,873 shares of the Common Stock held by the Funds. As the principal of Long Pond LP, Mr. Khoury may direct the vote and disposition of the 3,873,873 shares of the Common Stock held by the Funds.

This Amendment amends and restates the Schedule 13G as set forth below.

**Item 1. (a) Name of Issuer**

Forestar Group Inc.

**(b) Address of Issuer's Principal Executive Offices**

10700 Pecan Park Blvd., Suite 150, Austin, Texas 78750

**Item 2.**

**(a) Name of Person Filing**

Long Pond Capital, LP ("Long Pond LP"), Long Pond Capital GP, LLC ("Long Pond LLC"), John Khoury, and Long Pond U.S. Master, LP.

**(b) Address of Principal Business Office, or, if none, Residence**

527 Madison Avenue, 15th Floor

New York, NY 10022

**(c) Citizenship**

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Long Pond LP is a limited partnership organized under the laws of the State of Delaware. Long Pond LLC is a limited liability company organized under the laws of the State of Delaware. Mr. Khoury is the principal of Long Pond LP and is a Canadian citizen. Long Pond U.S. Master, LP is a limited partnership organized under the laws of the State of Delaware.

**(d) Title of Class of Securities**

Common Stock, par value \$1.00 per share

**(e) CUSIP No.:**

346232101

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

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**Item 4. Ownership**

(a) Long Pond LP, Long Pond LLC and Mr. Khoury are the beneficial owners of 3,873,873 shares of the Common Stock. Long Pond U.S. Master, LP is the beneficial owner of 2,389,966 shares of the Common Stock.

(b) Long Pond LP, Long Pond LLC and Mr. Khoury are the beneficial owners of 9.2% of the outstanding shares of the Common Stock. Long Pond U.S. Master, LP is the beneficial owner of 5.7% of the outstanding shares of the Common Stock. This percentage is determined by dividing 3,873,873 and 2,389,966 respectively, by 41,950,109, the number of shares of the Common Stock issued and outstanding as of November 9, 2018, as reported in the Issuer's most recent Form 10-KT filed on November 16, 2018.

(c) Long Pond LP, as the investment manager of the Funds, may direct the vote and disposition of the 3,873,873 shares of the Common Stock held by the Funds. Long Pond LLC, as the general partner of Long Pond LP, may direct it to direct the vote and disposition of the 3,873,873 shares of the Common Stock held by the Funds. As the principal of Long Pond LP, Mr. Khoury may direct the vote and disposition of the 3,873,873 shares of the Common Stock held by the Funds.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the followingo

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person**

The Funds have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of securities.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Inapplicable.

**Item 8. Identification and Classification of Members of the Group**

Inapplicable.

**Item 9. Notice of Dissolution of Group**

Inapplicable.

**Item 10. Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2019

**LONG POND CAPITAL,  
LP**

By: Long Pond Capital GP,  
LLC, general partner

By: /s/ John Khoury

Name: John Khoury

Title: Authorized Person



**EXHIBIT 99.1**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, of Forestar Group Inc., and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of February 13, 2019.

**LONG POND CAPITAL,  
LP**

By: Long Pond Capital GP,  
LLC, general partner

By: /s/ John Khoury

Name: John Khoury

Title: Authorized Person

**LONG POND U.S. MASTER, LP**

By: Long Pond Capital, LP, investment manager By: /s/ John Khoury Name:John Khoury Title:Authorized Person