

Taylor Morrison Home Corp
Form SC 13G
October 12, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Taylor Morrison Home Corporation

(Name of Issuer)

Class A Common Stock, par value \$0.00001 per share

(Title of Class of Securities)

87724P106

(CUSIP Number)

October 2, 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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87724P106

NAME OF REPORTING
PERSON

1

TPG Advisors VI, Inc.
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2

(a)

(b)

3

SEC USE ONLY
CITIZENSHIP OR
PLACE OF
ORGANIZATION

4

Delaware

SOLE VOTING
POWER

NUMBER ⁵

OF

- 0 -

SHARES ⁶

SHARED
VOTING POWER

BENEFICIALLY ⁷ 8,208,737

OWNED

SOLE
DISPOSITIVE

BY ⁷

POWER

EACH

- 0 -

REPORTING

SHARED
DISPOSITIVE

PERSON ⁸

POWER

WITH:

8,208,737

9

AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

8,208,737

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 9

12 6.8% (1)
TYPE OF REPORTING
PERSON

CO

(1) The calculation assumes that there is a total of 120,342,354 shares of Class A Common Stock (as defined below) outstanding following the Merger (as defined below), which is the sum of (i) the 111,392,354 shares of Class A Common Stock outstanding as of August 1, 2018, as reported in the Issuer's (as defined below) Quarterly Report on 10-Q filed with the Securities and Exchange Commission (the "Commission") on August 27, 2018, and (ii) the approximately 8,950,000 shares of Class A Common Stock issued in connection with the Merger, as reported in the Issuer's Current Report on Form 8-K filed with the Commission on October 2, 2018.

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NAME OF REPORTING
PERSON

1

David Bonderman
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2

(a)

(b)

3

SEC USE ONLY
CITIZENSHIP OR
PLACE OF
ORGANIZATION

4

United States
SOLE VOTING
POWER

NUMBER⁵
OF

- 0 -

SHARES⁶

SHARED
VOTING POWER

BENEFICIALLY⁷ 8,208,737

OWNED
BY⁷ SOLE
DISPOSITIVE
POWER

EACH

- 0 -

REPORTING
PERSON⁸

SHARED
DISPOSITIVE
POWER

WITH:

8,208,737

AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

8,208,737

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

6.8% (2)
12 TYPE OF REPORTING
PERSON

IN

(2) The calculation assumes that there is a total of 120,342,354 shares of Class A Common Stock outstanding following the Merger, which is the sum of (i) the 111,392,354 shares of Class A Common Stock outstanding as of August 1, 2018, as reported in the Issuer's Quarterly Report on 10-Q filed with the Commission on August 27, 2018, and (ii) the approximately 8,950,000 shares of Class A Common Stock issued in connection with the Merger, as reported in the Issuer's Current Report on Form 8-K filed with the Commission on October 2, 2018.

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NAME OF REPORTING
PERSON

1

James G. Coulter
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2

(a)

(b)

3

SEC USE ONLY
CITIZENSHIP OR
PLACE OF
ORGANIZATION

4

United States
SOLE VOTING
POWER

NUMBER⁵
OF

- 0 -

SHARES⁶

SHARED
VOTING POWER

BENEFICIALLY⁸ 8,208,737

OWNED
BY⁷ SOLE
DISPOSITIVE
POWER

EACH

- 0 -

REPORTING
PERSON⁸

SHARED
DISPOSITIVE
POWER

WITH:

8,208,737

9 AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

8,208,737

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

6.8% (3)
12 TYPE OF REPORTING
PERSON

IN

(3) The calculation assumes that there is a total of 120,342,354 shares of Class A Common Stock outstanding following the Merger, which is the sum of (i) the 111,392,354 shares of Class A Common Stock outstanding as of August 1, 2018, as reported in the Issuer's Quarterly Report on 10-Q filed with the Commission on August 27, 2018, and (ii) the approximately 8,950,000 shares of Class A Common Stock issued in connection with the Merger, as reported in the Issuer's Current Report on Form 8-K filed with the Commission on October 2, 2018.

Item

1 Name of Issuer:

(a).

Taylor Morrison Home Corporation (the "Issuer")

Item Address of Issuer's Principal Executive Offices:

1

(b). 4900 N. Scottsdale Road, Suite 2000

Scottsdale, Arizona 85251

Name of Person Filing:

This Schedule 13G is being filed jointly by TPG Advisors VI, Inc., a Delaware corporation ("Advisors VI"), David Bonderman and James G. Coulter (each, a "Reporting Person" and, together, the "Reporting Persons"), pursuant to an Agreement of Joint Filing incorporated by reference herein in accordance with Rule 13d-1(k)(1) under the Act.

Item

2

(a). Advisors VI is the general partner of TPG Aviator, L.P., which directly holds 8,208,737 shares of Class A Common Stock. TPG Aviator, L.P. acquired the shares of Class A Common Stock pursuant to the Agreement and Plan of Merger, dated as of June 7, 2018 by and among the Issuer, AV Homes, Inc. ("AV Homes"), a wholly owned indirect subsidiary of the Issuer and certain other parties thereto, whereby Merger Sub merged with and into AV Homes (the "Merger"), with AV Homes continuing as the surviving corporation and an indirect subsidiary of the Issuer.

Because of Advisors VI's relationship to TPG Aviator, L.P., Advisors VI may be deemed to beneficially own the securities reported herein. David Bonderman and James G. Coulter are sole shareholders of Advisors VI and may therefore be deemed to beneficially own the securities reported herein. Messrs. Bonderman and Coulter disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein.

Item (b). Address of Principal Business Office or, if none, Residence:

2

The principal business address of each of the Reporting Persons is as follows:

c/o TPG Global, LLC

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301 Commerce Street, Suite 3300

Fort Worth, Texas 76102

Item (c). Citizenship:

2 See responses to Item 4 on each cover page.

Item (d). Title of Class of Securities:

2 Class A Common Stock, \$0.00001 par value ("Class A Common Stock")

Item (e). CUSIP Number:

2 87724P106

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), 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 association 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);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

(k)

If filing as a non-U.S. institution in accordance with

§ 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

(a) AMOUNT BENEFICIALLY OWNED:

See responses to Item 9 on each cover page.

(b) PERCENT OF CLASS:

See responses to Item 11 on each cover page.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 5 on each cover page.

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 6 on each cover page.

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 7 on each cover page.

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 8 on each cover page.

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 person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o

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

Not Applicable.

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

See response to Item 2(a) above.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certifications

By signing below each of the undersigned certifies that, to the best of its or his 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 and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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: October 12, 2018

TPG Advisors VI, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

David Bonderman

By: /s/ Bradford Berenson

Name: Bradford Berenson, on behalf of David Bonderman (4)

James G. Coulter

By: /s/ Bradford Berenson

Name: Bradford Berenson, on behalf of James G. Coulter (5)

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(4) Bradford Berenson is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated March 13, 2018, which was previously filed with the Commission as an exhibit to a Schedule 13G filed by Mr. Bonderman on April 2, 2018 (SEC File No. 005-90172).

(5) Bradford Berenson is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated March 13, 2018, which was previously filed with the Commission as an exhibit to a Schedule 13G filed by Mr. Coulter on April 2, 2018 (SEC File No. 005-90172).

Exhibit Index

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.*

* Incorporated herein by reference to the Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 14, 2011, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011.