

Nomas LLC
Form S-3ASR
February 19, 2016
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As filed with the Securities and Exchange Commission on February 19, 2016

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PULTEGROUP, INC.*

(Exact Name of Registrant as Specified in Its Charter)

Michigan
(State or other jurisdiction

of incorporation)

38-2766606
(IRS Employer

Identification No.)

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3350 Peachtree Road NE, Suite 150

Atlanta, Georgia 30326

(404) 978-6400

(Address, including zip code, and telephone number, including area code, of Registrant s and Additional Registrants principal executive offices)

Steven M. Cook, Esq.

Executive Vice President, Chief Legal Officer and Corporate Secretary, PulteGroup, Inc.

3350 Peachtree Road NE, Suite 150

Atlanta, Georgia 30326

(404) 978-6400

(Name and Address, including zip code, and telephone number, including area code, of agent for service for Registrant and Additional Registrants)

Copy to:

Kevin F. Blatchford, Esq.

Sidley Austin LLP

One South Dearborn

Chicago, Illinois 60603

(312) 853-2076

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer x Accelerated filer "
 Non-accelerated filer " (Do not check if a smaller reporting company) Smaller reporting company "

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽¹⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee ⁽¹⁾
Debt Securities				
Guarantees of the Debt Securities ⁽²⁾				
Common Shares, \$.01 par value, including related preferred share purchase rights ⁽³⁾				
Preferred Shares, \$.01 par value				
Depository Shares				
Warrants				

Stock Purchase Contracts

Stock Purchase Units

- (1) An indeterminate amount of securities to be offered at indeterminate prices is being registered pursuant to this registration statement. The registrant is deferring payment of the registration fee pursuant to Rule 456(b) and is omitting this information in reliance on Rule 456(b) and Rule 457(r) under the Securities Act of 1933. Registration fees will be paid subsequently on a pay-as-you-go basis.
 - (2) Guarantees of PulteGroup, Inc.'s debt securities by its subsidiaries listed below in the Table of Additional Registrants. Pursuant to Rule 457(n) under the Securities Act of 1933, no separate fee is required for the guarantees.
 - (3) The common shares being registered hereunder include the right to purchase Series A Junior Participating Preferred Shares of PulteGroup, Inc. (the "rights"), which are attached to all the common shares pursuant to the Amended and Restated Section 382 Rights Agreement, dated March 18, 2010, by and between PulteGroup, Inc. and Computershare Trust Company, N.A., as rights agent, as amended. Until the occurrence of certain prescribed events, none of which have occurred as of the date hereof, the rights will not be exercisable or evidenced separately from the common shares.
- * Information regarding additional registrants ("Additional Registrants") is contained in the Table of Additional Registrants on the following page.

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Exact Names of Subsidiary Guarantor Registrants as Specified in their Charters**	State of Organization	I.R.S. Employer Identification Number
Anthem Arizona, L.L.C.	Arizona	86-0843863
Centex Construction of New Mexico, LLC	Delaware	26-1251685
Centex Development Company, L.P.	Delaware	75-2168471
Centex Homes	Nevada	75-2502012
Centex Homes of California, LLC	Delaware	75-2832826
Centex Homes, LLC	Delaware	75-2928800
Centex International II, LLC	Nevada	75-1426959
Centex LLC	Nevada	75-0778259
Centex Real Estate Construction Company	Nevada	75-2617339
Centex Real Estate Corporation	Nevada	20-8642726
Del Webb California Corp.	Arizona	86-6050554
Del Webb Communities, Inc.	Arizona	86-0530275
Del Webb Communities of Illinois, Inc.	Arizona	86-0843863
Del Webb Corporation	Delaware	86-0077724
Del Webb Home Construction, Inc.	Arizona	86-0627221
Del Webb Limited Holding Co.	Arizona	86-0811322
Del Webb Southwest Co.	Arizona	86-0811323
Del Webb Texas Limited Partnership	Arizona	86-0811318
Del Webb s Coventry Homes Construction Co.	Arizona	86-0523039
Del Webb s Coventry Homes, Inc.	Arizona	86-0540127
Del Webb s Coventry Homes of Nevada, Inc.	Arizona	86-0760396
DiVosta Building, LLC	Michigan	20-3768832
DiVosta Homes Holdings, LLC	Delaware	38-3691939
DiVosta Homes, L.P.	Delaware	38-3691940
DW Homebuilding Co.	Arizona	86-0942886
Nomas LLC	Nevada	75-1831996
PH1 Corporation	Michigan	38-3626161
PH3 Corporation	Michigan	81-0590824
PH4 Corporation	Michigan	81-0590827
PH 19 Corporation	Michigan	20-8286744
PN II, Inc.	Nevada	38-3365528
Potomac Yard Development LLC	Delaware	20-1309736
Preserve II, Inc.	Michigan	38-2754362
Pulte Arizona Services, Inc.	Michigan	42-1559598
Pulte Building Systems Holding Company, LLC	Nevada	65-1164572
Pulte Communities NJ, Limited Partnership	Michigan	38-3566768
Pulte Development Corporation	Michigan	38-2774526
Pulte Development New Mexico, Inc.	Michigan	61-1452129
Pulte Home Corporation	Michigan	38-1545089
Pulte Home Corporation of the Delaware Valley	Michigan	52-1872230
Pulte Homes of Greater Kansas City, Inc.	Michigan	75-2522882
Pulte Homes of Indiana, LLC	Indiana	38-3190145

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Pulte Homes of Michigan LLC	Michigan	13-4220898
Pulte Homes of Minnesota LLC	Minnesota	20-8014790
Pulte Homes of New England LLC	Michigan	75-3089455
Pulte Homes of New Mexico, Inc.	Michigan	38-3683485
Pulte Homes of New York LLC	Delaware	20-8088084
Pulte Homes of NJ, Limited Partnership	Michigan	38-3566768
Pulte Homes of Ohio LLC	Michigan	13-4220906
Pulte Homes of PA, Limited Partnership	Michigan	38-3566766
Pulte Homes of St. Louis, LLC	Nevada	01-0749003
Pulte Homes of Texas, L.P.	Texas	75-2720127
Pulte Homes Tennessee, Inc.	Michigan	38-3412149
Pulte Homes Tennessee Limited Partnership	Nevada	38-3412151
Pulte Land Company, LLC	Michigan	38-3500432
Pulte Nevada I LLC	Delaware	26-0280515
Pulte Payroll Corporation	Michigan	31-1354336
Pulte Realty Holdings, Inc.	Michigan	52-2435988

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Exact Names of Subsidiary Guarantor Registrants as Specified in their Charters**	State of Organization	I.R.S. Employer Identification Number
Pulte Realty Limited Partnership	Michigan	27-4291485
Pulte Texas Holdings, LLC	Michigan	26-0619502
Pulte/BP Murrieta Hills, LLC	California	None
RN Acquisition 2 Corp.	Nevada	38-3412154
Terravita Home Construction Co.	Arizona	86-0194910
Wil Corporation	Michigan	38-3218819

** The address for the principal executive office of each Additional Registrant, other than Pulte Realty Holdings, Inc., and Pulte Realty Limited Partnership, is 3350 Peachtree Road NE, Suite 150, Atlanta, Georgia 30326, and the telephone number for that principal executive office is (404) 978-6400. The address for the principal executive office of Pulte Realty Holdings, Inc. and Pulte Realty Limited Partnership is 100 Bloomfield Hills Parkway, Suite 300, Bloomfield Hills, Michigan 48304, and the telephone number for that principal executive office is (248) 644-7300.

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PROSPECTUS

PulteGroup, Inc.

Senior Debt Securities

Subordinated Debt Securities

Guarantees of the Debt Securities

Common Shares

Preferred Shares

Depositary Shares

Warrants

Stock Purchase Contracts

Stock Purchase Units

The following are types of securities that may be offered and sold under this prospectus:

Unsecured senior debt securities

Unsecured subordinated debt securities

Common shares (including related preferred share purchase rights)

Preferred shares

Depositary shares

Warrants

Stock purchase contracts

Stock purchase units

If indicated in the relevant prospectus supplement, any debt securities may be fully and unconditionally guaranteed on a senior or subordinated basis, as the case may be, by a number of our direct or indirect homebuilding subsidiaries named in this prospectus.

Our common shares are quoted on the New York Stock Exchange under the trading symbol PHM .

We will describe in a prospectus supplement, which must accompany this prospectus, the securities we are offering and selling, as well as the specific terms of the securities. Those terms may include:

Maturity

Interest rate

Sinking fund terms

Currency of payments

Dividends

Redemption terms

Listing on a securities exchange

Amount payable at maturity

Conversion or exchange rights

Liquidation amount

Subsidiary guarantees

Subordination

Repurchase rights

Investing in these securities involves certain risks. You should consider the risk factors described or referred to in any accompanying prospectus supplement and any documents incorporated and deemed to be incorporated by reference in this prospectus before investing in these securities. See Risk Factors on page 3 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We may offer the securities in amounts, at prices and on terms determined at the time of offering. We may sell the securities directly to you, through agents we select, or through underwriters and dealers we select. If we use agents, underwriters or dealers to sell the securities, we will name them and describe their compensation in a prospectus supplement.

The date of this prospectus is February 19, 2016

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You should rely only on the information contained or incorporated or deemed to be incorporated by reference in this prospectus, in any accompanying prospectus supplement and any related free writing prospectus. We have not authorized any person to provide you with different information. This document may only be used where it is legal to offer or sell these securities. You should only assume that the information in this prospectus, the documents incorporated or deemed to be incorporated by reference herein, any prospectus supplement and any related free writing prospectus is accurate as of the respective dates on the front of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates.

Each reference in this prospectus to PulteGroup, we, our or us means PulteGroup, Inc. and its consolidated subsidiaries, unless the context requires otherwise.

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SPECIAL NOTES CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated and deemed to be incorporated by reference in this prospectus and any accompanying prospectus supplement and related free writing prospectus contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Such forward-looking statements are subject to a number of risks, uncertainties and other factors that could cause our actual results, performance, prospects or opportunities, as well as those of the markets we serve or intend to serve, to differ materially from those expressed in, or implied by, these statements. You can identify these statements by the fact that they do not relate to matters of a strictly factual or historical nature and generally discuss or relate to forecasts, estimates or other expectations regarding future events. Generally, the words believe, expect, intend, estimate, anticipate, project, may, might, will and similar expressions identify forward-looking statements, including statements related to expected operating and performing results, planned transactions, planned objectives of management, future developments or conditions in the industries in which we participate and other trends, developments and uncertainties that may affect our business in the future.

Such risks, uncertainties and other factors include, among other things: interest rate changes and the availability of mortgage financing; continued volatility in the debt and equity markets; competition within the industries in which we operate; the availability and cost of land and other raw materials used by us in our homebuilding operations; the impact of any changes to our strategy in responding to the cyclical nature of the industry, including any changes regarding our land positions; the availability and cost of insurance covering risks associated with our businesses; shortages and the cost of labor; weather related slowdowns; slow growth initiatives and/or local building moratoria; governmental regulation directed at or affecting the housing market, the homebuilding industry or construction activities; uncertainty in the mortgage lending industry, including revisions to underwriting standards and repurchase requirements associated with the sale of mortgage loans; the interpretation of or changes to tax, labor and environmental laws; economic changes nationally or in our local markets, including inflation, deflation, changes in consumer confidence and preferences and the state of the market for homes in general; legal or regulatory proceedings or claims; our ability to generate sufficient cash flow in order to successfully implement our capital allocation priorities; required accounting changes; terrorist acts and other acts of war; and other factors of national, regional and global scale, including those of a political, economic, business and competitive nature. For a further discussion of these and other risks and uncertainties applicable to our businesses and the securities offered hereby, see the sections entitled Risk Factors in our most recent Annual Report on Form 10-K and in our subsequent Quarterly Reports on Form 10-Q, which are incorporated by reference in this prospectus and may be obtained as described under Where You Can Find More Information, and in the applicable prospectus supplement and any related free writing prospectus. We undertake no duty to update any forward-looking statement, whether as a result of new information, future events or changes in our expectations.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (the SEC) utilizing a shelf registration process. Under this shelf registration process, we may, from time to time, offer any combination of the securities described in this prospectus in one or more offerings in an unlimited amount. This prospectus provides you with a general description of the securities we may offer. Each time we use this prospectus to offer these securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering and the securities being offered. In addition, each prospectus supplement and any related free writing prospectus may also add, update or change information contained in this prospectus or any document incorporated or deemed to be incorporated by reference herein, and, accordingly, any statement in this prospectus or in any document incorporated or deemed to be incorporated by reference herein will be deemed modified or superseded to the extent that any statement contained in the accompanying prospectus supplement or any related free writing prospectus modifies or supersedes that statement. Please carefully read this prospectus, the accompanying prospectus supplement and any related free writing prospectus together with the documents incorporated and deemed to be incorporated by reference in this prospectus as described under the heading Where You Can Find More Information.

PULTEGROUP

We are a Michigan corporation organized in 1956. We are one of the largest homebuilders in the United States (U.S.). While our subsidiaries engage primarily in the homebuilding business, we also engage in the financial services business.

Homebuilding, our core business, includes the acquisition and development of land primarily for residential purposes within the U.S. and the construction of housing on such land. Homebuilding offers a broad product line to meet the needs of homebuyers in our targeted markets. Through our brands, which include Pulte Homes, Centex, Del Webb, Divosta Homes and John Wieland Homes and Neighborhoods, we offer a wide variety of home designs, including single-family detached, townhouses, condominiums, and duplexes at different prices and with varying levels of options and amenities to our major customer groups: first-time, move-up, and active adult. Over our history, we have delivered over 655,000 homes.

We conduct our financial services business, which includes mortgage and title operations, through Pulte Mortgage LLC (Pulte Mortgage) and other subsidiaries. Pulte Mortgage arranges financing through the origination of mortgage loans primarily for the benefit of our homebuyers. We are a lender approved by the Federal Housing Authority and Department of Veterans Affairs and are a seller/servicer approved by Government National Mortgage Association, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), and other investors. In our conventional mortgage lending activities, we follow underwriting guidelines established by Fannie Mae, Freddie Mac, and private investors. We believe that our customers use of our in-house mortgage and title operations provides us with a competitive advantage by enabling more control over the quality of the overall home buying process for our customers while also helping us align the timing of the house construction process with our customers financing needs.

Our executive offices are located at 3350 Peachtree Road NE, Suite 150, Atlanta, Georgia 30326, and our telephone number is (404) 978-6400. Our website is located at www.pultegroupinc.com. The information on our website is not part of this prospectus.

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RISK FACTORS

Investing in our securities to be offered and sold under this prospectus involves certain risks. Before investing in our securities, you should consider carefully the risks and uncertainties set forth under the caption "Risk Factors" in our most recent Annual Report on Form 10-K and our subsequent Quarterly Reports on Form 10-Q, which are incorporated by reference in this prospectus and may be obtained as described under "Where You Can Find More Information," and any risk factors that may be set forth in the applicable accompanying prospectus supplement and any related free writing prospectus, as well as the other information contained in this prospectus, the documents incorporated and deemed to be incorporated by reference herein, the applicable accompanying prospectus supplement and any related free writing prospectus. Each of these risks could have a material adverse effect on our business, results of operations and financial condition and the occurrence of any of these risks might cause you to lose all or part of your investment in our securities. In addition, the information contained in this prospectus, the applicable accompanying prospectus supplement, any related free writing prospectus and the documents incorporated and deemed to be incorporated by reference in this prospectus include forward-looking statements that involve risks and uncertainties. We refer you to the "Special Notes Concerning Forward-Looking Statements" section of this prospectus for information regarding some of the risks and uncertainties inherent in forward-looking statements. Our actual results could differ materially from those expressed in or implied by the forward-looking statements as a result of many factors, including the risks described under the caption "Risk Factors" in the documents referred to above and the risks described elsewhere in this prospectus, any applicable accompanying prospectus supplement, any related free writing prospectus and the documents incorporated and deemed to be incorporated by reference in this prospectus.

USE OF PROCEEDS

Except as otherwise provided in the related prospectus supplement, we will use the net proceeds from the sale of the offered securities for general corporate purposes. These purposes may include:

repayments or refinancing of debt;

working capital;

capital expenditures;

corporate acquisitions;

acquisition and development of land and construction of homes; and

repurchase or redemption of securities, including our common shares.

RATIO OF EARNINGS TO FIXED CHARGES

The following table shows our ratios of earnings to fixed charges for the periods indicated. This information should be read in conjunction with the consolidated financial statements and the accompanying notes incorporated by reference

in this prospectus.

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Ratio of earnings to fixed charges ^(a)	7.3	6.4	4.9	2.0	(b)

(a) The ratios of earnings to fixed charges set forth above are computed on a consolidated basis. Fixed charges are comprised of interest incurred, which includes imputed interest associated with the guaranteed debt of our 50% or less owned affiliates, as well as a portion of rent expense, which represents the estimated interest factor and amortization of debt expense.

(b) Earnings for the year ended December 31, 2011 were inadequate to cover fixed charges. Additional earnings of \$338.4 million would have been necessary to bring the ratio to 1.0.

We did not have any preferred shares outstanding on which dividends were paid or payable during any of the periods presented. Therefore, the ratios of earnings to fixed charges and preferred stock dividends for the periods indicated equal the ratios of earnings to fixed charges for the same periods.

Table of Contents**DESCRIPTION OF DEBT SECURITIES**

We describe in this section the general terms that will apply to any particular series of debt securities that we may offer by this prospectus and an applicable prospectus supplement in the future. When we issue a particular series, we will describe in the prospectus supplement that relates to that series (i) the specific terms of the debt securities and (ii) the extent to which the general terms described in this section apply to the debt securities of that series.

Any debt securities that we offer will be our direct unsecured general obligations. These debt securities may be senior debt securities, subordinated debt securities or other types of debt securities and will be issued under one or more separate indentures between us and one or more banks or trust companies, as trustee. A debt security is considered senior or subordinated depending on how it ranks in relation to our other indebtedness. Senior debt securities will generally rank equally with other senior debt securities or unsubordinated indebtedness. Holders of our subordinated debt securities will only be entitled to payment after we repay our senior indebtedness in full, including our senior debt securities.

In this section, we have summarized the material provisions of the indenture governing any senior debt securities we may issue (the senior indenture) and the indenture governing any subordinated debt securities we may issue (the subordinated indenture and each, an indenture), but this is only a summary. Unless otherwise specified in the applicable prospectus supplement, the senior indenture under which the senior debt securities will be issued will be the indenture dated as of October 24, 1995 among PulteGroup, Inc. (formerly known as Pulte Homes, Inc., and previously, Pulte Corporation), certain of its subsidiaries, as guarantors, and The Bank of New York Mellon Trust Company, N.A. (as successor trustee to J.P. Morgan Trust Company, National Association, which was successor trustee to Bank One Trust Company, National Association, which was successor trustee to The First National Bank of Chicago), as amended by the indenture supplements thereto dated as of August 27, 1997, March 20, 1998, January 31, 1999, April 3, 2000, February 21, 2001, July 31, 2001, August 6, 2001, May 17, 2006, September 15, 2009 and February 8, 2016. The indentures have been filed with the SEC and are incorporated by reference. See *Where You Can Find More Information*. Our discussion of indenture provisions is not complete; therefore, you should read the applicable indenture for a more complete understanding of the provisions we describe. You should also read the applicable indenture for provisions that may be important to you. You should review the applicable indenture for additional information before you buy any debt securities. Capitalized terms used in the following summary have the meanings specified in the applicable indenture unless otherwise defined below or in the applicable prospectus supplement. In this section, we make use of several defined terms which are defined at the end of this section.

General

The debt securities will be our direct unsecured general obligations. The subordinated debt securities will be subordinated in right of payment to the prior payment in full of our Senior Indebtedness, as described under *Subordination of Subordinated Debt Securities* and in the prospectus supplement applicable to any series of subordinated debt securities.

If so provided in a prospectus supplement, each of the Guarantors (as defined below) would guarantee our obligations with respect to the debt securities of any specified series on terms set forth in the applicable prospectus supplement, subject to such guarantee not constituting or resulting in a violation of any applicable fraudulent conveyance or similar law of any relevant jurisdiction, in which case the liability of the Guarantor under its guarantee will be reduced to the maximum amount, after giving effect to all other contingent and fixed liabilities of such Guarantor, permissible under applicable fraudulent conveyance or similar law. Any guarantee of subordinated debt securities will be subordinated to the Senior Indebtedness of the applicable Guarantor on the same basis as the subordinated debt securities are subordinated to our Senior Indebtedness. The Guarantors would consist of some or all of Anthem Arizona, L.L.C.;

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Centex Construction of New Mexico, LLC; Centex Development Company, L.P.; Centex Homes; Centex Homes of California, LLC; Centex Homes, LLC; Centex

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International II, LLC; Centex LLC; Centex Real Estate Construction Company; Centex Real Estate Corporation; Del Webb California Corp.; Del Webb Communities, Inc.; Del Webb Communities of Illinois, Inc.; Del Webb Corporation; Del Webb Home Construction, Inc.; Del Webb Limited Holding Co.; Del Webb Southwest Co.; Del Webb Texas Limited Partnership; Del Webb's Coventry Homes Construction Co.; Del Webb's Coventry Homes, Inc.; Del Webb's Coventry Homes of Nevada, Inc.; DiVosta Building, LLC; DiVosta Homes Holdings, LLC; DiVosta Homes, L.P.; DW Homebuilding Co.; Nomias LLC; PH1 Corporation; PH3 Corporation; PH4 Corporation; PH 19 Corporation; PN II, Inc.; Potomac Yard Development LLC; Preserve II, Inc.; Pulte Arizona Services, Inc.; Pulte Building Systems Holding Company, LLC; Pulte Communities NJ, Limited Partnership; Pulte Development Corporation; Pulte Development New Mexico, Inc.; Pulte Home Corporation; Pulte Home Corporation of the Delaware Valley; Pulte Homes of Greater Kansas City, Inc.; Pulte Homes of Indiana, LLC; Pulte Homes of Michigan LLC; Pulte Homes of Minnesota LLC; Pulte Homes of New England LLC; Pulte Homes of New Mexico, Inc.; Pulte Homes of New York LLC; Pulte Homes of NJ, Limited Partnership; Pulte Homes of Ohio LLC; Pulte Homes of PA, Limited Partnership; Pulte Homes of St. Louis, LLC; Pulte Homes of Texas, L.P.; Pulte Homes Tennessee, Inc.; Pulte Homes Tennessee Limited Partnership; Pulte Land Company, LLC; Pulte Nevada I LLC; Pulte Payroll Corporation; Pulte Realty Holdings, Inc.; Pulte Realty Limited Partnership; Pulte Texas Holdings, LLC; Pulte/BP Murrieta Hills, LLC; RN Acquisition 2 Corp.; Terravita Home Construction Co.; and Wil Corporation.

A prospectus supplement and a supplemental indenture relating to any series of debt securities being offered will include specific terms relating to the offering. These terms will include some or all of the following:

if other than denominations of \$1,000 and any integral multiple thereof, the denominations in which the debt securities will be issuable;

the title and series of the debt securities;

whether the debt securities are senior debt securities or subordinated debt securities and, if subordinated debt securities, the related subordination terms;

whether any Guarantor will provide a guarantee of the debt securities;

the total principal amount and priority of the debt securities;

the percentage of the principal amount at which the debt securities will be issued and any payments due if the maturity of the debt securities is accelerated;

the dates on which the principal of the debt securities will be payable;

the interest rate which the debt securities will bear (or the method by which such interest will be determined), the regular record dates and interest payment dates for the debt securities (or the method by

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which such dates will be determined) and the basis upon which interest shall be calculated if other than on the basis of a 360-day year of twelve 30-day months;

the place or places, if any, other than or in addition to the Borough of Manhattan, The City of New York, where the principal of (and premium, if any, on) and any interest on the debt securities will be payable and where the debt securities may be presented for registration of transfer or exchange;

the person to whom any interest will be payable, if other than the registered holder at the close of business on the regular record date;

any limit on the aggregate principal amount of the debt securities;

any mandatory or optional sinking fund, repurchase, redemption or analogous provisions of the debt securities;

the terms of any right of a holder to convert the debt securities into our common shares or other securities or property;

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any provisions granting special rights to holders when a specified event occurs;

any provisions relating to the deferral of payment of any interest;

any changes to or additional events of default or covenants;

any special tax implications of the debt securities, including provisions for original issue discount securities, if offered;

whether any of the debt securities will be issuable in the form of global certificates and the circumstances under which global certificates may be exchanged for debt securities in definitive form; and

any other terms of the debt securities not inconsistent with the terms and provisions of the applicable indenture.

Each prospectus supplement will also describe any special provisions for the payment of additional amounts with respect to the debt securities of any series. Debt securities may be issued in one or more series or tranches as described in the applicable prospectus supplement.

If the purchase price of any of the offered debt securities is denominated in a foreign currency or currencies or if the principal of and any premium and interest on any series of debt securities is payable in a foreign currency or currencies or foreign currency unit or units, the restrictions, elections, general tax considerations, specific terms and other information with respect to the issue of debt securities and such foreign currency or currencies will be set forth in the applicable prospectus supplement.

Each indenture provides that the debt securities may be issued in one or more series, in each case as authorized by our Board of Directors from time to time. Each indenture also provides that there may be more than one trustee under the indenture, each with respect to one or more different series of debt securities. In the event that there is more than one trustee under an indenture, the powers and trust obligations of each trustee shall extend only to the one or more series of debt securities for which it is a trustee. If more than one trustee is acting under an indenture, the debt securities (whether of one or more than one series) for which each trustee is acting shall in effect be treated as if issued under separate indentures.

Denominations, Registration, Transfer and Exchange

Unless otherwise specified in the applicable prospectus supplement, the debt securities of any series will be issued only as registered securities, in global form and in denominations of \$1,000 and any integral multiple thereof, and will be payable only in U.S. dollars. For more information regarding debt securities issued in global form, see [Global Certificates](#) below.

Registered debt securities of any series (other than registered debt securities in global form) will be exchangeable for other registered debt securities of the same series in the same aggregate principal amount and having the same stated maturity date and other terms and conditions. Upon surrender for registration of transfer of any registered debt security of any series at the office or agency maintained for that purpose, we will execute, and the trustee will

authenticate and deliver, in the name of the designated transferee, one or more new registered debt securities of the same series in the same aggregate principal amount of authorized denominations and having the same stated maturity date and other terms and conditions. We may not impose any service charge, other than any required tax or other governmental charge, on the transfer or exchange of debt securities.

We are not required to issue, register the transfer of or exchange (i) debt securities of any series during the period beginning at the opening of business 15 days before the day of the selection for redemption of debt securities of that series and ending at the close of business on the day the relevant notice of redemption is mailed, (ii) any debt security so selected for redemption in whole or in part, except for the unredeemed portion of any debt security being redeemed in part or (iii) any debt security that has been surrendered for repayment at the option of the holder, except any portion of such debt security not to be so repaid.

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Payment and Paying Agents

If we issue a series of debt securities only in registered form, we will maintain in the Borough of Manhattan, The City of New York and any other place of payment for those debt securities an office or agency where those debt securities may be presented or surrendered for payment or for registration of transfer or exchange and where holders may serve us with notices and demands in respect of the debt securities of that series and the applicable indenture. We may also maintain an office or agency in a place of payment for that series of debt securities located outside the United States, where any registered debt securities of that series may be surrendered for registration of transfer or exchange and where holders may serve us with notices and demands in respect of those debt securities and the applicable indenture.

We will give prompt written notice to the trustee of the location, and any change in the location, of such office or agency. If we fail to maintain any required office or agency or fail to furnish the trustee with the address of such office or agency, presentations, surrenders, notices and demands may be made or served at the corporate trust office of the trustee. We have appointed the trustee under the applicable indenture as our agent to receive all presentations, surrenders, notices and demands with respect to the applicable series of debt securities. Unless otherwise specified in the applicable prospectus supplement, the applicable trustee's corporate trust office in the Borough of Manhattan, The City of New York will be the office at which such presentations, surrenders, notices and demands may be made.

The principal of, premium, if any, and interest on the debt securities of any series will be payable at the office or agency maintained by us for that purpose; provided that payments of interest may be made at our option by check mailed to the address of the persons entitled thereto or by transfer to an account maintained by the payee located in the United States.

Subordination of Subordinated Debt Securities

The Indebtedness evidenced by the subordinated debt securities will, to the extent set forth in the subordinated indenture, be subordinate in right of payment to the prior payment in full of all of our Senior Indebtedness, including the senior debt securities, and it may also be senior in right of payment to all of our Subordinated Indebtedness. The prospectus supplement relating to any series of subordinated debt securities will summarize the subordination provisions of the subordinated indenture, including:

the applicability and effect of such provisions upon any payment or distribution respecting that series following any liquidation, dissolution or other winding-up, or any assignment for the benefit of cre