

Taylor Morrison Home Corp
Form 8-K
May 31, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported) May 30, 2018

TAYLOR MORRISON HOME CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35873
(Commission
File Number)
4900 N. Scottsdale Road, Suite 2000

90-0907433
(IRS Employer
Identification No.)

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Scottsdale, Arizona 85251

(Address of principal executive offices, including zip code)

(480) 840-8100

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Material Modification to Rights of Security Holders.

The information set forth under Item 5.03 is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 30, 2018 at the annual meeting of stockholders (the 2018 Annual Meeting) of Taylor Morrison Home Corporation (the Company), the Company s stockholders approved the amendment and restatement of the Company s certificate of incorporation (the certificate of incorporation as currently in effect, the Certificate of Incorporation and, as amended and restated, the Amended and Restated Certificate of Incorporation) to provide for the phased-in declassification of the Company s Board of Directors (the Board) and to omit provisions in the Certificate of Incorporation that are no longer applicable as a result of the Company s former principal equityholders sale of their ownership interest in the Company.

The changes to the Certificate of Incorporation to effect the declassification and omit inapplicable provisions are more fully described on pages 51 and 52 of the Company s definitive proxy statement for the 2018 Annual Meeting filed on April 17, 2018 in the section entitled Proposal 4: Approval of the Amended and Restated Certificate of Incorporation to Provide for the Phased-In Declassification of Our Board of Directors, which section is filed as Exhibit 99.1 hereto and incorporated herein by reference.

The Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 30, 2018 and went effective on that date. The foregoing description of the Amended and Restated Certificate of Incorporation is qualified in its entirety by reference to the text of the Amended and Restated Certificate of Incorporation, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2018 Annual Meeting on May 30, 2018. The Company s stockholders elected at the 2018 Annual Meeting one Class II director, David C. Merritt, to hold office until the Company s annual meeting of stockholders to be held in 2021 and until his successor is duly elected and qualified. At the 2018 Annual Meeting, the Company s stockholders also approved, on an advisory basis, the compensation of the Company s named executive officers (say-on-pay), ratified the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2018 and approved the Amended and Restated Certificate of Incorporation. The voting results are set forth below.

Proposal No. 1 Election of Directors

| Director Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|------------|----------------|------------------|
| David C. Merritt | 95,816,757 | 1,798,084 | 5,554,221 |

Proposal No. 2 Advisory Vote on Compensation of Named Executive Officers (Say-on-Pay)

| Description of Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------|---------------|-------------|------------------|
| To approve, on an advisory basis, the compensation of the Company s named executive officers | 96,665,752 | 930,520 | 18,569 | 5,554,221 |

Proposal No. 3 Ratification of Auditors

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| Description of Proposal | Votes For | Votes Against | Abstention | Broker Non-Votes |
|--|-------------|---------------|------------|------------------|
| To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 | 100,937,142 | 2,231,746 | | 174 |

Proposal No. 4 Amendment and Restatement of the Company's Certificate of Incorporation

| Description of Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------|---------------|-------------|------------------|
| To approve the Amended and Restated Certificate of Incorporation to provide for the phased-in declassification of the Company's Board of Directors and to omit certain inapplicable provisions | 97,592,625 | 7,431 | 14,785 | 5,554,221 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| No. | Description |
|------|---|
| 3.1 | <u>Amended and Restated Certificate of Incorporation of Taylor Morrison Home Corporation, effective May 30, 2018.</u> |
| 99.1 | <u>The section of the Company's Definitive Proxy Statement on Schedule 14A entitled Proposal 4: Approval of the Amended and Restated Certificate of Incorporation to Provide for the Phased-In Declassification of Our Board of Directors (incorporated by reference to the Company's Definitive Proxy Statement on Schedule 14A filed on April 17, 2018 (File No. 001-35873)).</u> |

EXHIBIT INDEX

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 31, 2018

TAYLOR MORRISON HOME
CORPORATION

/s/ Darrell C. Sherman
By: Darrell C. Sherman
Executive Vice President,
Chief Legal Officer and Secretary