

Taylor Morrison Home Corp
 Form 4
 February 08, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 TPG Group Holdings (SBS) Advisors, Inc.

2. Issuer Name and Ticker or Trading Symbol
 Taylor Morrison Home Corp [TMHC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2017

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

FORT WORTH, TX 76102
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 ⁽¹⁾	<u>(1)</u>	02/06/2017		<u>J</u> ⁽²⁾	5,447,775	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	5,447,775

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		

Signatures

/s/ Michael LaGatta, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (7)	<u>**Signature of Reporting Person</u>	02/08/2017
		Date
/s/ Clive Bode on behalf of David Bonderman (7) (8)	<u>**Signature of Reporting Person</u>	02/08/2017
		Date
/s/ Clive Bode on behalf of James G. Coulter (7) (8)	<u>**Signature of Reporting Person</u>	02/08/2017
		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).
- (1) TPG TMM Holdings II, L.P. ("TPG TMM Holdings") holds an aggregate of 38,147,848 common partnership units (the "New TMM Units") of TMM Holdings II Limited Partnership ("New TMM") and 38,147,848 shares of Class B Common Stock (the "Class B Shares") of Taylor Morrison Home Corporation (the "Issuer"). Pursuant to the terms of the Exchange Agreement dated as of April 9, 2013, TPG TMM Holdings may 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.
- (2) On January 31, 2017, TPG TMM Holdings entered into a Purchase Agreement with the Issuer pursuant to which the Issuer agreed to purchase from TPG TMM Holdings, and TPG TMM Holdings agreed to sell to the Issuer, 5,447,775 New TMM Units (along with an equal number of Class B Shares) at a price of \$18.2875 per New TMM Unit/Class B Share. The transaction closed on February 6, 2017.
- (3) 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.
- (4) 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"), which collectively hold 1,499,732 Class A Shares.
- (5) Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own 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.
- (6) 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

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

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