Taylor Morrison Home Corp
Form 424B5
January 16, 2018
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Filed Pursuant to Rule 424(b)(5)

Registration Statement No. 333-216864

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Class A common stock, par value $0.00001 per share	19,206,656	$27.59	$529,911,639.04	$65,974.00

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(a) of the Securities Act of 1933, as amended (the Securities Act). In accordance with Rule 457(c) of the Securities Act, the maximum offering price per share is the average of the high and low selling prices of the Class A common stock on January 9, 2018 as reported on the New York Stock Exchange.
(2) Calculated in accordance with Rule 456(b) and Rule 457(r) of the Securities Act, as amended.

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Prospectus supplement

(To prospectus dated March 22, 2017)

19,206,656 shares

Taylor Morrison Home Corporation

Class A common stock

Taylor Morrison Home Corporation, which we refer to in this prospectus supplement as TMHC, and the selling stockholders identified in this prospectus supplement are offering an aggregate of 19,206,656 shares of TMHC s Class A common stock, consisting of: (i) 17,706,924 shares of Class A common stock to be issued and sold by TMHC; and (ii) an additional 1,499,732 shares of Class A common stock to be sold by certain funds affiliated with TPG (as defined in this prospectus supplement), one of our equity sponsors.

Our Class A common stock is listed on the New York Stock Exchange under the symbol TMHC. The closing price of our Class A common stock on the New York Stock Exchange on January 10, 2018 was $27.46 per share.

TMHC intends to use all of the net proceeds of the 17,706,924 shares that it plans to sell in this offering to purchase a portion of the existing investments of TPG and Oaktree (as defined in this prospectus supplement) in our company. TMHC will not receive any proceeds from the sale of the 1,499,732 shares of Class A common stock sold by the selling stockholders in this offering.

In addition, in a separate privately negotiated transaction, we have agreed to use existing cash on hand to fund the repurchase of the remainder of the existing investment of TPG and Oaktree in our company. The sponsor equity repurchase is conditioned upon the consummation of this offering. See Summary Sponsor Equity Repurchase, beginning on Page S-8 of this prospectus supplement.

Investing in the Class A common stock involves risks. See Risk Factors beginning on page S-20.

The underwriters have agreed to purchase the shares of Class A common stock at a price equal to $27.14 per share, which will result in $480.57 million of net proceeds to TMHC and $40.70 million of aggregate net proceeds to the selling stockholders, respectively, before expenses. TMHC has agreed to pay certain expenses of the selling stockholders in connection with the offering. The underwriters may offer the shares of Class A common stock purchased from TMHC and the selling stockholders from time to time in one or more transactions on the New York Stock Exchange, in the over-the-counter market or through negotiated transactions at market prices or at negotiated prices. See Selling Stockholders and Underwriting.

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

The underwriters expect to deliver the shares of Class A common stock to purchasers on or about January 17, 2018.

Joint book-running managers

Citigroup **Goldman Sachs & Co. LLC**

Prospectus supplement dated January 11, 2018

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Prospectus supplement

Prospectus

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About this prospectus supplement

This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of Class A common stock and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. Generally, when we refer to this prospectus, we are referring to both parts of this document combined. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or in any document incorporated by reference that was filed with the Securities and Exchange Commission, or SEC, before the date of this prospectus supplement, on the other hand, you should rely on the information in this prospectus supplement. If any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in the accompanying prospectus the statement in the document having the later date modifies or supersedes the earlier statement.

Neither we, the selling stockholders nor the underwriters have authorized anyone to provide you with information different from that contained in this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by us or on our behalf. We, the selling stockholders and the underwriters take no responsibility for any other information that you may receive. We and the selling stockholders are offering to sell, and seeking offers to buy, shares of Class A common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus supplement is accurate only as of the date of this prospectus supplement, regardless of the time of delivery of this prospectus supplement or of any sale of the Class A common stock.

This prospectus supplement contains references to our trademarks and service marks and to those belonging to other entities. Solely for convenience, trademarks and trade names referred to in this prospectus supplement and the accompanying prospectus may appear without the ® or symbols, but the omission of such symbols is not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensor to these trademarks and trade names. We do not intend our use or display of other companies trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

Statement regarding industry and market data

Any market or industry data contained or incorporated by reference in this prospectus supplement and the accompanying prospectus is based on a variety of sources, including internal data and estimates, independent industry publications, government publications, reports by market research firms or other published independent sources. Industry publications and other published sources generally state that the information contained therein has been obtained from third-party sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of such information. Our internal data and estimates are based upon information obtained from trade and business organizations and other contacts in the markets in which we operate and our management s understanding of industry conditions, and such information has not been verified by any independent sources. Accordingly, investors should not place significant reliance on such data and information.

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Prospectus supplement summary

This summary highlights information contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference. It does not contain all of the information that you should consider before deciding whether to invest in our Class A common stock. You should read this entire prospectus supplement and the accompanying prospectus carefully, including the Risk Factors section and our consolidated financial statements and the notes to those statements incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision.

In this prospectus supplement, unless otherwise indicated or the context otherwise requires, references to the Company, we, us and our refer (1) subsequent to the Reorganization Transactions (as defined below) and our initial public offering on April 9, 2013, to TMHC and its consolidated subsidiaries, (2) prior to the Reorganization Transactions and following the date of our Acquisition (as defined below) by our Principal Equityholders in July 2011, to TMM Holdings Limited Partnership (TMM Holdings) and its consolidated subsidiaries and (3) prior to the Acquisition, to the North American business of Taylor Wimpey plc.

References to TPG Global are to TPG Global, LLC, and references to TPG are to TPG Global and its affiliates that are invested in New TMM (as defined below) through TPG TMM Holdings II, L.P., which we refer to as the TPG holding vehicle, or are invested directly in the Company. References to the selling stockholders are to certain funds affiliated with TPG that are offering Class A common stock for sale in the offering, as described in the section Selling Stockholders in the prospectus supplement. References to Oaktree are to investment funds managed by Oaktree Capital Management, L.P. or their respective subsidiaries that are invested in New TMM through OCM TMM Holdings II, L.P., which we refer to as the Oaktree holding vehicle (see Prospectus Supplement Summary Organizational Structure). References to JHI are references to investment funds managed by JH Investments, Inc. and its subsidiary that prior to February 6, 2017 were directly invested in New TMM or indirectly invested in New TMM and that are no longer directly invested in New TMM. References to our Principal Equityholders are references to (i) the affiliates of TPG that are invested in New TMM, (ii) Oaktree and, prior to February 6, 2017, (iii) JHI, collectively. We refer to the formation of TMM Holdings by the Principal Equityholders in March 2011 and the acquisition on July 13, 2011 by TMM Holdings of the company now known as Taylor Morrison Communities, Inc. (together with our former Canadian business) for an aggregate cash consideration of approximately $1.2 billion, as the Acquisition .

Our company

We are one of the largest public homebuilders in the United States. We are also a land developer, with a portfolio of lifestyle and master-planned communities. We provide a diverse assortment of homes across a wide range of price points. We strive to appeal to a broad spectrum of customers in traditionally high growth markets, where we design, build and sell single-family detached and attached homes. We operate under the Taylor Morrison and Darling Homes brand names. We also provide financial services to customers through our wholly owned mortgage subsidiary, Taylor Morrison Home Funding, LLC (TMHF), and title insurance and closing settlement services through our title company, Inspired Title Services, LLC (Inspired Title).

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We have operations in Arizona, California, Colorado, Florida, Georgia, Illinois, North Carolina and Texas. Our business is organized into multiple homebuilding operating divisions and a mortgage and title services division, which are managed as multiple reportable segments, as follows:

East	Atlanta, Charlotte, Chicago, Orlando, Raleigh, Southwest Florida and Tampa
Central	Austin, Dallas, Houston (each of the Dallas and Houston markets include both a Taylor Morrison division and a Darling Homes division) and Denver
West	Bay Area, Phoenix, Sacramento and Southern California
Mortgage Operations	Taylor Morrison Home Funding (TMHF) and Inspired Title Services (Inspired Title)

Our long-term strategy is built on four pillars:

- pursuing core locations;
- building distinctive communities;
- maintaining a culture of operating efficiency; and
- appropriately balancing price with pace in the sale of our homes.

We are committed to building authentic homes and engaging communities that inspire, delight and enhance the lives of our customers. Delivering on this commitment involves thoughtful design and analysis to accommodate the needs of our customers and the surrounding community. The Taylor Morrison difference begins with providing our customers with homes that are both conducive to their lifestyles and that are built to last. We take pride in our quality construction, superior design and customer service. Our dedication to customer service defines our customer experience and acknowledges homeowners suggestions to incorporate style, quality and sustainability into every community we build. Our commitment to quality prioritizes the long-term satisfaction of our homeowners. Our communities are typically built in locations in close proximity to schools and shopping, often have many amenities and public gathering areas, with a focus on delivering superior lifestyles to customers and their families.

In recognition of our commitment to home buyers, we were awarded America s Most Trusted Home Builder® by Lifestory Research in 2016 and 2017, which is based on the reviews of more than 30,000 consumers. We are also ranked the second highest in the active adult resort home builder brands according to Lifestory Research America s Most Trusted® 2016 and 2017 Active Adult Home Builder Brand Study, which was based on almost 11,000 consumers.

Some of our recent acquisitions include our acquisition in April 2015 of JEH Homes, an Atlanta-based homebuilder, for a purchase price of approximately $63.2 million, excluding contingent consideration, which yielded approximately 2,000 lots; our acquisition in July 2015 of three divisions of Orleans Homes for a purchase price of approximately $167.3 million, which collectively yielded approximately 2,100 lots in new markets within Charlotte, Chicago and Raleigh, further expanding our geographic footprint; and our acquisition in January 2016 of Acadia Homes in Atlanta for approximately $83.6 million, which yielded approximately 1,100 additional lots with deliveries of homes at price points in the low $400 thousands, allowing us to further diversify our product offerings in the Atlanta market. All the operations acquired in 2015 and 2016 have been fully transitioned to the Taylor Morrison brand.

During 2016, our operations were located in eight states and generated revenue of $3.55 billion, net income from continuing operations of $206.6 million and Adjusted EBITDA of $419.8 million (for a discussion of how we calculate Adjusted EBITDA and a reconciliation of Adjusted EBITDA to net income for the year ended December 31, 2016, see footnote 3 under the caption Summary Historical Consolidated Financial and Other

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Information). In 2016, we grew our average community count by 19% year-over-year to 309 active communities, and ended 2016 with $1.5 billion in sales order backlog.

We believe we benefit from a well-located land portfolio, primarily in homebuilding markets that have been leading the U.S. housing recovery. During 2016, we had 309 average active communities and at December 31, 2016 we owned or controlled approximately 38,300 lots. The average sales price of homes closed during the year ended December 31, 2016 was approximately $465,000. During 2016, we sold 7,504 homes, an increase of 12% over the prior year.

Our competitive strengths

Our business is characterized by the following competitive strengths:

Strong financial performance

We have a profitable and scalable operating model, which we believe positions us well to take advantage of the anticipated continued recovery in the U.S. housing industry. Our operating model allowed us to increase total revenue and net income from continuing operations per share by 19% and 22%, respectively, in 2016 compared to 2015.

We believe that our management approach, which balances decentralized local market expertise with a centralized executive management team focused on maximizing efficiencies, will further grow our profitability. Our operating platform is scalable, which we believe allows us to increase volume while at the same time improving profitability and driving shareholder returns. We have made numerous strategic investments over the past two years that we believe will drive continued operational efficiencies and performance benefits over the next many years.

Attractively located land inventory

We continue to benefit from a sizeable and well-located existing land inventory. At September 30, 2017, we owned or controlled approximately 40,000 lots, which equated to approximately 5.1 years of land supply based on our closings of 7,760 homes in the twelve months ended September 30, 2017. Our land inventory reflects our balanced approach to investments, yielding a distribution of finished lots available for near-term homebuilding operations and strategic land positions to support future growth and we are actively focused on securing land for deliveries in 2019 and beyond. Our significant land inventory allows us to be selective in identifying new land acquisition opportunities and positions us against potential land shortages in markets that exhibit land supply constraints. In addition, some of our holdings represent multi-phase, master-planned communities, which provide us with the opportunity to pursue multiple selling efforts in order to respond to changing market demands. We also believe that our master-planned community holdings allow us to add value through re-entitlements, repositioning and/or opportunistic land sales to third parties.

In 2016, we spent approximately $707.5 million on new land purchases and development. We believe our local, well-established relationships with land sellers, brokers and investors and our knowledge of the local markets allows us to be nimble, to identify attractive land opportunities and to gain access to such sellers, brokers and investors. We also believe that our long-held reputation as a leading homebuilder and developer of land, combined with our balance sheet strength and our active opportunistic purchasing of land through the downturn, gives land brokers and sellers confidence that they can close transactions with us on a timely basis and with minimal execution risk.

Strong presence in high-growth homebuilding markets

Our strategic market footprint positions us to participate in the U.S. housing market s continued recovery. We focus our operations in states benefiting from positive momentum in housing demand drivers, such as nationally leading population and employment growth trends, migration patterns, housing affordability and desirable lifestyle and climate characteristics. The eight states in which we operate accounted for 41% of the total 2015 U.S. population of 321 million and 49% of the 1.2 million building permits issued for privately owned homes in 2016.

We maintain leading market share positions in our markets, with a top five market share rank in five of our markets and a top 10 market share rank in an additional nine markets, based on data compiled by MetroStudy for the 11 months ended November 2016. In addition, we believe we have attractive opportunities to increase our market positions in many of our newer markets.

We believe that our geographic footprint and our leading market share positions enable us to capture the benefits of expected increases in home volumes and home prices as demand for new homes grows.

Expertise in delivering consumer-oriented lifestyle communities

We offer award-winning home designs through our single-family detached and single-family attached products. The majority of our business is focused on creating communities that attract more financially secure buyers, including among first-time, move-up and 55+ customers, though we remain committed to also offering communities that capture first-time buyers at more affordable, entry-level prices. We also believe we possess the expertise and track record in designing and delivering lifestyle products and amenities that appeal to active adult buyers. We believe that maintaining a healthy mix of communities and focusing on homebuyer demand is key to remaining competitive in the market.

Our mortgage and title services companies allow us to more effectively convert sales orders backlog into home closings

We directly originate, underwrite and fund mortgages for our homebuyers through TMHF, our wholly owned mortgage lending company. TMHF helps ensure and enhance the customer experience, prequalifies buyers earlier in the home buying process, provides visibility in converting our sales order backlog into closings and is a source of incremental revenues and profitability. TMHF maintains relationships with several correspondent lenders to mitigate risk. We believe TMHF provides a competitive advantage relative to homebuilders without mortgage operations, since many of our buyers prefer an integrated home buying experience. While we believe many other homebuilders with mortgage operations use a single lender, our multi-lender platform provides us with the ability to leverage a broad range of products, underwriting and pricing options for the benefit of our buyers.

Inspired Title offers title insurance agency and title insurance and closing settlement services to our homebuyers in our Texas and Florida markets, and we plan to expand these services to certain of our additional markets in the future. Inspired Title competes against other title insurers and escrow agents that provide similar services.

Conservative balance sheet and disciplined capital allocation strategy

We are well-positioned with a healthy balance sheet and sufficient liquidity to service our debt obligations, support our ongoing operations and take advantage of growth opportunities. At September 30, 2017, we had $1.5 billion in outstanding indebtedness and a net homebuilding debt to capitalization ratio of 33.1% (for a discussion of how we calculate our net homebuilding debt to capitalization ratio and a reconciliation of net homebuilding debt to total debt as of September 30, 2017, see footnote 4 under the caption Summary Historical Consolidated Financial and Other Information). Also at September 30, 2017, we had $264.9 million of unrestricted cash and no borrowings and $33.2 million letters of credit drawn under our $500 million senior revolving credit facility (the Revolving Credit Facility). All of our senior notes have coupons below 6% and less than 15% of our approximately $1.5 billion of currently outstanding debt matures before 2021.

We maintain a disciplined approach to capital allocation and we continually assess our capital allocation strategy to drive long-term shareholder returns. We are focused on maintaining a strong liquidity position and we regularly evaluate and prioritize the following opportunities for our capital deployment: organic investment and reinvestment in the business, acquisition opportunities to increase diversification through accretive transactions in new markets, use of excess cash to opportunistically refinance or repay debt, and return of excess cash to shareholders. We believe this investment strategy and prioritization is a critical component in driving short-term performance while securing the long-term health of the overall business.

Highly experienced management team

We benefit from an experienced management team that has demonstrated the ability to generate positive financial results and adapt to constantly changing market conditions. In addition to our corporate management team, our division presidents bring substantial industry knowledge and local market expertise, having significant experience in the homebuilding industry. Our success in land acquisition and development is due in large part to the caliber of our local management teams, which are responsible for the planning, design, entitlements and eventual execution of the entire community.

Our strategy

We recognize that the housing market is cyclical and home price volatility between the peak and valley of cycles can be significant. We seek to maximize shareholder value over the long-term and operate our business to capitalize on market appreciation value and mitigate risks from market downturns. We believe we are well-

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positioned for growth throughout market fluctuations through disciplined execution of the four pillars of our business strategy, which are described in more detail as follows:

Opportunistic land acquisition in core locations in close proximity to job clusters, strong school districts and amenities

In order to deliver aspirational homes, we purchase well-located land and focus on developing attractive neighborhoods and communities near areas of relatively high employment, with good access to strong schools and with desirable lifestyle amenities. Our ability to identify, acquire and develop land in desirable locations and on favorable terms is critical to our success. As the housing cycle has matured, we have continued to shift our focus towards shorter, less-capital intensive opportunities that are accretive to the portfolio. On average, our land bank had approximately 5.1 years of supply at September 30, 2017, which allows us to be disciplined and selective in land acquisitions, a key element to the success of our strategy. We believe that our attractive land portfolio will position us to generate favorable returns and enable us to be opportunistic in acquiring new land.

We evaluate land opportunities based on how we expect they will contribute to overall profitability and shareholder returns, rather than how they might drive volume on a regional or submarket basis. We continue to use our local relationships with land sellers, brokers and investors to seek the first look at quality land opportunities. We expect to continue allocating capital with the goal of achieving superior returns by utilizing our development expertise, efficiency and opportunistic mindset.

We believe we are able to increase the value of our land portfolio through zoning and engineering processes by creating attractive land use plans, which ultimately translate into greater opportunities to generate profits.

We selectively evaluate expansion in our existing markets as well as in new markets that exhibit positive long-term fundamentals. We have successfully acquired and integrated homebuilding businesses in the past, and intend to utilize our experience in integrating businesses as opportunities for acquisitions arise.

Distinctive communities driven by consumer preferences and a research-based approach to underwriting

We develop communities and build homes in which our customers aspire to live. Our goal is to identify the preferences of our customers according to demographic group and offer them innovative, high-quality homes. To achieve this goal, we conduct extensive market research to determine preferences of our customer groups and guide our underwriting process. We have identified various consumer groups by focusing on particular demographics, lifestyle preferences, tastes and attributes and the evolving wants and needs of these distinct groups.

Our approach to consumer group segmentation guides all of our operations, from our initial land acquisition through our design, building, marketing and delivery of homes and our ongoing after-sales customer service. Among our peers, we believe we are at the forefront of directed-marketing strategies, as evidenced by our highly-trafficked website which provides innovative tools that are designed to enhance our customers home buying experience.

We are committed to increasing our customer service beyond the sale and closing of the home, which we believe results in improved brand loyalty, enhances the customer experience and encourages customer referrals, resulting in lower customer acquisition costs and increased home sales.

Culture of operating efficiency

We are committed to maintaining a culture of operating efficiency. We seek to maintain overhead efficiency in the top quartile of our industry, a strong balance sheet and sufficient liquidity to execute our growth plan. Our performance-based company culture, combined with localized day-to-day decision making, enhances the efficiency of our operations. Centralized management approval of all land acquisitions and dispositions and controlled underwriting requirements ensure effective identification of land opportunities.

During 2016, we made additional investments in people, processes and tools in order to further optimize our operating model going forward, including by making investments in our customer relationship management technology in order to enhance the efficiency of our customer relations and our overall customer experience. We anticipate numerous benefits from these recent investments to flow through our business and ultimately through our financials in 2017 and beyond.

We believe that our efficient operational structure, together with our commitment to integrity, ethics and professionalism, allows us to selectively attract and retain a superior employee base that minimizes turnover and further contributes to operational efficiencies.

Optimizing profitability while achieving desired sales pace

Our philosophy of a balanced pricing strategy that optimizes price and volume continues to be our operational priority. We evaluate our product releases, pricing and sales strategies at a submarket level in order to take advantage of competitive supply and demand dynamics, thereby optimizing profitability while achieving desired sales pace and return metrics.

Recent Developments

Preliminary Results as of and for the Year Ended December 31, 2017

Our preliminary total revenue for the year ended December 31, 2017 was $3.89 billion compared to $3.55 billion for the year ended December 31, 2016, representing a 9.6% increase. Our preliminary total gross margin for the year ended December 31, 2017 was $738.9 million, compared to $680.3 million for the year ended December 31, 2016, representing an 8.6% increase.

Our preliminary home closings revenue for the year ended December 31, 2017 was $3.80 billion compared to $3.43 billion for the year ended December 31, 2016, representing a 10.8% increase. Our preliminary home closing gross margin, inclusive of capitalized interest, for the year ended December 31, 2017 was $706.4 million or 18.6%, compared to $623.8 million or 18.2% for the year ended December 31, 2016, representing a 13.2% increase in value and a 40 bps increase in rate.

Our preliminary average sales pace per community for the year ended December 31, 2017 was 2.4 homes per month compared to 2.0 homes per month for the year ended December 31, 2016, representing a 20% increase. In addition, our preliminary net sales orders for the year ended December 31, 2017 were 8,397 compared to 7,504 in the prior year, an increase of 11.9%. At December 31, 2017, we had a preliminary backlog of 3,496 units with a preliminary sales value of $1.70 billion compared to 3,131 units with a sales value of $1.53 billion at December 31, 2016, representing an 11.7% increase in units and an 11.1% increase in sales value. Our preliminary home closings for the year ended December 31, 2017 were approximately 8,032.

The preliminary total revenue, total gross margin, home closings revenue, home closings gross margin (inclusive of capitalized interest), average sales pace, net sales order, backlog and home closings data set forth above have been prepared by, and are the responsibility of, our management. The foregoing information is preliminary and has not been compiled or examined by our independent auditors nor have our independent auditors performed any procedures with respect to this information or expressed any opinion or any form of assurance on such information. In addition, the foregoing information is subject to revision as we prepare our financial statements and other disclosures as of and for the year ended December 31, 2017, including all disclosures required by U.S. GAAP. Because we have not completed our normal annual closing and review procedures as of and for the year ended December 31, 2017, and subsequent events may occur that require material adjustments to these results, the final results and other disclosures as of and for the year ended December 31, 2017 may differ materially from the preliminary results presented above. This preliminary information should not be viewed as a substitute for full financial statements prepared in accordance with U.S. GAAP or as a measure of performance. In addition, these preliminary total revenue, total gross margin, home closings revenue, home closings gross margin (inclusive of capitalized interest), average sales pace, net sales order, backlog and home closings data as of and for the year ended December 31, 2017 are not necessarily indicative of the results to be achieved for any future period. See Statements Regarding Forward-Looking Information.

Sponsor Equity Repurchase

We have agreed, through a series of transactions, to purchase an aggregate of 3,750,000 limited partnership units (New TMM Units) in New TMM (and corresponding shares of our Class B common stock) from the TPG and Oaktree holding vehicles at a purchase price per unit equal to the price per share paid by the underwriters for our Class A common stock in this offering. The agreements related to the sponsor equity repurchase provide for customary representations, warranties and conditions. The closing of the sponsor equity repurchase is conditioned upon the consummation of this offering and is expected to occur simultaneously with or shortly after the closing of this offering. The sponsor equity repurchase will be funded using existing cash on hand.

The existing $100 million repurchase authorization under our stock repurchase program will not be reduced by the sponsor equity repurchase and such authorization will remain in effect thereafter.

Resignation of Director Designees

Effective upon the closing of this offering and the sponsor repurchase, we expect that Jason Keller, James Sholem, Kelvin Davis and Rajath Shourie will resign from our board of directors pursuant to the terms of our stockholders agreement. As a result, our Principal Equityholders will no longer have any designees on our board of directors.

Our principal equityholders

Affiliates of the Principal Equityholders formed TMM Holdings in March 2011, and on July 13, 2011, TMM Holdings acquired the company now known as Taylor Morrison Communities, Inc. together with our former Canadian business for aggregate cash consideration of approximately $1.2 billion.

On April 12, 2013, TMHC completed its initial public offering of 32,857,800 shares of Class A common stock. In connection with the initial public offering, TMHC and its subsidiaries completed various reorganization transactions on April 9, 2013 (the Reorganization Transactions). Following TMHC s initial public offering, the Principal Equityholders beneficially owned a majority of TMHC s voting securities. The Principal Equityholders currently collectively control approximately 18.5% of the voting power of TMHC (excluding the approximately 1.5 million additional outstanding shares of Class A common stock beneficially owned by certain affiliates of TPG).

Following this offering and the sponsor equity repurchase, the Principal Equityholders will no longer beneficially own any securities of TMHC or New TMM.

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TPG

TPG is a leading global alternative investment firm founded in 1992 with more than $79 billion of assets under management as of September 30, 2017 and offices in San Francisco, Fort Worth, Austin, Beijing, Boston, Dallas, Hong Kong, Houston, London, Luxembourg, Melbourne, Moscow, Mumbai, New York, Seoul and Singapore.

Oaktree

Oaktree Capital Management, L.P. (Oaktree Capital Management), together with its affiliates, is a leader among global investment managers specializing in alternative investments, with $100 billion in assets under management as of September 30, 2017. The firm emphasizes an opportunistic, value-oriented and risk-controlled approach to investments in distressed debt, corporate debt (including high yield debt and senior loans), control investing, convertible securities, real estate and listed equities. Headquartered in Los Angeles, the firm has over 900 employees and offices in 18 cities worldwide.

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Organizational structure

The following chart summarizes our legal structure prior to and following this offering and the application of the net proceeds from this offering and the sponsor equity repurchase. This chart is provided for illustrative purposes only and does not purport to represent all legal entities owned or controlled by us:

Following this offering and, where indicated, following the sponsor equity repurchase:

(1) Public Investors:

Will hold Class A common stock: 96.0% (99.2% after giving further effect to the sponsor equity repurchase) voting power in TMHC / 100% economic interests in TMHC

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(2) TPG holding vehicle: This holding vehicle is controlled by TPG and its limited partners are TPG funds, JHI and members of Management and the Board

Will hold Class B common stock: Approximately 1.6% (0.0% after giving further effect to the sponsor equity repurchase) voting power in TMHC / No economic rights in TMHC

Will hold approximately 1.6% (0.0% after giving further effect to the sponsor equity repurchase) of New TMM s LP interests / No voting rights in New TMM

In addition, affiliates of TPG, other than the TPG holding vehicle, hold approximately 1.5 million shares of Class A common stock, which are being sold in this offering.

(3) Oaktree holding vehicle: This holding vehicle is controlled by Oaktree and its limited partners are Oaktree funds, JHI and members of Management and the Board

Will hold Class B common stock: Approximately 1.6% (0.0% after giving further effect to the sponsor equity repurchase) voting power in TMHC / No economic rights in TMHC

Will hold approximately 1.6% (0.0% after giving further effect to the sponsor equity repurchase) of New TMM s LP interests / No voting rights in TMM

(4) TMHC Ownership of New TMM: Represents direct ownership of approximately 96.0% (99.2% after giving further effect to the sponsor equity repurchase) of New TMM s LP interests with 100% indirect voting power

(5) TMHC Management & Board:

Will hold Class B common stock: Approximately 0.8% (0.8% after giving further effect to the sponsor equity repurchase) voting power in TMHC / No economic rights in TMHC

Will hold approximately 0.8% (0.8% after giving further effect to the sponsor equity repurchase) of New TMM s LP interests / No voting rights in New TMM

(6) Exchange Terms: One New TMM Unit, coupled with one share of Class B common stock, is exchangeable for one share of Class A common stock

(7) Formerly known as Monarch Communities Inc.

Corporate and other information

Our principal executive offices are located at 4900 N. Scottsdale Road, Suite 2000, Scottsdale, Arizona 85251 and the telephone number is (480) 840-8100.

We also maintain internet sites at *http://www.taylormorrison.com* and *http://www.darlinghomes.com*. Our websites and the information contained in our websites or connected to our websites are not and will not be deemed to be incorporated in this prospectus supplement and the accompanying prospectus, and you should not consider such information part of this prospectus supplement and the accompanying prospectus or rely on any such information in making your decision whether to purchase the shares.

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The offering

Issuer	Taylor Morrison Home Corporation.
Class A common stock offered	19,206,656 shares, consisting of: (i) 17,706,924 shares to be issued and sold by TMHC and (ii) an additional 1,499,732 shares to be sold by the selling stockholders.
Sponsor Equity Repurchase	We have agreed, through a series of transactions, to purchase an aggregate of 3,750,000 limited partnership units (New TMM Units) in New TMM (and corresponding shares of our Class B common stock) from the TPG and Oaktree holding vehicles at a purchase price per unit equal to the price per share paid by the underwriters for our Class A common stock in this offering. The agreements related to the sponsor equity repurchase provide for customary representations, warranties and conditions. The closing of the sponsor equity repurchase is conditioned upon the consummation of this offering and is expected to occur simultaneously with or shortly after the closing of this offering. The sponsor equity repurchase will be funded using existing cash on hand.
	The existing $100 million repurchase authorization under our stock repurchase program will not be reduced by the sponsor equity repurchase and such authorization will remain in effect thereafter.
Class A common stock outstanding	As of January 8, 2018, we had 93,423,637 shares of Class A common stock outstanding. After giving effect to this offering and the use of proceeds therefrom, as of January 8, 2018 we would have had 111,130,561 shares of Class A common stock outstanding.
Class B common stock to be outstanding after this offering and use of proceeds therefrom	As of January 8, 2018, we had 22,340,845 shares of Class B common stock outstanding. After giving effect to this offering and the use of proceeds therefrom, as of January 8, 2018 we would have had 4,633,921 shares of Class B common stock outstanding. After giving further effect to the sponsor equity repurchase, as of January 8, 2018, we would have had 883,921 shares of Class B common stock outstanding.
	Each share of our Class B common stock has one vote on all matters submitted to a vote of stockholders but has no economic rights (including no rights to dividends or distributions upon liquidation). Shares of our Class B common stock are held by the TPG and Oaktree holding vehicles and certain members of our management and our Board of Directors, in an amount equal to the number of New TMM Units held by these holding vehicles and certain members of our management and our Board of

Directors, respectively. The aggregate voting power of the outstanding Class B common stock is equal to the aggregate percentage of New TMM Units held by the TPG and Oaktree holding vehicles and

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	certain members of our management and our Board of Directors. See the section entitled Description of the capital stock in the accompanying prospectus. New TMM Units (along with a corresponding number of shares of our Class B common stock) held by the TPG and Oaktree holding vehicles and certain members of our management and our Board of Directors may be exchanged at any time for shares of our Class A common stock on a one-for-one basis, subject to customary exchange rate adjustments for stock splits, stock dividends and reclassifications. When a New TMM Unit and the corresponding share of our Class B common stock are exchanged by a limited partner of New TMM for a share of Class A common stock, the corresponding share of our Class B common stock will be canceled.
Voting rights	One vote per share; Class A common stock and Class B common stock vote together as a single class on all matters submitted to a vote of stockholders. See the section entitled Description of the capital stock in the accompanying prospectus incorporated herein by reference.
Use of proceeds	We estimate that the net proceeds from the sale of TMHC Class A common stock in this offering before the payment of expenses will be approximately $521.27 million, consisting of $480.57 million of net proceeds to TMHC and $40.70 million of aggregate net proceeds to the selling stockholders, respectively, before expenses. TMHC intends to use all of the net proceeds of the 17,706,924 shares that it plans to sell in this offering to purchase a portion of the existing investments of TPG and Oaktree in our company. TMHC will not receive any proceeds from the sale of the 1,499,732 shares of Class A common stock sold by the selling stockholders in this offering.
Dividend policy	We do not intend to pay dividends on our Class A common stock or to make distributions from New TMM to its limited partners (other than to TMHC to fund its operations). We plan to retain any earnings for use in the operation of our business and to fund future growth.
Listing	Our Class A common stock is listed on the New York Stock Exchange under the symbol TMHC.
Risk factors	Investing in our Class A common stock involves a high degree of risk. You should carefully read and consider the information under Risk Factors, together with all of the other information set forth or incorporated by reference in this prospectus supplement and the accompanying prospectus, before deciding to invest in our Class A common stock.

As of December 5, 2017, we had 82,399,996 shares of Class A common stock outstanding. This number excludes 2,859,779 shares of Class A common stock that are subject to options outstanding as of December 5, 2017, under the

Taylor Morrison 2013 Omnibus Equity Incentive Plan (as amended and restated, the 2013 Plan) with a weighted average exercise price of $17.50 per share of Class A common stock, of which 1,947,594 are unvested, and 1,875,220 shares of Class A common stock that are issuable under restricted stock units outstanding as of December 5, 2017, under the 2013 Plan. In addition, as of December 5, 2017, there were 8,987,679 shares of Class A common stock reserved for issuance in respect of stock options, restricted stock

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units or other awards pursuant to the 2013 Plan. For more information regarding the 2013 Plan, see Compensation Discussion and Analysis in our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 19, 2017, incorporated herein by reference.

Except as otherwise indicated, all information in this prospectus supplement assumes:

- our outstanding shares of Class A common stock and Class B common stock are based on the outstanding shares as of January 8, 2018; and

- 22,340,845 shares of Class A common stock are reserved for issuance upon the exchange of New TMM Units (along with the corresponding number of shares of our Class B common stock), as of January 8, 2018.

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Summary historical consolidated financial and other information

We have presented below summary historical financial information of TMHC and its consolidated subsidiaries for the periods presented.

In connection with the decision to sell our Canadian business in December 2014, the operating results associated with our Canadian business are classified as discontinued operations. See Note 1 and Note 5 to the consolidated financial statements of TMHC, incorporated by reference in this prospectus supplement, for information regarding the treatment of that segment as discontinued operations. Our Canadian business was sold to a third-party on January 28, 2015.

The summary consolidated financial information of TMHC set forth below as of and for the years ended December 31, 2016, December 31, 2015 and December 31, 2014 has been derived from the audited consolidated financial statements of TMHC. The summary consolidated financial information of TMHC set forth below as of and for the nine months ended September 30, 2017 and September 30, 2016 has been derived from unaudited consolidated financial statements of TMHC. In each case, such financial statements are incorporated by reference in this prospectus supplement and the accompanying prospectus.

The summary historical consolidated financial information presented below does not purport to be indicative of results of future operations and should be read together with the Consolidated and Combined Financial Statements and related notes of TMHC, which are incorporated by reference herein, and the information included under the caption Management s Discussion and Analysis of Financial Condition and Results of Operations incorporated by reference in this prospectus supplement from each of TMHC s annual report on Form 10-K for the year ended December 31, 2016 and TMHC s quarterly report on Form 10-Q for the quarter ended September 30, 2017, as well as the information under the captions Use of Proceeds and Capitalization in this prospectus supplement.

	Nine months ended September 30,		**Year ended December 31,**		
(dollars in thousands)	**2017**	**2016**	**2016**	**2015**	**2014**
Statement of Operations Data:					
Home closings revenue, net	$ 2,526,830	$ 2,271,154	$ 3,425,521	$ 2,889,968	$ 2,619,558
Land closings revenue	11,419	44,957	64,553	43,770	53,381
Mortgage operations revenue	47,362	36,951	59,955	43,082	35,493
Total revenues	2,585,611	2,353,062	3,550,029	2,976,820	2,708,432
Cost of home closings	2,062,437	1,852,724	2,801,739	2,358,823	2,082,819
Cost of land closings	7,869	20,497	35,912	24,546	39,696
Mortgage operations expenses	30,874	22,594	32,099	25,536	19,671
Gross margin	484,431	457,247	680,279	567,915	566,246
Sales, commissions and other marketing costs	178,609	165,300	239,556	198,676	168,897
General and administrative expenses	100,396	91,078	122,207	95,235	81,153
Equity in income of unconsolidated entities	(6,943)	(4,734)	(7,453)	(1,759)	(5,405)
Interest (income)/expense, net	(314)	(149)	(184)	(192)	1,160

Other (income)/expense, net	828	8,602	11,947	11,634	18,447
Loss on extinguishment of debt				33,317	
Gain of foreign currency forward				(29,983)	
Income from continuing operations before income taxes	211,855	197,150	314,206	260,987	301,994
Income tax provision	65,631	66,698	107,643	90,001	76,395
Net income from continuing operations	146,224	130,452	206,563	170,986	225,599

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	Nine months ended September 30,			Year ended December 31,	
(dollars in thousands)	**2017**	**2016**	**2016**	**2015**	**2014**
Net Income from discontinued operations				58,059	41,902
Net income before allocation to non-controlling interests	146,224	130,452	206,563	229,045	267,501
Net income attributable to non-controlling interests joint ventures	(625)	(856)	(1,294)	(1,681)	(1,648)
Net income before non-controlling interests Principal Equityholders	145,599	129,596	205,269	227,364	265,853
Net income from continuing operations attributable to non-controlling interests Principal Equityholders(1)	(76,810)	(96,261)	(152,653)	(123,909)	(163,790)
Net income from discontinued operations attributable to non-controlling interests Principal Equityholders(1)				(42,406)	(30,594)
Net income available to Taylor Morrison Home Corporation	$ 68,789	$ 33,335	$ 52,616	$ 61,049	$ 71,469
Earnings per common share basic:					
Income from continuing operations	$ 1.21	$ 1.07	$ 1.69	$ 1.38	$ 1.83
Discontinued operations net of tax	$	$		$ 0.47	$ 0.34
Net Income available to Taylor Morrison Home Corporation	$ 1.21	$ 1.07	$ 1.69	$ 1.85	$ 2.17
Earnings per common share diluted:					
Income from continuing operations	$ 1.21	$ 1.07	$ 1.69	$ 1.38	$ 1.83
Discontinued operations net of tax	$	$		$ 0.47	$ 0.34
Net Income available to Taylor Morrison Home Corporation	$ 1.21	$ 1.07	$ 1.69	$ 1.85	$ 2.17
Weighted average number of shares of common stock:					
Basic	56,791	31,300	31,084	33,063	32,937
Diluted	120,991	120,870	120,832	122,384	122,313

	Nine months ended September 30,			Year ended December 31,	
(dollars in thousands)	**2017**	**2016**	**2016**	**2015**	**2014**
Other Financial Data:					
Interest incurred(2)	$ 62,187	$ 66,296	$ 88,345	$ 93,431	$ 88,872
Depreciation and amortization	2,994	3,000	3,972	4,107	4,090
Adjusted EBITDA(3)	$ 290,128	$ 268,992	$ 419,757	$ 359,290	$ 378,240

Adjusted EBITDA margin %	11.2%	11.4%	11.8%	12.1%	14.0%
Net Homebuilding Debt to Capitalization Ratio %(4)	33.1%	41.0%	33.7%	41.0%	43.0%

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(dollars in thousands)	Nine months ended September 30, 2017	2016	Year ended December 31, 2016	2015	2014
Operating Data:					
Average active selling communities	296	312	309	259	206
Net sales orders (units)	6,562	5,803	7,504	6,681	5,728
Home closings (units)	5,335	4,944	7,369	6,311	5,642
Average sales price of homes closed	$ 474	$ 459	$ 465	$ 458	$ 464
Backlog at end of period (units)	4,359	3,855	3,131	2,932	2,252
Backlog at end of period (value)	$ 2,125,206	$ 1,871,877	$ 1,531,910	$ 1,392,973	$ 1,099,767

(dollars in thousands)	As of September 30, 2017	2016	As of December 31, 2015	2014
Balance Sheet Data:				
Cash and cash equivalents, excluding restricted cash	$ 264,862	$ 300,179	$ 126,188	$ 234,217
Total real estate inventory	3,243,771	3,017,219	3,126,787	2,518,321
Total assets	4,317,328	4,220,926	4,122,447	4,111,798
Total debt(5)	1,462,301	1,586,533	1,668,425	1,715,791
Total equity	2,314,650	2,160,202	1,972,677	1,777,161

(1) Represents income attributable to non-controlling interests in TMM Holdings that are owned by the Principal Equityholders.

(2) Interest incurred is interest accrued on debt, whether or not paid and whether or not capitalized. Interest incurred includes debt issuance costs, modification fees and waiver fees. Interest incurred is generally capitalized to inventory but is expensed when assets that qualify for interest capitalization no longer exceed debt.

(3) EBITDA and Adjusted EBITDA are non-GAAP financial measures used by management and our local divisions in evaluating operating performance and in making strategic decisions regarding sales pricing, construction and development pace, product mix and other operating decisions. EBITDA measures performance by adjusting net income to exclude interest, income taxes, depreciation and amortization. Adjusted EBITDA consists of EBITDA, adjusting for management fees paid to our Principal Equityholders, non-cash compensation expenses, gain on foreign currency forward, expenses related to the early extinguishment of debt and transaction fees and expenses and indemnification losses related to the Acquisition, the Reorganization Transaction and our initial public offering.

Management believes that the presentation of Adjusted EBITDA provides useful information to investors regarding our results of operations because it assists both investors and management in analyzing and benchmarking the performance and value of our business. Adjusted EBITDA provides an indicator of general economic performance that is not affected by fluctuations in interest rates or effective tax rates, levels of depreciation or amortization, or non-recurring items. Accordingly, our management believes that this measurement is useful for comparing general operating performance from period to period. Furthermore, the agreements governing our indebtedness contain covenants and other tests based on metrics similar to Adjusted EBITDA. The method of calculating Adjusted EBITDA for the periods presented in this prospectus supplement does not differ in any material respect from the method used for calculating Adjusted EBITDA for such periods if they were used for purposes of our indebtedness covenants. Our indebtedness covenants are generally based on Adjusted EBITDA for the trailing twelve-month period, a period not presented in this prospectus supplement. Nevertheless, based on conditions existing at the time of calculation, the calculation of Adjusted EBITDA for the indebtedness covenants may, in the future, include items (including items deemed non-recurring or unusual and certain pro forma cost savings) that are different from those that are currently reflected in the presentation of Adjusted EBITDA in this prospectus supplement. Other companies may define Adjusted EBITDA differently and, as a result, our measure of Adjusted EBITDA may not be directly comparable to Adjusted EBITDA of other companies. Although we use Adjusted EBITDA as a financial measure to assess the performance of our business, the use of Adjusted EBITDA is limited because it does not include certain material costs, such as interest and taxes, necessary to operate our business.

Adjusted EBITDA should be considered in addition to, and not as a substitute for, net income in accordance with U.S. GAAP as a measure of performance. Our presentation of EBITDA and Adjusted EBITDA should not be construed as an indication that our future results will be unaffected by unusual or nonrecurring items. Our EBITDA-based measures have limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our results as reported under U.S. GAAP. Some of these limitations are:

- they do not reflect every cash expenditure, future requirements for capital expenditures or contractual commitments, including for the purchase of land;

- they do not reflect the significant interest expense or the cash requirements necessary to service interest or principal payments on our debt;

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although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced or require improvements in the future, and our EBITDA-based measures do not reflect any cash requirements for such replacements or improvements;

they are not adjusted for all non-cash income or expense items that are reflected in our statements of cash flows;

they do not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations;

they do not reflect limitations on our costs related to transferring earnings from our subsidiaries to us; and

other companies in our industry may calculate these measures differently than we do, limiting their usefulness as comparative measures.

Because of these limitations, our EBITDA-based measures should not be considered as measures of discretionary cash available to us to invest in the growth of our business or as measures of cash that will be available to us to meet our obligations. We compensate for these limitations by using our EBITDA-based measures along with other comparative tools, together with U.S. GAAP measurements, to assist in the evaluation of operating performance. These U.S. GAAP measurements include operating income (loss), net income (loss), cash flows from operations and cash flow data. We have significant uses of cash flows, including capital expenditures, interest payments, debt principal repayments, taxes and other non-recurring charges, which are not reflected in our EBITDA-based measures.

Our EBITDA-based measures are not intended as alternatives to net income (loss) as indicators of our operating performance, as alternatives to any other measure of performance in conformity with U.S. GAAP or as alternatives to cash flow provided by operating activities as measures of liquidity. You should therefore not place undue reliance on our EBITDA-based measures or ratios calculated using those measures. Our U.S. GAAP-based measures can be found in TMHC s consolidated financial statements and related notes incorporated by reference in this prospectus supplement.

	Nine months ended September 30,		**Year ended December 31,**		
	2017	**2016**	**2016**	**2015**	**2014**
Net income from continuing operations	$ 146,224	$ 130,452	$ 206,563	$ 170,986	$ 225,599
Interest expense (income), net	(314)	(149)	(184)	(192)	1,160
Amortization of capitalized interest(a)	65,366	60,032	90,851	83,163	65,165
Income tax provision	65,631	66,698	107,643	90,001	76,395
Depreciation and amortization	2,994	3,000	3,972	4,107	4,090
EBITDA	279,901	260,033	408,845	348,065	372,409
Non-cash compensation charge(b)	10,227	8,959	10,912	7,891	5,831
Gain on foreign currency forward				(29,983)	
Early extinguishment of debt(c)				33,317	

Adjusted EBITDA	$ 290,128	$ 268,992	$ 419,757	$ 359,290	$ 378,240

(a) Represents the interest amortized through cost of home and land closings.

(b) Represents non-cash compensation expense related to the vesting of equity awards, including stock options and shares of restricted stock, granted to certain members of management and members of the Board of Directors.

(c) The 2015 figure reflects the redemption premium and write-off of unamortized deferred financing costs related to the retirement of $489.0 million aggregate principal amount of senior notes.

(4) Net homebuilding debt to capitalization is a non-GAAP financial measure used by management to evaluate our performance and as an indicator of our total leverage, which we calculate by dividing (i) total debt, less unamortized debt issuance costs and mortgage warehouse borrowings, net of unrestricted cash and cash equivalents, by (ii) total capitalization (the sum of net homebuilding debt and total stockholders equity). Management uses the ratio of net homebuilding debt to capitalization to evaluate our performance against other companies in the homebuilding industry and believe it is also relevant and useful to investors for that reason.

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The following table sets forth a reconciliation of net homebuilding debt to total debt, which is the U.S. GAAP financial measure that management believes to be most directly comparable, and a calculation of our net homebuilding debt to capitalization ratio:

	As of September 30,		As of December 31,		
(dollars in thousands, except percentages)	**2017**	**2016**	**2016**	**2015**	**2014**
Total debt(5)	$ 1,462,301	$ 1,681,944	1,586,533	$ 1,668,425	$ 1,715,791
Unamortized debt issuance costs	10,789	17,008	12,516	14,843	21,315
Less mortgage warehouse borrowings	61,292	91,166	198,564	183,444	160,750
Total homebuilding debt	1,411,798	1,607,786	1,400,485	**1,499,824**	**1,576,356**
Less cash and cash equivalents	$ 264,862	$ 160,519	$ 300,179	$ 126,188	$ 234,217
Net homebuilding debt	1,146,936	1,447,267	1,100,306	**1,373,636**	**1,342,139**
Total equity	2,314,650	2,083,038	2,160,202	1,972,677	1,777,161
Total capitalization	3,461,586	3,530,305	3,260,508	**3,346,313**	**3,119,300**
Net homebuilding debt to capitalization ratio	33.1%	41.0%	33.7%	41.0%	43.0%

(5) Total debt is presented net of debt issuance costs. For more information, see Note 10 to the consolidated financial statements of TMHC, incorporated by reference in this prospectus supplement.

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Risk factors

An investment in our Class A common stock involves a high degree of risk. Before deciding whether to invest in our Class A common stock, you should consider carefully the risks described below and in the section captioned Risk Factors contained in our Annual Report on Form 10-K for the year ended December 31, 2016, which are incorporated by reference in this prospectus supplement and the accompanying prospectus in their entirety, together with other information in this prospectus supplement, the accompanying prospectus, the information and documents incorporated by reference, and in any free writing prospectus that we have authorized for use in connection with this offering. If any of the described events actually occur, our business, operating results, prospects or financial condition could be materially and adversely affected. This could cause the trading price of our common stock to decline, and you may lose all or part of your investment. The risks described below and in the document referenced above are not the only ones that we face. Additional risks not presently known to us or that we currently deem immaterial may also affect our business operations.

Risks related to this offering

The share price for our Class A common stock may fluctuate significantly.

The offering price of our Class A common stock in this offering has been determined by negotiation among us and the representative of the underwriters and may not be representative of the price prevailing in the open market before or after this offering.

The market price of our Class A common stock after this offering may be significantly affected by factors such as quarterly variations in our results of operations, changes in government regulations, the announcement of new contracts by us or our competitors, general market conditions specific to the homebuilding industry, changes in general economic conditions, volatility in the financial markets, differences between our actual financial and operating results and those expected by investors and analysts and changes in analysts recommendations or projections. These fluctuations may adversely affect the market price of our Class A common stock and cause you to lose all or a portion of your investment.

These and other factors may lower the market price of our Class A common stock, regardless of our actual operating performance. As a result, our Class A common stock may trade at prices significantly below the public offering price.

Furthermore, in recent years, the stock market has experienced significant price and volume fluctuations. This volatility has had a significant impact on the market price of securities issued by many companies, including companies in our industry. The changes frequently appear to occur without regard to the operating performance of the affected companies. Hence, the market price of our Class A common stock could fluctuate based upon factors that have little or nothing to do with us, and these fluctuations could materially reduce the market price of our Class A common stock and materially affect the value of your investment.

If we raise additional capital through the issuance of new equity securities at a price lower than the offering price, you will incur dilution.

If we raise additional capital through the issuance of new equity securities at a lower price than the offering price, you will be subject to dilution, which could cause you to lose all or a portion of your investment. If we are unable to access the public markets in the future, or if our performance or prospects decrease, we may need to consummate a private placement or public offering of our Class A common stock at a lower price than the offering price. In addition, any new securities may have rights, preferences or privileges senior to those securities held by you.

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We do not expect to pay any dividends in the foreseeable future.

In the past we have not paid dividends on our Class A common stock. We do not currently intend to pay dividends on our Class A common stock and we intend to retain our future earnings, if any, to fund the development and growth of our business. In addition, the terms of certain existing and any future debt agreements may preclude us from paying dividends. As a result, capital appreciation, if any, of our Class A common stock may be your sole source of gain for the foreseeable future.

If securities analysts do not publish research or reports about our Company, or if they issue unfavorable commentary about us or our industry or downgrade our Class A common stock, the market price of our Class A common stock could decline.

The trading market for our Class A common stock depends in part on the research and reports that third-party securities analysts publish about our Company and our industry. One or more analysts could downgrade our Class A common stock or issue other negative commentary about our Company or our industry. In addition, we may be unable or slow to attract additional research coverage. Alternatively, if one or more of these analysts cease coverage of our Company, we could lose visibility in the market. As a result of one or more of these factors, the market price of our Class A common stock could decline and cause you to lose all or a portion of your investment.

Non-U.S. Holders may be subject to taxes (including withholding taxes) on payments in connection with a disposition of shares of our Class A common stock.

Because we believe that we are currently a United States real property holding corporation for U.S. federal income tax purposes, upon a sale or disposition of our Class A common stock, Non-U.S. Holders (as defined below) may be subject to tax (including withholding tax) if (a) our Class A common stock ceases to be regularly traded on an established securities market, or (b) our Class A common stock continues to be regularly traded on an established securities market, but the Non-U.S. Holder holds (or within the last five years has held) Class A common stock with a fair market value on the relevant date of determination that is greater than 5% of the total fair market value of our Class A common stock on such date. See Material U.S. Federal Income Tax Considerations for Non-U.S. Holders of Class A Common Stock.

Risks related to our structure and organization

Our only asset is our interest in New TMM and, accordingly, we are dependent upon distributions from New TMM to pay dividends, if any, taxes and other expenses. New TMM is a holding company with no operations of its own and, in turn, relies on distributions from TMM Holdings and its operating subsidiaries.

We are a holding company and have no assets other than our ownership, directly or indirectly, of New TMM Units. We have no independent means of generating revenue. We intend to cause New TMM to make distributions to its partners in an amount sufficient to cover all applicable taxes payable and dividends, if any, declared by us. To the extent that we need funds, and New TMM is restricted from making such distributions under applicable law or regulation, or is otherwise unable to provide such funds, it could materially and adversely affect our liquidity and financial condition. In addition, New TMM has no direct operations and derives all of its cash flow from TMM Holdings and its subsidiaries. Because the operations of our business are conducted through subsidiaries of TMM Holdings, New TMM is dependent on those entities for dividends and other payments to generate the funds necessary to meet the financial obligations of New TMM. Legal and contractual restrictions in the agreements governing the Revolving Credit Facility, certain of the senior notes and other debt agreements governing current and future indebtedness of New TMM s subsidiaries, as well as the financial condition and operating requirements of New TMM s subsidiaries, may limit our ability to obtain

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cash from New TMM s subsidiaries. The earnings from, or other available assets of, New TMM s subsidiaries may not be sufficient to pay dividends or make distributions or loans to us to enable us to pay any dividends on our Class A Common Stock, taxes and other expenses.

Failure to maintain effective internal control over financial reporting could have an adverse effect on our business, operating results and the trading price of our securities.

As a public company we are required to document and test our internal control procedures to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act and the related rules of the SEC, which require, among other things, our management to assess annually the effectiveness of our internal control over financial reporting and our independent registered public accounting firm to issue a report on our internal control over financial reporting. If our management is unable to certify the effectiveness of our internal controls or if our independent registered public accounting firm cannot render an opinion on management s assessment and on the effectiveness of our internal control over financial reporting, or if material weaknesses in our internal controls are identified, it could lead to material misstatements in our financial statements, we may be unable to meet our disclosure obligations and investors could lose confidence in our reported financial information. Failure to comply with Section 404 of the Sarbanes-Oxley Act could potentially subject us to sanctions or investigations by the SEC, the Financial Industry Regulatory Authority or other regulatory authorities.

Provisions in our charter and bylaws and provisions of Delaware law may delay or prevent our acquisition by a third party, which might diminish the value of our Class A common stock. Provisions in our debt agreements may also require an acquirer to refinance our outstanding indebtedness if a change of control occurs.

Our amended and restated certificate of incorporation and our bylaws contain certain provisions that may discourage, delay or prevent a change in our management or control over us that stockholders may consider favorable, including the following:

- the division of our Board of Directors into three classes and the election of each class for three-year terms;
- the sole ability of the Board of Directors to fill a vacancy created by the expansion of the Board of Directors;
- advance notice requirements for stockholder proposals and director nominations;
- limitations on the ability of stockholders to call special meetings and to take action by written consent;
- in certain cases, the approval of holders of at least three-fourths of the shares entitled to vote generally on the making, alteration, amendment or repeal of our certificate of incorporation or bylaws will be required to adopt, amend or repeal our bylaws, or amend or repeal certain provisions of our certificate of incorporation;
- the required approval of holders of at least three-fourths of the shares entitled to vote at an election of the directors to remove directors, which removal may only be for cause; and

the ability of our Board of Directors to designate the terms of and issue new series of preferred stock without stockholder approval, which could be used, among other things, to institute a rights plan that would have the effect of significantly diluting the stock ownership of a potential hostile acquirer, likely preventing acquisitions that have not been approved by our Board of Directors.

Section 203 of the Delaware General Corporation Law may affect the ability of an interested stockholder to engage in certain business combinations for a period of three years following the time that the stockholder becomes an interested stockholder. We have elected in our amended and restated certificate of incorporation not to be subject to Section 203 of the Delaware General Corporation Law. Nevertheless, our amended and restated certificate of incorporation contains provisions that have the same effect as Section 203 of the Delaware General Corporation Law, except that they provide that TPG and Oaktree and their respective

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affiliates and transferees will not be deemed to be interested stockholders. Accordingly, they will not be subject to such restrictions.

The existence of the foregoing provisions and anti-takeover measures could limit the price that investors might be willing to pay in the future for shares of our common stock. They could also deter potential acquirers of our Company, thereby reducing the likelihood that you could receive a premium for your common stock in an acquisition. For more information, please see the section entitled Description of the capital stock in the accompanying prospectus.

Under our Revolving Credit Facility, a change of control would be an event of default, which would therefore require a third-party acquirer to obtain a facility to refinance any outstanding indebtedness under the Revolving Credit Facility. Under the indentures governing our senior notes, if a change of control were to occur, we would be required to make offers to repurchase the senior notes at prices equal to 101% of their respective principal amounts. These change of control provisions in our existing debt agreements may also delay or diminish the value of an acquisition by a third party.

We indirectly own an interest in a controlled foreign corporation.

Both currently and immediately following this offering we will own more than a 50% interest, measured by both vote and value, indirectly through New TMM and TMM Holdings, in a Canadian corporation. As a result, we expect