

BONDERMAN DAVID

Form 3

April 10, 2013

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
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burden hours per
response... 0.5**INITIAL STATEMENT OF 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.

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC, 301
COMMERCE STREET, SUITE
3300

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
04/10/20133. Issuer Name and Ticker or Trading Symbol
Taylor Morrison Home Corp [TMHC]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Common Partnership Units and Class B Common Stock ⁽¹⁾	Â ⁽¹⁾	Â ⁽¹⁾	Class A Common Stock	54,881,984	\$ ⁽¹⁾	I	See Explanation of Responses ⁽³⁾ <u>(4)</u> <u>(5)</u>
Put/Call Option (right/obligation to sell) ⁽²⁾	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	9,143,461	\$ 20.68	I	See Explanation of Responses ⁽³⁾ <u>(4)</u> <u>(5)</u>

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	Â	Â X	Â	Â
BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â	Â	Former 10% Owner
COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Â	Â	Â	Former 10% Owner

Signatures

/s/ Ronald Cami on behalf of David Bonderman (6)(7)	04/10/2013
<u> </u> Signature of Reporting Person	Date
/s/ Ronald Cami on behalf of James G. Coulter (6)(7)	04/10/2013
<u> </u> Signature of Reporting Person	Date
/s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (6)	04/10/2013
<u> </u> Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 54,881,984 common partnership units (the "New TMM Units") of TMM Holdings II Limited Partnership ("New TMM") and 54,881,984 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)

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Pursuant to the terms of a Put/Call Agreement dated as of April 9, 2013, TPG TMM Holdings has the option to require the Issuer to purchase, and the Issuer has the right to require TPG TMM Holdings to sell, in each case exercisable at any time on or after April 15, 2013 up to June 30, 2013, 9,143,461 Class B Shares together with a corresponding number of New TMM Units at \$20.68 per share. In addition, in the event the underwriters of the Issuer's initial public offering purchase Class A Shares pursuant to the over-allotment option granted to them by the Issuer, TPG TMM Holdings will have the option to require the Issuer to purchase, and the Issuer will have the right to require TPG TMM Holdings to sell, up to an additional 2,142,900 Class B Shares together with a corresponding number of New TMM Units at \$20.68 per share.

- (3) David Bonderman and James G. Coulter are directors, officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), 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 TPG GenPar VI AIV TM, L.P., 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) Because of the relationship between the Reporting Persons and TPG TMM Holdings, 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 TPG TMM Holdings. Each Reporting Person and TPG TMM Holdings disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or TPG TMM Holdings' pecuniary interest therein, if any.

- (5) 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.

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Remarks:

(6)Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Excha

(7)Â RonaldÂ CamiÂ isÂ signingÂ onÂ behalfÂ ofÂ bothÂ Messrs.Â BondermanÂ andÂ CoulterÂ pursuantÂ toÂ theÂ autli

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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