

BONDERMAN DAVID
Form 4
April 15, 2013

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

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2013

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

(Street)
FORT WORTH, TX 76102

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

(City) (State) (Zip)

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)	Price		
				Code	V	Amount	

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 Underlying Security (Instr. 3 and 4)
Put/Call Option (right/obligation to sell) ⁽²⁾	\$ 20.68	04/12/2013		S ⁽²⁾	2,142,900	⁽²⁾ ⁽²⁾	Class A Common Stock
Put/Call Option (right/obligation to sell) ⁽²⁾	\$ 20.68	04/15/2013		X ⁽³⁾	11,286,361	⁽²⁾ ⁽²⁾	Class A Common Stock
Common Partnership Units and Class B Common Stock ⁽¹⁾	⁽¹⁾	04/15/2013		X ⁽³⁾	11,286,361	⁽¹⁾ ⁽¹⁾	Class A Common Stock

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

Signatures

/s/ Ronald Cami on behalf of David Bonderman (7)(8) 04/15/2013
__Signature of Reporting Person Date

/s/ Ronald Cami on behalf of James G. Coulter (7)(8) 04/15/2013

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__Signature of Reporting Person

Date

/s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors,
Inc. (7)

04/15/2013

__Signature of Reporting Person

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 43,595,623 common partnership units (the "New TMM Units") of TMM Holdings II Limited Partnership ("New TMM") and 43,595,623 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.
- Pursuant to the terms of a Put/Call Agreement dated as of April 9, 2013, TPG TMM Holdings had the option to require the Issuer to purchase, and the Issuer had 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, because the underwriters of the Issuer's initial public offering purchased on April 12, 2013 Class A Shares pursuant to the over-allotment option granted to them by the Issuer, TPG TMM Holdings had the option to require the Issuer to purchase, and the Issuer had the right to require TPG TMM Holdings to sell, an additional 2,142,900 Class B Shares together with a corresponding number of New TMM Units at \$20.68 per share.
- (2) On April 15, 2013, the Issuer exercised its right to require TPG TMM Holdings to sell 11,286,361 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, 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.
- (6)

Remarks:

(7) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

(8) Ronald Cami is signing on behalf of both Messrs. Bonderman and Coulter pursuant to the authorization and designation letter.

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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