

Keller Jason
Form 3
April 10, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

^ Keller Jason

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/10/2013

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

C/O OAKTREE CAPITAL
MANAGEMENT, L.P.,^ 333
SOUTH GRAND AVENUE,
28TH FLOOR

(Street)

LOS ANGELES,^ CA^ 90071

(City)

(State)

(Zip)

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
Derivative

5. 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	Â (1)	Â (1)	Class A Common Stock	54,881,984	\$ (1)	I	See footnotes (3) (4) (5) (6)
Put/Call Option (right/obligation to sell) (2)	Â (2)	Â (2)	Class A Common Stock	9,143,461	\$ 20.68	I	See footnotes (3) (4) (5) (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keller Jason C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	Â X	Â X	Â	Â

Signatures

/s/ Jason Keller 04/10/2013

**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) OCM TMM Holdings II, L.P. ("OCM 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, OCM 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) Pursuant to the terms of a Put/Call Agreement dated as of April 9, 2013, OCM TMM Holdings has the option to require the Issuer to purchase, and the Issuer has the right to require OCM 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, OCM TMM Holdings will have the option to require the Issuer to purchase, and the Issuer will have the right to require OCM 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) The general partner of OCM TMM Holdings is OCM TMM Holdings II GP, ULC. The sole shareholder of OCM TMM Holdings II GP, ULC is OCM TMM Holdings LP, Inc. The sole shareholder of OCM TMM Holdings LP, Inc. is Oaktree TM Holdings CTB, Ltd. The sole director of Oaktree TM Holdings CTB, Ltd. is Oaktree Capital Management, L.P., and the shareholders of Oaktree TM Holdings CTB, Ltd. controlling a majority of the vote are Oaktree Opportunities Fund VIII, L.P., Oaktree Opportunities Fund VIII (Parallel), L.P. and Oaktree Opportunities Fund VIII (Parallel 2), L.P., with the remaining shareholders being Oaktree Huntington Investment Fund, L.P., Oaktree FF Investment Fund, L.P., Oaktree Real Estate Opportunities Fund V, L.P. and Oaktree Remington Investment Fund, L.P.

(4) The general partner of Oaktree Capital Management, L.P. is Oaktree Holdings, Inc. The general partner of each of Oaktree Opportunities Fund VIII, L.P., Oaktree Opportunities Fund VIII (Parallel), L.P. and Oaktree Opportunities Fund VIII (Parallel 2), L.P. is Oaktree Opportunities Fund VIII GP, L.P. The general partner of Oaktree Opportunities Fund VIII GP, L.P. is Oaktree Opportunities Fund VIII GP Ltd. The sole director of Oaktree Opportunities Fund VIII GP Ltd. is Oaktree Capital Management, L.P., and the sole

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shareholder of Oaktree Opportunities Fund VIII GP Ltd. is Oaktree Fund GP I, L.P. The general partner of Oaktree Fund GP I, L.P. is Oaktree Capital I, L.P. The general partner of Oaktree Capital I, L.P. is OCM Holdings I, LLC.

- (5) The managing member of OCM Holdings I, LLC is Oaktree Holdings, LLC. The sole shareholder of Oaktree Holdings, Inc. and the managing member of Oaktree Holdings, LLC is Oaktree Capital Group, LLC. The duly elected manager of Oaktree Capital Group, LLC is Oaktree Capital Group Holdings GP, LLC. The members of Oaktree Capital Group Holdings GP, LLC are Kevin Clayton, John Frank, Stephen Kaplan, Bruce Karsh, Larry Keele, David Kirchheimer, Howard Marks and Sheldon Stone, who, by virtue of their membership interests in Oaktree Capital Group Holdings GP, LLC, may be deemed to share voting and dispositive power with respect to the Class B shares held by OCM TMM Holdings.

- (6) Jason Keller is an officer or its equivalent of each of Oaktree Capital Management, L.P. and Oaktree Fund GP I, L.P. and serves as a director appointed by OCM TMM Holdings. These securities may be deemed beneficially owned by Mr. Keller by virtue of his being an officer (or its equivalent) of each of Oaktree Capital Management, L.P. and Oaktree Fund GP I, L.P.

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Remarks:

Mr.Â KellerÂ disclaimsÂ beneficialÂ ownershipÂ ofÂ theseÂ securitiesÂ exceptÂ toÂ theÂ extentÂ ofÂ hisÂ indirectÂ pec

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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