

Cone C. David
Form 4
October 30, 2018

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 *
Cone C. David

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)
4900 N. SCOTTSDALE ROAD,
SUITE 2000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CFO

SCOTTSDALE, AZ 85251

4. 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

(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 | | | |
| Class A Common Stock | 10/26/2018 | | A ⁽¹⁾ | 41,205 | A | \$ 0 (1) | 59,190 | D | |
| Class A Common Stock | | | | | | | 2,200 | I | By C.D. Cone Trust |

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Partnership Units and Class B Common Stock | (2) | 10/26/2018 | | D | 41,205 | (2) (3) | Class A Common Stock | 41,205 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Cone C. David 4900 N. SCOTTSDALE ROAD, SUITE 2000 SCOTTSDALE, AZ 85251 | | | | EVP and CFO |

Signatures

/s/ C. David
Cone 10/30/2018

**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) Represents shares of Class A Common Stock ("Class A Shares") that were obtained in exchange for the contribution to Taylor Morrison Home Corporation (the "Issuer") of an equal number of Common Partnership Units ("New TMM Units") of TMM Holdings II Limited Partnership along with an equal number of shares of Class B Common Stock ("Class B Shares").
- (2) Pursuant to the terms of the Exchange Agreement, dated as of April 9, 2013 (the "Exchange Agreement"), the reporting person was permitted to exchange all or a portion of his vested New TMM Units (along with an equal number of its Class B Shares) at any time for Class A Shares on a one-for-one basis. The Exchange Agreement was terminated on October 26, 2018 in connection with the contribution of all outstanding Class B shares, together with paired New TMM Units, to the Issuer.
- (3) The New TMM Units do not expire and the reporting person is not required to pay an exercise price in connection with exchanges. Each Class B Share provides the holder with one vote on all matters submitted to a vote of the Issuer's stockholders but does not entitle

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the holder to any of the economic rights associated with the Class A Shares.

Remarks:

As of October 26, 2018, Taylor Morrison Home Corporation (formerly known as Taylor Morrison Homes Corporation) became

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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