

LENNAR CORP /NEW/  
Form S-8  
April 23, 2012

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**LENNAR CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

700 Northwest 107<sup>th</sup> Avenue

**95-4337490**  
(I.R.S. Employer  
Identification No.)

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Miami, Florida 33172

(Address of Principal Executive Offices) (Zip Code)

**LENNAR CORPORATION 2007 EQUITY INCENTIVE PLAN**

(Full Title of the Plan)

**MARK SUSTANA**

**Lennar Corporation**

**700 Northwest 107<sup>th</sup> Avenue**

**Miami, Florida 33172**

(Name and address of agent for service)

Telephone number, including area code, of agent for service: (305) 559-4000

*Copies to:*

**DAVID W. BERNSTEIN, ESQ.**

**K&L Gates LLP**

**599 Lexington Avenue**

**New York, New York 10022**

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities</b> | <b>Amount</b> | <b>Proposed</b> | <b>Proposed</b>  | <b>Amount of</b>                      |
|----------------------------|---------------|-----------------|------------------|---------------------------------------|
| <b>to be Registered</b>    | <b>to be</b>  | <b>Maximum</b>  | <b>Maximum</b>   | <b>Registration Fee<sup>(1)</sup></b> |
|                            |               |                 | <b>Aggregate</b> |                                       |

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|   | Registered      | Offering Price                 | Offering Price <sup>(1)</sup> |          |
|---|-----------------|--------------------------------|-------------------------------|----------|
|   |                 | <b>Per Share<sup>(1)</sup></b> |                               |          |
| Class A or Class B common stock, par value \$0.10 per share | 10,000,000 shs. | \$26.03                        | \$260,300,000                 | \$29,831 |

- (1) Estimated solely for the purpose of calculating the registration fee, pursuant to Rule 457(c), on the basis of the average of the high and low prices of the Class A Common Stock reported on the New York Stock Exchange Composite Tape on April 17, 2012.

**The prospectus included in this registration statement also applies to the shares which are the subject of registration statements Nos. 333-105019, 333-70212, 333-142732 and 333-179290.**

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

This Registration Statement is being filed with respect to the registration of additional shares of the same classes as the classes of shares for which Registration Statements File Nos. 333-142732 and 333-179290 were filed on Form S-8. As permitted by General Instruction E to Form S-8, the contents of Registration Statements File Nos. 333-142732 and 333-179290 are incorporated by reference in this Registration Statement.

**PROSPECTUS FOR REALES**

In accordance with General Instruction E to Form S-8, this Registration Statement is deemed to include the reoffer prospectus that was included in Registration Statement File No. 333-142732.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits.

The following documents are filed with the registration statement:

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| Exhibit 5.            | Opinion of K&L Gates LLP  |
| Exhibit 23.1.         | K&L Gates LLP (counsel) included in Exhibit 5                         |
| Exhibit 23.2.         | Deloitte & Touche LLP (independent registered public accounting firm) |
| Exhibit 24.           | Power of Attorney on signature pages.                                 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami and State of Florida on this 23rd day of April, 2012.

LENNAR CORPORATION

By: /s/ Stuart A. Miller  
Stuart A. Miller  
Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stuart A. Miller, Bruce E. Gross, Mark Sustana and Diane J. Bessette his or her true and lawful attorney-in-fact and agent, with full powers of substitution to sign for him or her and in his or her name any or all amendments (including post-effective amendments) to the registration statement to which this power of attorney is attached.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| <b>Signature</b>           | <b>Title(s)</b>                            | <b>Date</b>    |
|----------------------------|--|----------------|
| /s/ Stuart A. Miller       | Chief Executive Officer, and Director      |                |
| Stuart A. Miller           | (Principal Executive Officer)              | April 23, 2012 |
| /s/ Bruce E. Gross         | Vice President and Chief Financial Officer |                |
| Bruce E. Gross             | (Principal Financial Officer)              | April 23, 2012 |
| /s/ David Collins          | Controller                                 |                |
| David Collins              | (Principal Accounting Officer)             | April 23, 2012 |
| /s/ Irving Bolotin         |  |                |
| Irving Bolotin             | Director                                   | April 23, 2012 |
| /s/ Steven L. Gerard       |  |                |
| Steven L. Gerard           | Director                                   | April 23, 2012 |
| /s/ Theron I. Gilliam, Jr. |  |                |
| Theron I. Gilliam, Jr.     | Director                                   | April 23, 2012 |
| /s/ Sherrill W. Hudson     |  |                |
| Sherrill W. Hudson         | Director                                   | April 23, 2012 |
| /s/ R. Kirk Landon         |  |                |
| R. Kirk Landon             | Director                                   | April 23, 2012 |

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R. Kirk Landon

/s/ Sidney Lapidus

Sidney Lapidus

Director

April 23, 2012

/s/ Jeffrey Sonnenfeld

Jeffrey Sonnenfeld

Director

April 23, 2012

**EXHIBIT INDEX**

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