

Edgar Filing: New Home Co Inc. - Form 8-K

New Home Co Inc.
Form 8-K
January 22, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): January 22, 2018

The New Home Company Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation) 001-36283
(Commission File Number) 27-0560089
(IRS Employer Identification No.)

85 Enterprise, Suite 450, Aliso Viejo, California
(Address of principal executive offices) 92656
(Zip Code)

(949) 382-7800
Registrant's telephone number, including area code
Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check
mark whether the
registrant is an
emerging growth
company as defined
in Rule 405 of the
Securities Act of
1933 (§230.405 of
this chapter)

or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

The New Home Company Inc. (the “Company”) intends to file a Registration Statement on Form S-3 (the “Shelf Registration Statement”) with the Securities and Exchange Commission (the “SEC”) pursuant to which the Company may, from time to time, offer an indeterminate amount of securities, which may include debt securities that are guaranteed by certain of the Company’s subsidiaries. The Company is filing this Current Report on Form 8-K (this “Report”) to provide supplemental guarantor financial information pursuant to Rule 3-10 of Regulation S-X.

The Company is disclosing condensed consolidating financial information of certain of its subsidiaries in (i) a new Note 18 to its previously issued consolidated financial statements contained in its Annual Report on Form 10-K for the year ended December 31, 2016 (the “2016 Form 10-K”) and (ii) a new Note 16 to its previously issued consolidated financial statements contained in its Quarterly Report on Form 10-Q for the three months ended March 31, 2017 (the “2017 Form 10-Q”). These consolidated financial statements were previously filed with the Company’s Registration Statement on Form S-4 (File No. 333- 219647) filed with the SEC on August 3, 2017 and are filed as Exhibit 99.1 to this Report.

The Company is filing this Report for the sole purpose of incorporating its contents and the exhibits hereto into the Shelf Registration Statement. All other information in the 2016 Form 10-K and the 2017 Form 10-Q remains unchanged. This Report does not modify or update the disclosures in the 2016 Form 10-K or the 2017 Form 10-Q, nor does it reflect any subsequent information or events, other than the inclusion of the supplemental guarantor financial information.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
23.1	<u>Consent of Ernst & Young LLP</u>
	<u>Consolidated Financial Statements of The New Home Company Inc. and notes thereto for the year ended December 31, 2016, as supplemented to include Note 18 (condensed consolidating guarantor financial information) and Consolidated Financial Statements of The New Home Company Inc. and notes thereto for the three months ended March 31, 2017, as supplemented to include Note 16 (condensed consolidating guarantor financial information)</u>
99.1	
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Label Linkbase Document
101.PRE	XBRL Taxonomy Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 22, 2018

The New Home Company
Inc.

By /s/ John M. Stephens
John M. Stephens,
Chief Financial Officer