

TRI Pointe Homes, Inc.  
Form 425  
January 02, 2014

**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) December 26, 2013**

**TRI Pointe Homes, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction)**

**1-35796**  
**(Commission)**

**27-3201111**  
**(IRS Employer)**

**of Incorporation)**

**File Number)**

**Identification No.)**

**19520 Jamboree Road, Suite 200, Irvine, California**

**92612**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code (949) 478-8600**

**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))

### **Item 1.01 Entry into a Material Definitive Agreement**

On December 26, 2013, TRI Pointe Homes, Inc. (the Company) entered into a Modification Agreement with U.S. National Bank National Association, d/b/a Housing Capital Company to increase the commitment amount under its secured, three-year revolving credit facility (the Revolving Credit Facility) from \$125,000,000 to \$175,000,000, subject to specified conditions and the payment of a loan fee. The Revolving Credit Facility and the Modification Agreement contain representations and warranties of the Company. The assertions embodied in those representations and warranties were made solely for the purposes of the Revolving Credit Facility and Modification Agreement and may be subject to important qualifications and limitations. Moreover, some of those representations and warranties may not be accurate or complete as of any specified date, are subject to a contractual standard of materiality different from that generally applicable to investors, are subject to material adverse effect qualifications, or may be used for the purpose of allocating risk between the parties rather than establishing matters of fact. In addition, certain of these representations and warranties are subject to knowledge qualifications, which means that they would not be deemed untrue, inaccurate or incorrect as a result of matters of which specified persons making the representation and warranty did not have actual knowledge. Accordingly, the representations and warranties in the Revolving Credit Facility and the Modification Agreement must not be relied upon as statements of factual information.

The foregoing description of the Modification Agreement is not complete and is qualified in its entirety by reference to the Modification Agreement, a copy of which is filed as an exhibit to this Current Report on Form 8-K which and is hereby incorporated by reference.

### **Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Agreement of a Registrant.**

The information set forth in Item 1.01 above is hereby incorporated by reference into this Item 2.03, insofar as it relates to the creation of a direct financial obligation.

### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 10.1 Modification Agreement dated December 26, 2013 between TRI Pointe Homes, Inc. and U.S. National Bank National Association, d/b/a Housing Capital Company.

**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 2, 2014

TRI Pointe Homes, Inc.

By /s/ Michael D. Grubbs  
Michael D. Grubbs,

Chief Financial Officer and Treasurer

**INDEX OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Document</b>
10.1	Modification Agreement dated December 26, 2013 between TRI Pointe Homes, Inc. and U.S. National Bank National Association, d/b/a Housing Capital Company.