

PULTE HOMES INC/MI/
Form S-8
August 19, 2009

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As filed with the Securities and Exchange Commission on August 19, 2009

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM S-8
REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933
PULTE HOMES, INC.**

(Exact name of registrant as specified in its charter)

Michigan

38-2766606

(State or other jurisdiction of
Incorporation or organization)

(IRS Employer
Identification No.)

**100 Bloomfield Hills Parkway, Suite 300
Bloomfield Hills, Michigan**

48304

(Address of Principal Executive Offices)

(Zip Code)

Pulte Homes, Inc. 2004 Stock Incentive Plan

(Full title of the plan)

Steven M. Cook

Senior Vice President, General Counsel and Secretary

Pulte Homes, Inc.

100 Bloomfield Hills Parkway, Suite 300

Bloomfield Hills, MI 48304

(Name and address of agent for service)

(248) 647-2750

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|---|--|--|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
| (Do not check if a smaller reporting company) | | | |

CALCULATION OF REGISTRATION FEE

| Title of securities to be | Amount to be | Proposed maximum offering price | Proposed maximum aggregate offering | Amount of registration |
|---------------------------|--------------|---------------------------------|-------------------------------------|------------------------|
|---------------------------|--------------|---------------------------------|-------------------------------------|------------------------|

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| | registered Common Stock (1) | registered 10,000,000 shares (2) | per share \$12.18 (3) | price \$121,800,000 | fee \$6,796.44 |
|-----|--|-------------------------------------|-----------------------------|------------------------|-------------------|
| | Pulte Series A Junior Participating Preferred Share Purchase Rights | (4) | (4) | (4) | (4) |
| (1) | Common stock, \$0.01 par value per share, offered by the Registrant pursuant to the Pulte Homes, Inc. 2004 Stock Incentive Plan. | | | | |
| (2) | This Registration Statement shall also cover any additional shares of Common Stock which become available for grant under the plan by reason of any stock dividend, stock split, recapitalization or similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of Common Stock. | | | | |
| (3) | Calculated pursuant to Rules 457(c) and (h)(1) under the Securities Act of 1933, as amended, solely for the purpose | | | | |

of computing the registration fee and, based on the average of the high and low prices of the Common Stock as traded on The New York Stock Exchange on August 17, 2009.

- (4) The Pulte Series A Junior Participating Preferred Share Purchase Rights are initially carried with Pulte common stock. The value attributable to such rights, if any, is reflected in the market price of Pulte common stock.
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**REGISTRATION OF ADDITIONAL SECURITIES
INCORPORATION OF EARLIER REGISTRATION STATEMENTS BY REFERENCE**

Pursuant to General Instruction E, this Registration Statement on Form S-8 is filed by Pulte Homes, Inc. (the Company) to register additional shares of common stock, \$0.01 par value per share (the Common Stock), under the Company s 2004 Stock Incentive Plan (the Plan), as indicated on the facing sheet hereof. The Company hereby incorporates herein by reference the Registration Statement on Form S-8 relating to the Plan filed by the Company with the Securities and Exchange Commission (the Commission) on March 9, 2005 (No. 333-123223). The additional shares are to be issued pursuant to an amendment to the Plan approved by the Company s Board of Directors on March 19, 2009, and by the Company s shareholders on May 14, 2009.

**PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated by reference herein:

- (a) The Company s Annual Report on Form 10-K for the year ended December 31, 2008, filed with the Securities and Exchange Commission (the Commission) on February 26, 2009;
- (b) The Company s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009, filed with the Commission on May 8, 2009, and June 30, 2009, filed with the Commission on August 7, 2009;
- (c) The Company s Current Reports on Form 8-K, filed with the Commission on February 9, 2009, February 11, 2009, March 6, 2009, April 8, 2009, April 10, 2009, May 19, 2009, May 20, 2009, June 26, 2009, August 6, 2009 and August 18, 2009 (other than with respect to information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits under Item 9.01);
- (d) The description of the Company s Common Stock contained in Item 1 of the Company s Registration Statement on Form 8-A filed with the Commission on May 17, 1983, Item 4 of the Company s Registration Statement on Form 8-B filed with the Commission on May 16, 1985 and Item 4 of the Company s Registration Statement on Form 8-B filed with the Commission on December 18, 1987, each pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act); and
- (e) The description of Pulte Series A Junior Participating Preferred Share Purchase Rights contained in its Registration Statement on Form 8-A filed with the Commission on March 6, 2009, as amended and supplemented by Amendment No. 1 to such Registration Statement filed with the Commission on April 20, 2009.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than the portions of those documents not deemed to be filed) subsequent to the date hereof and prior to the filing of a post-effective amendment hereto which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated in this Registration Statement by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein by reference modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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Item 8. Exhibits.

| Exhibit Number | Exhibit |
|-------------------|--|
| 4.1 | Conformed Articles of Incorporation of Pulte Homes, Inc., as amended (Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed August 18, 2009) |
| 4.2 | Certificate of Designation of Series A Junior Participating Preferred Shares of Pulte Homes, Inc., dated August 18, 2009 (Incorporated by reference to Exhibit 3(b) of the Company's Form 8-A/A filed August 18, 2009) |
| 4.3 | By-laws, as amended, of Pulte Homes, Inc. (Incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K dated April 8, 2009) |
| 4.4 | Section 382 Rights Agreement, dated as of March 5, 2009, between Pulte Homes, Inc. and Computershare Trust Company, N.A., as rights agent, which includes the Form of Rights Certificate as Exhibit B thereto (Incorporated by reference to Exhibit 4 of the Company's Form 8-A filed March 6, 2009) |
| 4.5 | First Amendment to Section 382 Rights Agreement, dated as of April 7, 2009, between Pulte Homes, Inc. and Computershare Trust Company, N.A., as rights agent (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed April 10, 2009) |
| 4.6 | Pulte Homes, Inc. 2004 Stock Incentive Plan (as Amended and Restated as of July 9, 2009) |
| 5.1 | Opinion of Sidley Austin LLP as to the legality of the securities being registered |
| 23.1 | Consent of Ernst & Young LLP |
| 23.2 | Consent of Sidley Austin LLP (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (included after the Company's signature contained on page II-4 of this Registration Statement) |

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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 Bloomfield Hills, State of Michigan, on August 19, 2009.

PULTE HOMES, INC.

By: /s/ Steven M. Cook
 Steven M. Cook
 Senior Vice President, General Counsel
 and Secretary

POWER OF ATTORNEY

Each of the undersigned officers and directors of Pulte Homes, Inc. does hereby severally constitute and appoint Richard J. Dugas, Jr., Roger A. Cregg, and Steven M. Cook, and each of them acting alone, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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 dates indicated.

| Signature | Title | Date |
|--|--|-----------------|
| /s/ Richard J. Dugas, Jr. Richard J. Dugas, Jr. | Chairman, President and Chief Executive Officer (Principal Executive Officer) | August 19, 2009 |
| /s/ Roger A. Cregg Roger A. Cregg | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | August 19, 2009 |
| /s/ Michael J. Schweninger Michael J. Schweninger | Vice President and Controller (Principal Accounting Officer) | August 19, 2009 |
| /s/ Timothy R. Eller Timothy R. Eller | Vice Chairman of the Board of Directors | August 19, 2009 |
| /s/ Brian P. Anderson Brian P. Anderson | Member of the Board of Directors | August 19, 2009 |

/s/ Cheryl W. Grisé

Member of the Board of Directors

August 19, 2009

Cheryl W. Grisé

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| Signature | Title | Date |
|--|----------------------------------|-----------------|
| /s/ Debra J. Kelly-Ennis Debra J. Kelly-Ennis | Member of the Board of Directors | August 19, 2009 |
| /s/ David N. McCammon David N. McCammon | Member of the Board of Directors | August 19, 2009 |
| /s/ Clint W. Murchison, III Clint W. Murchison, III | Member of the Board of Directors | August 19, 2009 |
| /s/ Patrick J. O Leary Patrick J. O Leary | Member of the Board of Directors | August 19, 2009 |
| /s/ James J. Postl James J. Postl | Member of the Board of Directors | August 19, 2009 |
| /s/ William J. Pulte William J. Pulte | Member of the Board of Directors | August 19, 2009 |
| /s/ Bernard W. Reznicek Bernard W. Reznicek | Member of the Board of Directors | August 19, 2009 |
| /s/ Thomas M. Schoewe Thomas M. Schoewe | Member of the Board of Directors | August 19, 2009 |

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