

Taylor Morrison Home Corp
Form SC 13G/A
February 14, 2017

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Taylor Morrison Home Corporation
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

87724P106
(CUSIP Number)

December 31, 2016
(Date of Event which Requires Filing of this Statement)

Check the
appropriate
box to
designate the
rule pursuant
to which this
Schedule is
filed.

Rule 13d-1(b)
Rule 13d-1(c)
Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JHI Holding Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Columbia, Canada

5 SOLE VOTING POWER

0

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING

0 (1)

PERSON
WITH

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0% (2)(3)

12 TYPE OF REPORTING PERSON

PN

(1) The sole limited partner of JHI Holding Limited Partnership ("JHI") is JSH Investment Corporation and the general partner of JHI is JHI Advisory Ltd. The sole shareholder of JHI Advisory Ltd. is JH Investments Inc. and the sole shareholder of JH Investments Inc. is Northampton Holdings Ltd. Joe S. Houssian is the sole voting shareholder

of Northampton Holdings Ltd. and the sole director of JHI Advisory Ltd., JSH Investment Corporation, JH Investments Inc. and Northampton Holdings Ltd.

(2) Except as otherwise set forth in footnote 3 below or in Item 8 herein, all calculations of percentage ownership herein are based on an aggregate of 41,986,858 shares of Class A Common Stock of the Issuer (“Class A Shares” and, together with the Class B Shares, the “Common Stock”) issued and outstanding as of January 27, 2017, as reported on the Issuer’s prospectus supplement filed with the Securities and Exchange Commission on February 1, 2017 (the “Prospectus Supplement”) after giving effect to the offering of Class A Shares described therein and assuming that the underwriters’ option described therein was exercised in full.

(3) As described in Item 8 herein, as a result of JHI being a party to the Stockholders Agreement (as defined herein), the Reporting Persons may be deemed to be members of a group with the TPG Investor (as defined herein) and the OCM Investor (as defined herein). The Reporting Persons believe that the TPG Investor owns 38,147,848 common partnership units of TMM Holdings II Limited Partnership (“New TMM Units”) and Class B Common Stock of the Issuer (“Class B Shares”) and the OCM Investor also owns 38,147,847 New TMM Units and Class B Shares. Pursuant to the Stockholders Agreement, the OCM Investor and the TPG Investor have agreed, among other things, to vote their shares of Common Stock for each other’s board nominees as well as one board nominee of JHI, although JHI is not subject to any such voting requirements. As a result, the Reporting Persons may be deemed to have beneficial ownership of the Common Stock owned by the TPG Investor and the OCM Investor. If the Reporting Persons are deemed to be members of a group with the TPG Investor and the OCM Investor as a result of the Stockholders Agreement, the Reporting Persons may be deemed to beneficially own an additional 76,295,695 Class A Shares that would be issued to the TPG Investor and the OCM Investor upon exchange of all of their New TMM Units. The aggregate beneficial ownership of the Reporting Persons would be 76,295,695 Class A Shares out of a total of 118,282,553 outstanding Class A Shares (consisting of 41,986,858 Class A Shares outstanding that are not beneficially owned by the Reporting Persons, the TPG Investor or the OCM Investor as set forth on the Prospectus Supplement after giving effect to the offering of Class A Shares described therein and assuming that (i) the underwriters’ option described therein was exercised in full and (ii) all of the New TMM Units (along with all of the Class B Shares) beneficially owned by the TPG Investor and the OCM Investor are converted into Class A Shares), or 64.5%. Each Reporting Person hereby expressly disclaims beneficial ownership of the Common Stock except to the extent of its pecuniary interest in those shares directly held by JHI.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JSH Investment Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Columbia, Canada

5 SOLE VOTING POWER

0

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING

0 (1)

PERSON
WITH

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

CO

(1) Solely in its capacity as the sole limited partner of JHI Holding Limited Partnership.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JHI Advisory Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Columbia, Canada

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0 (1)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

CO

(1) Solely in its capacity as the general partner of JHI Holding Limited Partnership.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JH Investments Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Columbia, Canada

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0 (1)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

CO

(1) Solely in its capacity as the sole shareholder of JHI Advisory Ltd.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Northampton Holdings Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Columbia, Canada

5 SOLE VOTING POWER

0

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING

0 (1)

PERSON
WITH

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

CO

(1) Solely in its capacity as the sole shareholder of JH Investments Inc.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Joe S. Houssian

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0 (1)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON

IN

(1) Solely in his capacity as the sole voting shareholder of Northampton Holdings Ltd. and the sole director of JHI Advisory Ltd., JSH Investment Corporation, JH Investments Inc. and Northampton Holdings Ltd.

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ITEM

1.

- (a) Name of Issuer:
Taylor Morrison Home Corporation (the "Issuer")
- (b) Address of Issuer's Principal Executive Offices:
4900 N. Scottsdale Road, Suite 2000, Scottsdale, AZ 85251

ITEM

2.

- (a)-(c) Name of Person Filing; Address of Principal Business Office; and Citizenship

This Schedule 13G is filed jointly by each of the following persons (collectively, the "Reporting Persons") pursuant to a joint filing agreement attached hereto as Exhibit 1:

- (1) JHI Holding Limited Partnership, a British Columbia limited partnership ("JHI");
- (2) JSH Investment Corporation, a British Columbia corporation, in its capacity as the sole limited partner of JHI;
- (3) JHI Advisory Ltd., a British Columbia corporation, in its capacity as the general partner of JHI;
- (4) JH Investments Inc., a British Columbia corporation, in its capacity as the sole shareholder of JHI Advisory Ltd.;
- (5) Northampton Holdings Ltd., a British Columbia corporation, in its capacity as the sole shareholder of JH Investments Inc.; and
Joe S. Houssian, a Canadian citizen, in his capacity as the sole voting shareholder of Northampton
- (6) Holdings Ltd. and the sole director of JHI Advisory Ltd., JSH Investment Corporation, JH Investments Inc. and Northampton Holdings Ltd.;

The principal business address of each of the Reporting Persons is 2150 – 745 Thurlow Street, Vancouver, British Columbia V6E 0C5.

- (d) Title of Class of Securities:
Class A Common Stock, par value \$0.00001 per share (the "Class A Shares")
- (e) CUSIP Number:
87724P106

ITEM IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK
3. WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o)
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) A Parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.

1813)

- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
 - (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).
-

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ITEM OWNERSHIP
4.

- (a)-(c) Amount beneficially owned, percent of class, number of shares as to which each person has sole or shared power to vote or direct the vote; sole or share power to dispose or direct the disposition of:

The responses of the Reporting Persons to Rows 5, 6, 7, 8, 9 and 11 in each of their respective cover pages to this Section 13G are incorporated herein by reference.

By virtue of the relationships described in Item 2 above as well as the arrangements pursuant to the Stockholders Agreement described in Item 8 below, each of the Reporting Persons may be deemed to have shared power to vote or direct the vote and shared power to dispose or direct the disposition of the securities deemed to be held directly by JHI.

- (1) As described in Item 8 herein, the Reporting Persons believe that the TPG Investor owns 38,147,848 New TMM Units and Class B Shares and the OCM Investor also owns 38,147,847 New TMM Units and Class B Shares. Pursuant to the Stockholders Agreement, the OCM Investor and the TPG Investor have agreed, among other things, to vote their shares of Common Stock for each other's board nominees as well as one board nominee of JHI, although JHI is not subject to any such voting requirements. As a result, the Reporting Persons may be deemed to have beneficial ownership of the Common Stock owned by the TPG Investor and the OCM Investor. If the Reporting Persons are deemed to be members of a group with the TPG Investor and the OCM Investor as a result of the Stockholders Agreement, the Reporting Persons may be deemed to beneficially own an additional 76,295,695 Class A Shares that would be issued to the TPG Investor and the OCM Investor upon exchange of all of their New TMM Units. The aggregate beneficial ownership of the Reporting Persons would be 76,295,695 Class A Shares out of a total of 118,282,553 outstanding Class A Shares (consisting of 41,986,858 Class A Shares outstanding that are not beneficially owned by the Reporting Persons, the TPG Investor or the OCM Investor as set forth on the Prospectus Supplement after giving effect to the offering of Class A Shares described therein and assuming that (i) the underwriters' option described therein was exercised in full and (ii) all of the New TMM Units (along with all of the Class B Shares) beneficially owned by the Reporting Persons, the TPG Investor and the OCM Investor are converted into Class A Shares), or 64.5%. Each Reporting Person hereby expressly disclaims beneficial ownership of the Common Stock except to the extent of its pecuniary interest in those shares directly held by JHI.

- (2) The sole limited partner of JHI is JSH Investment Corporation and the general partner of JHI is JHI Advisory Ltd. The sole shareholder of JHI Advisory Ltd. is JH Investments Inc. and the sole shareholder of JH Investments Inc. is Northampton Holdings Ltd. The sole voting shareholder of Northampton Holdings Ltd. is Joe S. Houssian. Joe S. Houssian is the sole director of JHI Advisory Ltd., JSH Investment Corporation, JH Investments Inc. and Northampton Holdings Ltd. Therefore all of the foregoing may be deemed to have indirect beneficial ownership of the securities directly held by JHI.

Pursuant to Rule 13d-4 of the Exchange Act, the Reporting Persons declare that filing this Statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G

except to the extent of such person's pecuniary interest in the Class A Shares, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person.

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ITEM
5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM
6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM
7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM
8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

The information for forth on Item 2 and Item 4 above is incorporated herein by reference.

On April 9, 2013, in connection with the initial public offering (the "IPO") of the Issuer, the Issuer entered into a Stockholders Agreement (the "Stockholders Agreement") with OCM TMM Holdings II, L.P. (the "OCM Investor"), TPG TMM Holdings II, L.P. (the "TPG Investor" and, together with OCM TMM Holdings, the "Investors") and JHI Holding Limited Partnership (together with its affiliates party to the Stockholders Agreement, "JHI").

Pursuant to the Stockholders Agreement, for so long as the TPG Investor or the OCM Investor owns at least 50% of the shares of the Issuer's Common Stock held by it following the IPO, such Investor will be entitled to nominate three directors to serve on the Board of Directors of the Issuer. When an Investor owns less than 50% but at least 10% of the shares of Common Stock held by it following the IPO, such Investor will be entitled to nominate two directors. Thereafter, an Investor will be entitled to nominate one director so long as it owns at least 5% of the shares of Common Stock held by it following the IPO. To the extent permitted under applicable regulations of the New York Stock Exchange, for so long as an Investor has the right to nominate one director, such Investor shall be entitled to have one of its nominees serve on each committee of the Board of Directors of the Issuer. In addition, for so long as JHI owns 50% of its equity interests in the TPG Investor and the OCM Investor and such Investors own at least 50% of the shares of Common Stock owned by such Investors following the IPO, JHI will be entitled to nominate one director to the Board of Directors of the Issuer. The TPG Investor has nominated three individuals to serve on the Board of Directors of the Issuer and each has been elected. The OCM Investor has nominated three individuals to serve on the Board of Directors of the Issuer and each has been elected. JHI has nominated one individual to serve on the Board of Directors of the Issuer and such individual has been elected.

Under the Stockholders Agreement, each of the OCM Investor and the TPG Investor has agreed to vote all shares held by it in favor of the directors nominated under the terms of the Stockholders Agreement.

In addition, the Stockholders Agreement provides that Requisite Investor Approval (as defined below) must be obtained before the Issuer is permitted to take the any of the following actions:

-consummating certain actions that would result in a change of control of the Issuer;
acquisitions or dispositions by the Issuer or any of its subsidiaries of assets (including land) valued at more than \$50.0 million;

incurrence by the Issuer or any of its subsidiaries of any indebtedness in an aggregate amount in excess of \$50.0 million or the making of any loan in excess of \$50.0 million; issuance of any equity securities of the Issuer, subject to limited exceptions (which include issuances pursuant to approved compensation plans); hiring and termination of the Issuer's Chief Executive Officer; and certain changes to the size of the Issuer's Board of Directors.

For purposes of the Stockholders Agreement, "Requisite Investor Approval" means, in addition to the approval of a majority vote of the Issuer's Board of Directors, the approval of a director nominated by the TPG Investor, so long as it owns at least 50% of the Common Stock held by it at the closing of the IPO, and the approval of a director nominated by the OCM Investor, so long as it owns at least 50% of the Issuer's Common Stock held by it at the closing of the IPO.

The Reporting Persons believe that the TPG Investor owns 38,147,848 New TMM Units and Class B Shares and the OCM Investor also owns 38,147,847 New TMM Units and Class B Shares. Pursuant to the Stockholders Agreement, the OCM Investor and the TPG Investor have agreed, among other things, to vote their shares of Common Stock for each other's board nominees as well as one board nominee of JHI, although JHI is not subject to any such voting requirements. As a result, the Reporting Persons may be deemed to have beneficial ownership of the Common Stock owned by the TPG Investor and the OCM Investor. If the Reporting Persons are deemed to be members of a group with the TPG Investor and the OCM Investor as a result of the Stockholders Agreement, the Reporting Persons may be deemed to beneficially own an additional 76,295,695 Class A Shares that would be issued to the TPG Investor and the OCM Investor upon exchange of all of their New TMM Units. The aggregate beneficial ownership of the Reporting Persons would be 76,295,695 Class A Shares out of a total of 118,282,553 outstanding Class A Shares (consisting of 41,986,858 Class A Shares outstanding that are not beneficially owned by the Reporting Persons, the TPG Investor or the OCM Investor as set forth on the Prospectus Supplement after giving effect to the offering of Class A Shares described therein and assuming that (i) the underwriters' option described therein was exercised in full and (ii) all of the New TMM Units (along with all of the Class B Shares) beneficially owned by the Reporting Persons, the TPG Investor and the OCM Investor are converted into Class A Shares), or 64.5%. Each Reporting Person hereby expressly disclaims beneficial ownership of the Common Stock except to the extent of its pecuniary interest in those shares directly held by JHI.

The Stockholders Agreement is filed as Exhibit 10.4 to the Issuer's Current Report on Form 8-K, filed with the Securities and Exchange Commission on April 15, 2013 and is hereby incorporated by reference. The foregoing summary is qualified in its entirety by the terms thereof.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATIONS.

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2017

/s/ Joe S. Houssian
Joe S. Houssian

JHI HOLDING
LIMITED
PARTNERSHIP
By: JHI Advisory Ltd.,
its General Partner

By: /s/ Joe S. Houssian
Name: Joe S. Houssian
Title: Authorized
Signatory

JSH INVESTMENT
CORPORATION

By: /s/ Joe S. Houssian
Name: Joe S. Houssian
Title: Authorized
Signatory

JHI ADVISORY LTD.

By: /s/ Joe S. Houssian
Name: Joe S. Houssian
Title: Authorized
Signatory

JH INVESTMENTS
INC.

By: /s/ Joe S. Houssian
Name: Joe S. Houssian

Title: Authorized
Signatory

NORTHAMPTON
HOLDINGS LTD.

By: /s/ Joe S. Houssian
Name: Joe S. Houssian
Title: Authorized
Signatory

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Exhibit Index

Exhibit Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (previously filed).

1. amended (previously filed).
Exhibit Stockholders Agreement, by and among Taylor Morrison Home Corporation and the shareholders party
3. thereto (incorporated by reference from Exhibit 10.4 to Taylor Morrison Home Corporation's Current Report
 on Form 8-K, filed on April 15, 2013).
