

TRI Pointe Homes, Inc.  
Form 8-K  
April 15, 2015

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) April 15, 2015

TRI Pointe Homes, Inc.

(Exact name of registrant as specified in its charter)

Delaware	1-35796	27-3201111
(State or other jurisdiction	(Commission	(IRS Employer
of incorporation)	File Number)	Identification No.)

19540 Jamboree Road, Suite 300, Irvine,	92612
California	
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (949) 438-1400

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))

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Item 8.01. Other Events

As previously reported, on July 7, 2014 (the “Merger Closing Date”), TRI Pointe Homes, Inc. (the “Company”) consummated the merger (the “Merger”) of its wholly owned subsidiary, Topaz Acquisition, Inc. (“Merger Sub”), with and into Weyerhaeuser Real Estate Company (“WRECO”), with WRECO surviving the Merger and becoming a wholly owned subsidiary of the Company, as contemplated by the Transaction Agreement, dated as of November 3, 2013 (the “Transaction Agreement”), by and among Weyerhaeuser Company, the Company, WRECO and Merger Sub.

On the Merger Closing Date, the Company assumed WRECO’s obligations as issuer of \$450 million aggregate principal amount of its 4.375% Senior Notes due 2019 (the “2019 Notes”) and \$450 million aggregate principal amount of its 5.875% Senior Notes due 2024 (the “2024 Notes” and, together with the 2019 Notes, the “Senior Notes”). Additionally, all of the Company’s wholly owned subsidiaries that are guarantors of the Company’s unsecured \$425 million revolving credit facility, including WRECO and certain of its wholly owned subsidiaries (collectively, the “Subsidiary Guarantors”), entered into supplemental indentures pursuant to which they jointly and severally guaranteed the Company’s obligations with respect to the Senior Notes.

In connection with the assumption of the Senior Notes, the Company and the Subsidiary Guarantors agreed to file with the Securities and Exchange Commission (the “SEC”) a registration statement on Form S-4 (the “Registration Statement”) with respect to an offer to exchange the Senior Notes and related guarantees for registered notes and guarantees with substantially identical terms.

In connection with the Registration Statement, the Company is filing this Current Report on Form 8-K for the purpose of including certain condensed consolidating financial information required by Rule 3-10 of Regulation S X. To provide this information, the Company is amending Item 8 of Part II (Financial Statements and Supplementary Data) of its Annual Report on Form 10-K for the year ended December 31, 2014 (the “2014 Form 10-K”) to include Note 22.

As this Current Report on Form 8-K is being filed only for the purpose described above, and only affects the Item specified above, the other information in the 2014 Form 10-K remains unchanged. No attempt has been made in this Current Report on Form 8-K to modify or update disclosures in the 2014 Form 10-K except as described above. This Current Report on Form 8-K does not reflect events occurring after the filing of the 2014 Form 10-K or modify or update any related disclosures. Information in the 2014 Form 10-K not affected by this Current Report on Form 8-K is unchanged and reflects the disclosures made at the time of the filings. Accordingly, this Current Report on Form 8-K should be read in conjunction with the 2014 Form 10-K and the Company’s other filings made with the SEC subsequent to the filings of the original reports.

Item 9.01. Financial Statements and Exhibits

(d) List of Exhibits

Exhibit Description	No.
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- 23.1 Consent of Independent Registered Public Accounting Firm, KPMG LLP.
  - 23.2 Consent of Independent Registered Public Accounting Firm, Ernst & Young LLP.
  - 99.1 Item 8 of Part II to the Company's Annual Report on Form 10-K for the year ended December 31, 2014, revised only to reflect certain condensed consolidating financial information of Subsidiary Guarantors and non-guarantors.
  - 101 The following materials from TRI Pointe Homes, Inc.'s Annual Report on Form 10 K for the year ended December 31, 2014, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statement of Cash Flows, and (v) Condensed Notes to Consolidated Financial Statement.
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SIGNATURE

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.

TRI Pointe Homes, Inc.

Date: April 15, 2015 By: /s/ Bradley W. Blank\_\_\_\_\_

Name: Bradley W. Blank

Title: Vice President, General Counsel and Secretary

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Exhibit Index

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ipant. Participants are allowed to borrow no less than \$1,000 and no greater than the lesser of 50% of the participant's vested account balance, or \$50,000. Loans are amortized over a maximum of 60 months unless used to purchase the participant's principal residence and repayment is made through payroll deductions. The amount of the loan is deducted from the participant's investment accounts and bears interest at a rate commensurate with local rates for similar plans.

**2. Summary of Significant Accounting Policies**

**Basis of Presentation**

The financial statements of the Plan have been prepared on the accrual basis of accounting, except for benefit payments, which are reported when paid.

**Valuation of Investments**

Investments in mutual funds, employer securities, and the general insurance account are stated at fair value, which is determined based on quoted market prices. Participant loans are stated at cost, which approximates fair value.

**Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

**3. Investments**

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The following investments represented 5% or more of the Plan's net assets available for benefits at December 31, 2001:

	<b>Current Value</b>
Janus Worldwide Fund	\$ 236,560
Janus Twenty Fund	303,062
Janus Balanced Fund	99,166
American Century Ultra Fund	171,885
American Century Income and Growth	92,259
T. Rowe Price Mid Cap Growth	165,022
Hartford Money Market Fund	217,483
General Insurance Account	272,333

During the year ended December 31, 2001, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

General Insurance Account	\$ 67
Mutual funds	(212,110)
Employer securities	(46,846)
	<b>\$ (258,889)</b>

#### 4. Income Tax Status

The Plan has not received a determination letter from the Internal Revenue Service stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code. Perficient, Inc. (the "Company") believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

#### 5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

#### 6. Party-In-Interest Transactions

During the year ended December 31, 2001, the Plan purchased 29,037 shares and sold 3,948 shares of employer securities (Perficient, Inc. common stock). Shares were purchased at a cost of approximately \$78,000. Shares were sold at a loss of approximately \$5,300. As of December 31, 2001 and 2000, the Plan held 25,349 and 328 shares, respectively of Perficient, Inc. common stock. Total outstanding Perficient, Inc. common stock was approximately 10.5 million shares.

The Plan is administered by trustees consisting of officers and employees of the Company. The Company pays all administrative expenses of the Plan.

#### Supplemental Schedules

The Perficient 401(k) Employee Savings Plan  
FEIN: 74-2853258; Plan No. 001

**Schedule of Assets Held for Investment Purposes**  
December 31, 2001

## Form 5500, Schedule H, Part IV, Line 4(i)

(b) Identity of Issue	(c) Description of Asset	(d) Cost	(e) Current Value
Hartford Life Insurance Company:			
General Insurance Account	General insurance account	\$ 272,267	\$ 272,333
Index HLS	Mutual fund	58,338	54,118
Money Market HLS	Mutual fund	216,262	217,483
American Century:			
Ultra Fund	Mutual fund	181,680	171,885
Income and Growth Fund	Mutual fund	98,145	92,259
Janus:			
Worldwide	Mutual fund	264,818	236,560
Twenty	Mutual fund	350,002	303,062
Balanced Fund	Mutual fund	102,005	99,166
T. Rowe Price:			
Mid Cap Growth Fund	Mutual fund	166,470	165,022
Small Cap Growth Fund	Mutual fund	42,771	44,166
Putnam High Yield Advantage Fund	Mutual fund	33,224	33,104
Perficient, Inc.	Employer securities	66,226	23,873
Participant Loans	Interest rates of 7.50% to 10.25%		52,401
		\$ 1,852,208	\$ 1,765,432

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## Exhibits

Exhibit Number	Description
23.1	Consent of Wipfli Ullrich Bertelson LLP

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

THE PERFICIENT 401(K) EMPLOYEE SAVINGS PLAN

JUNE 28, 2002

By: /s/ MATTHEW P. CLARK

Matthew P. Clark  
Chief Financial Officer

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