Taylor Morrison Home Corp
Form 424B5
January 16, 2018
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Filed Pursuant to Rule 424(b)(5)

Registration Statement No. 333-216864

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	**Amount to be Registered**	**Proposed Maximum Offering Price per Unit(1)**	**Proposed Maximum Aggregate Offering Price(1)**	**Amount of Registration Fee(2)**
Class A common stock, par value $0.00001 per share	19,206,656	$27.59	$529,911,639.04	$65,974.00

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(a) of the Securities Act of 1933, as amended (the Securities Act). In accordance with Rule 457(c) of the Securities Act, the maximum offering price per share is the average of the high and low selling prices of the Class A common stock on January 9, 2018 as reported on the New York Stock Exchange.
(2) Calculated in accordance with Rule 456(b) and Rule 457(r) of the Securities Act, as amended.

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Prospectus supplement

(To prospectus dated March 22, 2017)

19,206,656 shares

Taylor Morrison Home Corporation

Class A common stock

Taylor Morrison Home Corporation, which we refer to in this prospectus supplement as TMHC, and the selling stockholders identified in this prospectus supplement are offering an aggregate of 19,206,656 shares of TMHC s Class A common stock, consisting of: (i) 17,706,924 shares of Class A common stock to be issued and sold by TMHC; and (ii) an additional 1,499,732 shares of Class A common stock to be sold by certain funds affiliated with TPG (as defined in this prospectus supplement), one of our equity sponsors.

Our Class A common stock is listed on the New York Stock Exchange under the symbol TMHC. The closing price of our Class A common stock on the New York Stock Exchange on January 10, 2018 was $27.46 per share.

TMHC intends to use all of the net proceeds of the 17,706,924 shares that it plans to sell in this offering to purchase a portion of the existing investments of TPG and Oaktree (as defined in this prospectus supplement) in our company. TMHC will not receive any proceeds from the sale of the 1,499,732 shares of Class A common stock sold by the selling stockholders in this offering.

In addition, in a separate privately negotiated transaction, we have agreed to use existing cash on hand to fund the repurchase of the remainder of the existing investment of TPG and Oaktree in our company. The sponsor equity repurchase is conditioned upon the consummation of this offering. See Summary Sponsor Equity Repurchase, beginning on Page S-8 of this prospectus supplement.

Investing in the Class A common stock involves risks. See Risk Factors beginning on page S-20.

The underwriters have agreed to purchase the shares of Class A common stock at a price equal to $27.14 per share, which will result in $480.57 million of net proceeds to TMHC and $40.70 million of aggregate net proceeds to the selling stockholders, respectively, before expenses. TMHC has agreed to pay certain expenses of the selling stockholders in connection with the offering. The underwriters may offer the shares of Class A common stock purchased from TMHC and the selling stockholders from time to time in one or more transactions on the New York Stock Exchange, in the over-the-counter market or through negotiated transactions at market prices or at negotiated prices. See Selling Stockholders and Underwriting.

Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities, or determined if this prospectus supplement and the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of Class A common stock to purchasers on or about January 17, 2018.

Joint book-running managers

Citigroup **Goldman Sachs & Co. LLC**

Prospectus supplement dated January 11, 2018

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Prospectus supplement

Prospectus

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About this prospectus supplement

This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of Class A common stock and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. Generally, when we refer to this prospectus, we are referring to both parts of this document combined. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or in any document incorporated by reference that was filed with the Securities and Exchange Commission, or SEC, before the date of this prospectus supplement, on the other hand, you should rely on the information in this prospectus supplement. If any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in the accompanying prospectus the statement in the document having the later date modifies or supersedes the earlier statement.

Neither we, the selling stockholders nor the underwriters have authorized anyone to provide you with information different from that contained in this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by us or on our behalf. We, the selling stockholders and the underwriters take no responsibility for any other information that you may receive. We and the selling stockholders are offering to sell, and seeking offers to buy, shares of Class A common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus supplement is accurate only as of the date of this prospectus supplement, regardless of the time of delivery of this prospectus supplement or of any sale of the Class A common stock.

This prospectus supplement contains references to our trademarks and service marks and to those belonging to other entities. Solely for convenience, trademarks and trade names referred to in this prospectus supplement and the accompanying prospectus may appear without the ® or symbols, but the omission of such symbols is not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensor to these trademarks and trade names. We do not intend our use or display of other companies trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

Statement regarding industry and market data

Any market or industry data contained or incorporated by reference in this prospectus supplement and the accompanying prospectus is based on a variety of sources, including internal data and estimates, independent industry publications, government publications, reports by market research firms or other published independent sources. Industry publications and other published sources generally state that the information contained therein has been obtained from third-party sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of such information. Our internal data and estimates are based upon information obtained from trade and business organizations and other contacts in the markets in which we operate and our management s understanding of industry conditions, and such information has not been verified by any independent sources. Accordingly, investors should not place significant reliance on such data and information.

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Prospectus supplement summary

This summary highlights information contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference. It does not contain all of the information that you should consider before deciding whether to invest in our Class A common stock. You should read this entire prospectus supplement and the accompanying prospectus carefully, including the Risk Factors section and our consolidated financial statements and the notes to those statements incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision.

In this prospectus supplement, unless otherwise indicated or the context otherwise requires, references to the Company, we, us and our refer (1) subsequent to the Reorganization Transactions (as defined below) and our initial public offering on April 9, 2013, to TMHC and its consolidated subsidiaries, (2) prior to the Reorganization Transactions and following the date of our Acquisition (as defined below) by our Principal Equityholders in July 2011, to TMM Holdings Limited Partnership (TMM Holdings) and its consolidated subsidiaries and (3) prior to the Acquisition, to the North American business of Taylor Wimpey plc.

References to TPG Global are to TPG Global, LLC, and references to TPG are to TPG Global and its affiliates that are invested in New TMM (as defined below) through TPG TMM Holdings II, L.P., which we refer to as the TPG holding vehicle, or are invested directly in the Company. References to the selling stockholders are to certain funds affiliated with TPG that are offering Class A common stock for sale in the offering, as described in the section Selling Stockholders in the prospectus supplement. References to Oaktree are to investment funds managed by Oaktree Capital Management, L.P. or their respective subsidiaries that are invested in New TMM through OCM TMM Holdings II, L.P., which we refer to as the Oaktree holding vehicle (see Prospectus Supplement Summary Organizational Structure). References to JHI are references to investment funds managed by JH Investments, Inc. and its subsidiary that prior to February 6, 2017 were directly invested in New TMM or indirectly invested in New TMM and that are no longer directly invested in New TMM. References to our Principal Equityholders are references to (i) the affiliates of TPG that are invested in New TMM, (ii) Oaktree and, prior to February 6, 2017, (iii) JHI, collectively. We refer to the formation of TMM Holdings by the Principal Equityholders in March 2011 and the acquisition on July 13, 2011 by TMM Holdings of the company now known as Taylor Morrison Communities, Inc. (together with our former Canadian business) for an aggregate cash consideration of approximately $1.2 billion, as the Acquisition .

Our company

We are one of the largest public homebuilders in the United States. We are also a land developer, with a portfolio of lifestyle and master-planned communities. We provide a diverse assortment of homes across a wide range of price points. We strive to appeal to a broad spectrum of customers in traditionally high growth markets, where we design, build and sell single-family detached and attached homes. We operate under the Taylor Morrison and Darling Homes brand names. We also provide financial services to customers through our wholly owned mortgage subsidiary, Taylor Morrison Home Funding, LLC (TMHF), and title insurance and closing settlement services through our title company, Inspired Title Services, LLC (Inspired Title).

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We have operations in Arizona, California, Colorado, Florida, Georgia, Illinois, North Carolina and Texas. Our business is organized into multiple homebuilding operating divisions and a mortgage and title services division, which are managed as multiple reportable segments, as follows:

East	Atlanta, Charlotte, Chicago, Orlando, Raleigh, Southwest Florida and Tampa
Central	Austin, Dallas, Houston (each of the Dallas and Houston markets include both a Taylor Morrison division and a Darling Homes division) and Denver
West	Bay Area, Phoenix, Sacramento and Southern California
Mortgage Operations	Taylor Morrison Home Funding (TMHF) and Inspired Title Services (Inspired Title)

Our long-term strategy is built on four pillars:

- pursuing core locations;
- building distinctive communities;
- maintaining a culture of operating efficiency; and
- appropriately balancing price with pace in the sale of our homes.

We are committed to building authentic homes and engaging communities that inspire, delight and enhance the lives of our customers. Delivering on this commitment involves thoughtful design and analysis to accommodate the needs of our customers and the surrounding community. The Taylor Morrison difference begins with providing our customers with homes that are both conducive to their lifestyles and that are built to last. We take pride in our quality construction, superior design and customer service. Our dedication to customer service defines our customer experience and acknowledges homeowners suggestions to incorporate style, quality and sustainability into every community we build. Our commitment to quality prioritizes the long-term satisfaction of our homeowners. Our communities are typically built in locations in close proximity to schools and shopping, often have many amenities and public gathering areas, with a focus on delivering superior lifestyles to customers and their families.

In recognition of our commitment to home buyers, we were awarded America s Most Trusted Home Builder® by Lifestory Research in 2016 and 2017, which is based on the reviews of more than 30,000 consumers. We are also ranked the second highest in the active adult resort home builder brands according to Lifestory Research America s Most Trusted® 2016 and 2017 Active Adult Home Builder Brand Study, which was based on almost 11,000 consumers.

Some of our recent acquisitions include our acquisition in April 2015 of JEH Homes, an Atlanta-based homebuilder, for a purchase price of approximately $63.2 million, excluding contingent consideration, which yielded approximately 2,000 lots; our acquisition in July 2015 of three divisions of Orleans Homes for a purchase price of approximately $167.3 million, which collectively yielded approximately 2,100 lots in new markets within Charlotte, Chicago and Raleigh, further expanding our geographic footprint; and our acquisition in January 2016 of Acadia Homes in Atlanta for approximately $83.6 million, which yielded approximately 1,100 additional lots with deliveries of homes at price points in the low $400 thousands, allowing us to further diversify our product offerings in the Atlanta market. All the operations acquired in 2015 and 2016 have been fully transitioned to the Taylor Morrison brand.

During 2016, our operations were located in eight states and generated revenue of $3.55 billion, net income from continuing operations of $206.6 million and Adjusted EBITDA of $419.8 million (for a discussion of how we calculate Adjusted EBITDA and a reconciliation of Adjusted EBITDA to net income for the year ended December 31, 2016, see footnote 3 under the caption Summary Historical Consolidated Financial and Other

Information). In 2016, we grew our average community count by 19% year-over-year to 309 active communities, and ended 2016 with $1.5 billion in sales order backlog.

We believe we benefit from a well-located land portfolio, primarily in homebuilding markets that have been leading the U.S. housing recovery. During 2016, we had 309 average active communities and at December 31, 2016 we owned or controlled approximately 38,300 lots. The average sales price of homes closed during the year ended December 31, 2016 was approximately $465,000. During 2016, we sold 7,504 homes, an increase of 12% over the prior year.

Our competitive strengths

Our business is characterized by the following competitive strengths:

Strong financial performance

We have a profitable and scalable operating model, which we believe positions us well to take advantage of the anticipated continued recovery in the U.S. housing industry. Our operating model allowed us to increase total revenue and net income from continuing operations per share by 19% and 22%, respectively, in 2016 compared to 2015.

We believe that our management approach, which balances decentralized local market expertise with a centralized executive management team focused on maximizing efficiencies, will further grow our profitability. Our operating platform is scalable, which we believe allows us to increase volume while at the same time improving profitability and driving shareholder returns. We have made numerous strategic investments over the past two years that we believe will drive continued operational efficiencies and performance benefits over the next many years.

Attractively located land inventory

We continue to benefit from a sizeable and well-located existing land inventory. At September 30, 2017, we owned or controlled approximately 40,000 lots, which equated to approximately 5.1 years of land supply based on our closings of 7,760 homes in the twelve months ended September 30, 2017. Our land inventory reflects our balanced approach to investments, yielding a distribution of finished lots available for near-term homebuilding operations and strategic land positions to support future growth and we are actively focused on securing land for deliveries in 2019 and beyond. Our significant land inventory allows us to be selective in identifying new land acquisition opportunities and positions us against potential land shortages in markets that exhibit land supply constraints. In addition, some of our holdings represent multi-phase, master-planned communities, which provide us with the opportunity to pursue multiple selling efforts in order to respond to changing market demands. We also believe that our master-planned community holdings allow us to add value through re-entitlements, repositioning and/or opportunistic land sales to third parties.

In 2016, we spent approximately $707.5 million on new land purchases and development. We believe our local, well-established relationships with land sellers, brokers and investors and our knowledge of the local markets allows us to be nimble, to identify attractive land opportunities and to gain access to such sellers, brokers and investors. We also believe that our long-held reputation as a leading homebuilder and developer of land, combined with our balance sheet strength and our active opportunistic purchasing of land through the downturn, gives land brokers and sellers confidence that they can close transactions with us on a timely basis and with minimal execution risk.

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Strong presence in high-growth homebuilding markets

Our strategic market footprint positions us to participate in the U.S. housing market s continued recovery. We focus our operations in states benefiting from positive momentum in housing demand drivers, such as nationally leading population and employment growth trends, migration patterns, housing affordability and desirable lifestyle and climate characteristics. The eight states in which we operate accounted for 41% of the total 2015 U.S. population of 321 million and 49% of the 1.2 million building permits issued for privately owned homes in 2016.

We maintain leading market share positions in our markets, with a top five market share rank in five of our markets and a top 10 market share rank in an additional nine markets, based on data compiled by MetroStudy for the 11 months ended November 2016. In addition, we believe we have attractive opportunities to increase our market positions in many of our newer markets.

We believe that our geographic footprint and our leading market share positions enable us to capture the benefits of expected increases in home volumes and home prices as demand for new homes grows.

Expertise in delivering consumer-oriented lifestyle communities

We offer award-winning home designs through our single-family detached and single-family attached products. The majority of our business is focused on creating communities that attract more financially secure buyers, including among first-time, move-up and 55+ customers, though we remain committed to also offering communities that capture first-time buyers at more affordable, entry-level prices. We also believe we possess the expertise and track record in designing and delivering lifestyle products and amenities that appeal to active adult buyers. We believe that maintaining a healthy mix of communities and focusing on homebuyer demand is key to remaining competitive in the market.

Our mortgage and title services companies allow us to more effectively convert sales orders backlog into home closings

We directly originate, underwrite and fund mortgages for our homebuyers through TMHF, our wholly owned mortgage lending company. TMHF helps ensure and enhance the customer experience, prequalifies buyers

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earlier in the home buying process, provides visibility in converting our sales order backlog into closings and is a source of incremental revenues and profitability. TMHF maintains relationships with several correspondent lenders to mitigate risk. We believe TMHF provides a competitive advantage relative to homebuilders without mortgage operations, since many of our buyers prefer an integrated home buying experience. While we believe many other homebuilders with mortgage operations use a single lender, our multi-lender platform provides us with the ability to leverage a broad range of products, underwriting and pricing options for the benefit of our buyers.

Inspired Title offers title insurance agency and title insurance and closing settlement services to our homebuyers in our Texas and Florida markets, and we plan to expand these services to certain of our additional markets in the future. Inspired Title competes against other title insurers and escrow agents that provide similar services.

Conservative balance sheet and disciplined capital allocation strategy

We are well-positioned with a healthy balance sheet and sufficient liquidity to service our debt obligations, support our ongoing operations and take advantage of growth opportunities. At September 30, 2017, we had $1.5 billion in outstanding indebtedness and a net homebuilding debt to capitalization ratio of 33.1% (for a discussion of how we calculate our net homebuilding debt to capitalization ratio and a reconciliation of net homebuilding debt to total debt as of September 30, 2017, see footnote 4 under the caption Summary Historical Consolidated Financial and Other Information). Also at September 30, 2017, we had $264.9 million of unrestricted cash and no borrowings and $33.2 million letters of credit drawn under our $500 million senior revolving credit facility (the Revolving Credit Facility). All of our senior notes have coupons below 6% and less than 15% of our approximately $1.5 billion of currently outstanding debt matures before 2021.

We maintain a disciplined approach to capital allocation and we continually assess our capital allocation strategy to drive long-term shareholder returns. We are focused on maintaining a strong liquidity position and we regularly evaluate and prioritize the following opportunities for our capital deployment: organic investment and reinvestment in the business, acquisition opportunities to increase diversification through accretive transactions in new markets, use of excess cash to opportunistically refinance or repay debt, and return of excess cash to shareholders. We believe this investment strategy and prioritization is a critical component in driving short-term performance while securing the long-term health of the overall business.

Highly experienced management team

We benefit from an experienced management team that has demonstrated the ability to generate positive financial results and adapt to constantly changing market conditions. In addition to our corporate management team, our division presidents bring substantial industry knowledge and local market expertise, having significant experience in the homebuilding industry. Our success in land acquisition and development is due in large part to the caliber of our local management teams, which are responsible for the planning, design, entitlements and eventual execution of the entire community.

Our strategy

We recognize that the housing market is cyclical and home price volatility between the peak and valley of cycles can be significant. We seek to maximize shareholder value over the long-term and operate our business to capitalize on market appreciation value and mitigate risks from market downturns. We believe we are well-

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positioned for growth throughout market fluctuations through disciplined execution of the four pillars of our business strategy, which are described in more detail as follows:

Opportunistic land acquisition in core locations in close proximity to job clusters, strong school districts and amenities

In order to deliver aspirational homes, we purchase well-located land and focus on developing attractive neighborhoods and communities near areas of relatively high employment, with good access to strong schools and with desirable lifestyle amenities. Our ability to identify, acquire and develop land in desirable locations and on favorable terms is critical to our success. As the housing cycle has matured, we have continued to shift our focus towards shorter, less-capital intensive opportunities that are accretive to the portfolio. On average, our land bank had approximately 5.1 years of supply at September 30, 2017, which allows us to be disciplined and selective in land acquisitions, a key element to the success of our strategy. We believe that our attractive land portfolio will position us to generate favorable returns and enable us to be opportunistic in acquiring new land.

We evaluate land opportunities based on how we expect they will contribute to overall profitability and shareholder returns, rather than how they might drive volume on a regional or submarket basis. We continue to use our local relationships with land sellers, brokers and investors to seek the first look at quality land opportunities. We expect to continue allocating capital with the goal of achieving superior returns by utilizing our development expertise, efficiency and opportunistic mindset.

We believe we are able to increase the value of our land portfolio through zoning and engineering processes by creating attractive land use plans, which ultimately translate into greater opportunities to generate profits.

We selectively evaluate expansion in our existing markets as well as in new markets that exhibit positive long-term fundamentals. We have successfully acquired and integrated homebuilding businesses in the past, and intend to utilize our experience in integrating businesses as opportunities for acquisitions arise.

Distinctive communities driven by consumer preferences and a research-based approach to underwriting

We develop communities and build homes in which our customers aspire to live. Our goal is to identify the preferences of our customers according to demographic group and offer them innovative, high-quality homes. To achieve this goal, we conduct extensive market research to determine preferences of our customer groups and guide our underwriting process. We have identified various consumer groups by focusing on particular demographics, lifestyle preferences, tastes and attributes and the evolving wants and needs of these distinct groups.

Our approach to consumer group segmentation guides all of our operations, from our initial land acquisition through our design, building, marketing and delivery of homes and our ongoing after-sales customer service. Among our peers, we believe we are at the forefront of directed-marketing strategies, as evidenced by our highly-trafficked website which provides innovative tools that are designed to enhance our customers home buying experience.

We are committed to increasing our customer service beyond the sale and closing of the home, which we believe results in improved brand loyalty, enhances the customer experience and encourages customer referrals, resulting in lower customer acquisition costs and increased home sales.

Culture of operating efficiency

We are committed to maintaining a culture of operating efficiency. We seek to maintain overhead efficiency in the top quartile of our industry, a strong balance sheet and sufficient liquidity to execute our growth plan. Our performance-based company culture, combined with localized day-to-day decision making, enhances the efficiency of our operations. Centralized management approval of all land acquisitions and dispositions and controlled underwriting requirements ensure effective identification of land opportunities.

During 2016, we made additional investments in people, processes and tools in order to further optimize our operating model going forward, including by making investments in our customer relationship management technology in order to enhance the efficiency of our customer relations and our overall customer experience. We anticipate numerous benefits from these recent investments to flow through our business and ultimately through our financials in 2017 and beyond.

We believe that our efficient operational structure, together with our commitment to integrity, ethics and professionalism, allows us to selectively attract and retain a superior employee base that minimizes turnover and further contributes to operational efficiencies.

Optimizing profitability while achieving desired sales pace

Our philosophy of a balanced pricing strategy that optimizes price and volume continues to be our operational priority. We evaluate our product releases, pricing and sales strategies at a submarket level in order to take advantage of competitive supply and demand dynamics, thereby optimizing profitability while achieving desired sales pace and return metrics.

Recent Developments

Preliminary Results as of and for the Year Ended December 31, 2017

Our preliminary total revenue for the year ended December 31, 2017 was $3.89 billion compared to $3.55 billion for the year ended December 31, 2016, representing a 9.6% increase. Our preliminary total gross margin for the year ended December 31, 2017 was $738.9 million, compared to $680.3 million for the year ended December 31, 2016, representing an 8.6% increase.

Our preliminary home closings revenue for the year ended December 31, 2017 was $3.80 billion compared to $3.43 billion for the year ended December 31, 2016, representing a 10.8% increase. Our preliminary home closing gross margin, inclusive of capitalized interest, for the year ended December 31, 2017 was $706.4 million or 18.6%, compared to $623.8 million or 18.2% for the year ended December 31, 2016, representing a 13.2% increase in value and a 40 bps increase in rate.

Our preliminary average sales pace per community for the year ended December 31, 2017 was 2.4 homes per month compared to 2.0 homes per month for the year ended December 31, 2016, representing a 20% increase. In addition, our preliminary net sales orders for the year ended December 31, 2017 were 8,397 compared to 7,504 in the prior year, an increase of 11.9%. At December 31, 2017, we had a preliminary backlog of 3,496 units with a preliminary sales value of $1.70 billion compared to 3,131 units with a sales value of $1.53 billion at December 31, 2016, representing an 11.7% increase in units and an 11.1% increase in sales value. Our preliminary home closings for the year ended December 31, 2017 were approximately 8,032.

The preliminary total revenue, total gross margin, home closings revenue, home closings gross margin (inclusive of capitalized interest), average sales pace, net sales order, backlog and home closings data set forth above have been prepared by, and are the responsibility of, our management. The foregoing information is preliminary and has not been compiled or examined by our independent auditors nor have our independent auditors performed any procedures with respect to this information or expressed any opinion or any form of assurance on such information. In addition, the foregoing information is subject to revision as we prepare our financial statements and other disclosures as of and for the year ended December 31, 2017, including all disclosures required by U.S. GAAP. Because we have not completed our normal annual closing and review procedures as of and for the year ended December 31, 2017, and subsequent events may occur that require material adjustments to these results, the final results and other disclosures as of and for the year ended December 31, 2017 may differ materially from the preliminary results presented above. This preliminary information should not be viewed as a substitute for full financial statements prepared in accordance with U.S. GAAP or as a measure of performance. In addition, these preliminary total revenue, total gross margin, home closings revenue, home closings gross margin (inclusive of capitalized interest), average sales pace, net sales order, backlog and home closings data as of and for the year ended December 31, 2017 are not necessarily indicative of the results to be achieved for any future period. See Statements Regarding Forward-Looking Information.

Sponsor Equity Repurchase

We have agreed, through a series of transactions, to purchase an aggregate of 3,750,000 limited partnership units (New TMM Units) in New TMM (and corresponding shares of our Class B common stock) from the TPG and Oaktree holding vehicles at a purchase price per unit equal to the price per share paid by the underwriters for our Class A common stock in this offering. The agreements related to the sponsor equity repurchase provide for customary representations, warranties and conditions. The closing of the sponsor equity repurchase is conditioned upon the consummation of this offering and is expected to occur simultaneously with or shortly after the closing of this offering. The sponsor equity repurchase will be funded using existing cash on hand.

The existing $100 million repurchase authorization under our stock repurchase program will not be reduced by the sponsor equity repurchase and such authorization will remain in effect thereafter.

Resignation of Director Designees

Effective upon the closing of this offering and the sponsor repurchase, we expect that Jason Keller, James Sholem, Kelvin Davis and Rajath Shourie will resign from our board of directors pursuant to the terms of our stockholders agreement. As a result, our Principal Equityholders will no longer have any designees on our board of directors.

Our principal equityholders

Affiliates of the Principal Equityholders formed TMM Holdings in March 2011, and on July 13, 2011, TMM Holdings acquired the company now known as Taylor Morrison Communities, Inc. together with our former Canadian business for aggregate cash consideration of approximately $1.2 billion.

On April 12, 2013, TMHC completed its initial public offering of 32,857,800 shares of Class A common stock. In connection with the initial public offering, TMHC and its subsidiaries completed various reorganization transactions on April 9, 2013 (the Reorganization Transactions). Following TMHC s initial public offering, the Principal Equityholders beneficially owned a majority of TMHC s voting securities. The Principal Equityholders currently collectively control approximately 18.5% of the voting power of TMHC (excluding the approximately 1.5 million additional outstanding shares of Class A common stock beneficially owned by certain affiliates of TPG).

Following this offering and the sponsor equity repurchase, the Principal Equityholders will no longer beneficially own any securities of TMHC or New TMM.

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TPG

TPG is a leading global alternative investment firm founded in 1992 with more than $79 billion of assets under management as of September 30, 2017 and offices in San Francisco, Fort Worth, Austin, Beijing, Boston, Dallas, Hong Kong, Houston, London, Luxembourg, Melbourne, Moscow, Mumbai, New York, Seoul and Singapore.

Oaktree

Oaktree Capital Management, L.P. (Oaktree Capital Management), together with its affiliates, is a leader among global investment managers specializing in alternative investments, with $100 billion in assets under management as of September 30, 2017. The firm emphasizes an opportunistic, value-oriented and risk-controlled approach to investments in distressed debt, corporate debt (including high yield debt and senior loans), control investing, convertible securities, real estate and listed equities. Headquartered in Los Angeles, the firm has over 900 employees and offices in 18 cities worldwide.

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Organizational structure

The following chart summarizes our legal structure prior to and following this offering and the application of the net proceeds from this offering and the sponsor equity repurchase. This chart is provided for illustrative purposes only and does not purport to represent all legal entities owned or controlled by us:

Following this offering and, where indicated, following the sponsor equity repurchase:

(1) Public Investors:

Will hold Class A common stock:	96.0% (99.2% after giving further effect to the sponsor equity repurchase)
voting power in TMHC / 100% economic interests in TMHC	

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(2) TPG holding vehicle: This holding vehicle is controlled by TPG and its limited partners are TPG funds, JHI and members of Management and the Board

Will hold Class B common stock: Approximately 1.6% (0.0% after giving further effect to the sponsor equity repurchase) voting power in TMHC / No economic rights in TMHC

Will hold approximately 1.6% (0.0% after giving further effect to the sponsor equity repurchase) of New TMM s LP interests / No voting rights in New TMM

In addition, affiliates of TPG, other than the TPG holding vehicle, hold approximately 1.5 million shares of Class A common stock, which are being sold in this offering.

(3) Oaktree holding vehicle: This holding vehicle is controlled by Oaktree and its limited partners are Oaktree funds, JHI and members of Management and the Board

Will hold Class B common stock: Approximately 1.6% (0.0% after giving further effect to the sponsor equity repurchase) voting power in TMHC / No economic rights in TMHC

Will hold approximately 1.6% (0.0% after giving further effect to the sponsor equity repurchase) of New TMM s LP interests / No voting rights in TMM

(4) TMHC Ownership of New TMM: Represents direct ownership of approximately 96.0% (99.2% after giving further effect to the sponsor equity repurchase) of New TMM s LP interests with 100% indirect voting power

(5) TMHC Management & Board:

Will hold Class B common stock: Approximately 0.8% (0.8% after giving further effect to the sponsor equity repurchase) voting power in TMHC / No economic rights in TMHC

Will hold approximately 0.8% (0.8% after giving further effect to the sponsor equity repurchase) of New TMM s LP interests / No voting rights in New TMM

(6) Exchange Terms: One New TMM Unit, coupled with one share of Class B common stock, is exchangeable for one share of Class A common stock

(7) Formerly known as Monarch Communities Inc.

Corporate and other information

Our principal executive offices are located at 4900 N. Scottsdale Road, Suite 2000, Scottsdale, Arizona 85251 and the telephone number is (480) 840-8100.

We also maintain internet sites at *http://www.taylormorrison.com* and *http://www.darlinghomes.com*. Our websites and the information contained in our websites or connected to our websites are not and will not be deemed to be incorporated in this prospectus supplement and the accompanying prospectus, and you should not consider such information part of this prospectus supplement and the accompanying prospectus or rely on any such information in making your decision whether to purchase the shares.

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The offering

Issuer	Taylor Morrison Home Corporation.
Class A common stock offered	19,206,656 shares, consisting of: (i) 17,706,924 shares to be issued and sold by TMHC and (ii) an additional 1,499,732 shares to be sold by the selling stockholders.
Sponsor Equity Repurchase	We have agreed, through a series of transactions, to purchase an aggregate of 3,750,000 limited partnership units (New TMM Units) in New TMM (and corresponding shares of our Class B common stock) from the TPG and Oaktree holding vehicles at a purchase price per unit equal to the price per share paid by the underwriters for our Class A common stock in this offering. The agreements related to the sponsor equity repurchase provide for customary representations, warranties and conditions. The closing of the sponsor equity repurchase is conditioned upon the consummation of this offering and is expected to occur simultaneously with or shortly after the closing of this offering. The sponsor equity repurchase will be funded using existing cash on hand.
	The existing $100 million repurchase authorization under our stock repurchase program will not be reduced by the sponsor equity repurchase and such authorization will remain in effect thereafter.
Class A common stock outstanding	As of January 8, 2018, we had 93,423,637 shares of Class A common stock outstanding. After giving effect to this offering and the use of proceeds therefrom, as of January 8, 2018 we would have had 111,130,561 shares of Class A common stock outstanding.
Class B common stock to be outstanding after this offering and use of proceeds therefrom	As of January 8, 2018, we had 22,340,845 shares of Class B common stock outstanding. After giving effect to this offering and the use of proceeds therefrom, as of January 8, 2018 we would have had 4,633,921 shares of Class B common stock outstanding. After giving further effect to the sponsor equity repurchase, as of January 8, 2018, we would have had 883,921 shares of Class B common stock outstanding.
	Each share of our Class B common stock has one vote on all matters submitted to a vote of stockholders but has no economic rights (including no rights to dividends or distributions upon liquidation). Shares of our Class B common stock are held by the TPG and Oaktree holding vehicles and certain members of our management and our Board of Directors, in an amount equal to the number of New TMM Units held by these holding vehicles and certain members of our management and our Board of

Directors, respectively. The aggregate voting power of the outstanding Class B common stock is equal to the aggregate percentage of New TMM Units held by the TPG and Oaktree holding vehicles and

	certain members of our management and our Board of Directors. See the section entitled Description of the capital stock in the accompanying prospectus. New TMM Units (along with a corresponding number of shares of our Class B common stock) held by the TPG and Oaktree holding vehicles and certain members of our management and our Board of Directors may be exchanged at any time for shares of our Class A common stock on a one-for-one basis, subject to customary exchange rate adjustments for stock splits, stock dividends and reclassifications. When a New TMM Unit and the corresponding share of our Class B common stock are exchanged by a limited partner of New TMM for a share of Class A common stock, the corresponding share of our Class B common stock will be canceled.
Voting rights	One vote per share; Class A common stock and Class B common stock vote together as a single class on all matters submitted to a vote of stockholders. See the section entitled Description of the capital stock in the accompanying prospectus incorporated herein by reference.
Use of proceeds	We estimate that the net proceeds from the sale of TMHC Class A common stock in this offering before the payment of expenses will be approximately $521.27 million, consisting of $480.57 million of net proceeds to TMHC and $40.70 million of aggregate net proceeds to the selling stockholders, respectively, before expenses. TMHC intends to use all of the net proceeds of the 17,706,924 shares that it plans to sell in this offering to purchase a portion of the existing investments of TPG and Oaktree in our company. TMHC will not receive any proceeds from the sale of the 1,499,732 shares of Class A common stock sold by the selling stockholders in this offering.
Dividend policy	We do not intend to pay dividends on our Class A common stock or to make distributions from New TMM to its limited partners (other than to TMHC to fund its operations). We plan to retain any earnings for use in the operation of our business and to fund future growth.
Listing	Our Class A common stock is listed on the New York Stock Exchange under the symbol TMHC.
Risk factors	Investing in our Class A common stock involves a high degree of risk. You should carefully read and consider the information under Risk Factors, together with all of the other information set forth or incorporated by reference in this prospectus supplement and the accompanying prospectus, before deciding to invest in our Class A common stock.

As of December 5, 2017, we had 82,399,996 shares of Class A common stock outstanding. This number excludes 2,859,779 shares of Class A common stock that are subject to options outstanding as of December 5, 2017, under the

Taylor Morrison 2013 Omnibus Equity Incentive Plan (as amended and restated, the 2013 Plan) with a weighted average exercise price of $17.50 per share of Class A common stock, of which 1,947,594 are unvested, and 1,875,220 shares of Class A common stock that are issuable under restricted stock units outstanding as of December 5, 2017, under the 2013 Plan. In addition, as of December 5, 2017, there were 8,987,679 shares of Class A common stock reserved for issuance in respect of stock options, restricted stock units or other awards pursuant to the 2013 Plan. For more information regarding the 2013 Plan, see Compensation Discussion and Analysis in our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 19, 2017, incorporated herein by reference.

Except as otherwise indicated, all information in this prospectus supplement assumes:

- our outstanding shares of Class A common stock and Class B common stock are based on the outstanding shares as of January 8, 2018; and

- 22,340,845 shares of Class A common stock are reserved for issuance upon the exchange of New TMM Units (along with the corresponding number of shares of our Class B common stock), as of January 8, 2018.

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Summary historical consolidated financial and other information

We have presented below summary historical financial information of TMHC and its consolidated subsidiaries for the periods presented.

In connection with the decision to sell our Canadian business in December 2014, the operating results associated with our Canadian business are classified as discontinued operations. See Note 1 and Note 5 to the consolidated financial statements of TMHC, incorporated by reference in this prospectus supplement, for information regarding the treatment of that segment as discontinued operations. Our Canadian business was sold to a third-party on January 28, 2015.

The summary consolidated financial information of TMHC set forth below as of and for the years ended December 31, 2016, December 31, 2015 and December 31, 2014 has been derived from the audited consolidated financial statements of TMHC. The summary consolidated financial information of TMHC set forth below as of and for the nine months ended September 30, 2017 and September 30, 2016 has been derived from unaudited consolidated financial statements of TMHC. In each case, such financial statements are incorporated by reference in this prospectus supplement and the accompanying prospectus.

The summary historical consolidated financial information presented below does not purport to be indicative of results of future operations and should be read together with the Consolidated and Combined Financial Statements and related notes of TMHC, which are incorporated by reference herein, and the information included under the caption Management s Discussion and Analysis of Financial Condition and Results of Operations incorporated by reference in this prospectus supplement from each of TMHC s annual report on Form 10-K for the year ended December 31, 2016 and TMHC s quarterly report on Form 10-Q for the quarter ended September 30, 2017, as well as the information under the captions Use of Proceeds and Capitalization in this prospectus supplement.

	Nine months ended September 30,		Year ended December 31,		
(dollars in thousands)	**2017**	**2016**	**2016**	**2015**	**2014**
Statement of Operations Data:					
Home closings revenue, net	$ 2,526,830	$ 2,271,154	$ 3,425,521	$ 2,889,968	$ 2,619,558
Land closings revenue	11,419	44,957	64,553	43,770	53,381
Mortgage operations revenue	47,362	36,951	59,955	43,082	35,493
Total revenues	2,585,611	2,353,062	3,550,029	2,976,820	2,708,432
Cost of home closings	2,062,437	1,852,724	2,801,739	2,358,823	2,082,819
Cost of land closings	7,869	20,497	35,912	24,546	39,696
Mortgage operations expenses	30,874	22,594	32,099	25,536	19,671
Gross margin	484,431	457,247	680,279	567,915	566,246
Sales, commissions and other marketing costs	178,609	165,300	239,556	198,676	168,897
General and administrative expenses	100,396	91,078	122,207	95,235	81,153
Equity in income of unconsolidated entities	(6,943)	(4,734)	(7,453)	(1,759)	(5,405)
Interest (income)/expense, net	(314)	(149)	(184)	(192)	1,160