

RICHMOND AMERICAN HOMES FOUR INC  
Form POSASR  
August 06, 2013

As filed with the United States Securities and Exchange Commission on August 6, 2013

Registration No. 333-177680

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**Post-Effective Amendment No. 1**

**to**

**FORM S-3**

**Registration Statement**

*Under*

*the Securities Act of 1933*

**Names of**

**Co-Registrants**

M.D.C. HOLDINGS, INC.  
M.D.C. LAND CORPORATION  
RAH OF FLORIDA, INC.  
RAH OF TEXAS, LP  
RAH TEXAS HOLDINGS, LLC

**Jurisdiction of  
Incorporation  
or Organization**

Delaware  
Colorado  
Colorado  
Colorado  
Colorado

**I.R.S. Employer  
Identification  
No.**

84-0622967  
84-0831548  
84-1590389  
81-0545696  
35-2175328

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|--|----------|------------|
| RICHMOND AMERICAN CONSTRUCTION, INC.           | Delaware | 86-0540418 |
| RICHMOND AMERICAN HOMES OF ARIZONA, INC.       | Delaware | 86-0277026 |
| RICHMOND AMERICAN HOMES OF COLORADO, INC.      | Delaware | 84-1256155 |
| RICHMOND AMERICAN HOMES OF DELAWARE, INC.      | Colorado | 02-0701599 |
| RICHMOND AMERICAN HOMES OF FLORIDA, LP         | Colorado | 02-0701603 |
| RICHMOND AMERICAN HOMES OF ILLINOIS, INC.      | Colorado | 02-0701597 |
| RICHMOND AMERICAN HOMES OF MARYLAND, INC.      | Maryland | 52-0814857 |
| RICHMOND AMERICAN HOMES OF NEVADA, INC.        | Colorado | 88-0227698 |
| RICHMOND AMERICAN HOMES OF NEW JERSEY, INC.    | Colorado | 02-0701583 |
| RICHMOND AMERICAN HOMES OF PENNSYLVANIA, INC.  | Colorado | 02-0701595 |
| RICHMOND AMERICAN HOMES OF TEXAS, INC.         | Colorado | 75-2115660 |
| RICHMOND AMERICAN HOMES OF UTAH, INC.          | Colorado | 02-0574838 |
| RICHMOND AMERICAN HOMES OF VIRGINIA, INC.      | Virginia | 54-0570445 |
| RICHMOND AMERICAN HOMES OF WASHINGTON, INC.    | Colorado | 02-0701585 |
| RICHMOND AMERICAN HOMES OF WEST VIRGINIA, INC. | Colorado | 54-2019401 |
| RICHMOND AMERICAN HOMES THREE, INC.            | Colorado | 02-0701586 |
| RICHMOND AMERICAN HOMES FOUR, INC.             | Colorado | 02-0701587 |
| RICHMOND AMERICAN HOMES FIVE, INC.             | Colorado | 02-0701590 |
| RICHMOND AMERICAN HOMES SIX, INC.              | Colorado | 02-0701591 |
| RICHMOND AMERICAN HOMES SEVEN, INC.            | Colorado | 02-0701593 |

**4350 S. Monaco Street, Suite 500**

**Denver, Colorado 80237**

**(303) 773-1100**

*(Address, including zip code and telephone number, including area code, of registrant's principal executive office)*

**Joseph H. Fretz, Esq.**

**Secretary and Corporate Counsel**

**4350 S. Monaco Street, Suite 500**

**Denver, CO 80237**

**(303) 773-1100**

*(Name, address, including zip code and telephone number, including area code, of agent for service)*

*With a copy to:*

**Garth B. Jensen, Esq.**

**Bryan Cave LLP**

**1700 Lincoln Street, Suite 4100**

**Denver, Colorado 80203**

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(303) 861-7000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 1 to Form S-3 Registration Statement relates to the Registration Statement on Form S-3 (File No. 333-177680) (the Registration Statement ) filed with the Securities and Exchange Commission on November 3, 2011, by M.D.C. Holdings, Inc. and the co-registrants named therein (the Registrants ), relating to the registration of \$1,000,000,000 of common stock, preferred stock and debt securities as may from time to time be sold at indeterminate prices.

In accordance with an undertaking made by the Registrants in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities registered under the Registration Statement that remain unsold at the termination of the offering, an aggregate of \$650,000,000 of securities previously registered under the Registration Statement that remain unsold are hereby deregistered.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each co-registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on the 6<sup>th</sup> day of August, 2013.

**M.D.C. Holdings, Inc.**

**M.D.C. Land Corporation**

**RAH of Florida, Inc.**

**RAH of Texas, LP**

**RAH Texas Holdings, LLC**

**Richmond American Construction, Inc.**

**Richmond American Homes of Arizona, Inc.**

**Richmond American Homes of Colorado, Inc.**

**Richmond American Homes of Delaware, Inc.**

**Richmond American Homes of Florida, LP**

**Richmond American Homes of Illinois, Inc.**

**Richmond American Homes of Maryland, Inc.**

**Richmond American Homes of Nevada, Inc.**

**Richmond American Homes of New Jersey, Inc.**

**Richmond American Homes of Pennsylvania, Inc.**

**Richmond American Homes of Texas, Inc.**

**Richmond American Homes of Utah, Inc.**

**Richmond American Homes of Virginia, Inc.**

**Richmond American Homes of Washington, Inc.**

**Richmond American Homes of West Virginia, Inc.**

**Richmond American Homes Three, Inc.**

**Richmond American Homes Four, Inc.**

**Richmond American Homes Five, Inc.**

**Richmond American Homes Six, Inc.**

**Richmond American Homes Seven, Inc.**

By: /s/ John M. Stephens  
John M. Stephens

Authorized Officer

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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.

### **M.D.C. HOLDINGS, INC. OFFICERS AND DIRECTORS**

Principal Executive Officer:

\*

Larry A. Mizel,

Chairman of the Board of Directors

and Chief Executive Officer

Chief Operating Officer:

\*

David D. Mandarich,

Director, President and

Chief Operating Officer

Principal Financial and Accounting Officer:

/s/ John M. Stephens

John M. Stephens,

Senior Vice President, Chief

Financial Officer and Principal

Accounting Officer

Other Directors:

\*

Raymond T. Baker

\*

Michael A. Berman

\*

David E. Blackford

\*

Herbert T. Buchwald

\*  
Paris G. Reece III

\*  
David Siegel



**CO-REGISTRANT OFFICERS AND DIRECTORS**

**RAH of Florida, Inc.**

**Richmond American Construction, Inc.**

**Richmond American Homes of Arizona, Inc.**

**Richmond American Homes of Colorado, Inc.**

**Richmond American Homes of Maryland, Inc.**

**Richmond American Homes of Nevada, Inc.**

**Richmond American Homes of Pennsylvania, Inc.**

**Richmond American Homes of Utah, Inc.**

**Richmond American Homes of Virginia, Inc.**

**Richmond American Homes of Washington, Inc.**

**Richmond American Homes of West Virginia, Inc.**

Principal Executive, Financial and Accounting Officer:

/s/ John M. Stephens

John M. Stephens,

Senior Vice President, Director

**M.D.C. Land Corporation**

**Richmond American Homes of Delaware, Inc.**

**Richmond American Homes of Illinois, Inc.**

**Richmond American Homes of New Jersey, Inc.**

**Richmond American Homes of Texas, Inc.**

**Richmond American Homes Three, Inc.**

**Richmond American Homes Four, Inc.**

**Richmond American Homes Five, Inc.**

**Richmond American Homes Six, Inc.**

**Richmond American Homes Seven, Inc.**

Principal Executive, Financial and Accounting Officer:

/s/ John M. Stephens  
John M. Stephens,

President, Director

**RAH of Texas, LP**

By: RICHMOND AMERICAN HOMES OF TEXAS, INC.,

its General Partner

Principal Executive, Financial and Accounting Officer:

/s/ John M. Stephens  
John M. Stephens,

President, Director

**RAH Texas Holdings, LLC**

Principal Executive, Financial and Accounting Officer:

/s/ John M. Stephens  
John M. Stephens,

President and Sole Manager

**Richmond American Homes of Florida, LP**

By: RAH OF FLORIDA, INC.

its General Partner

Principal Executive, Financial and Accounting Officer:

/s/ John M. Stephens  
John M. Stephens,

Senior Vice President, Director

\*By: /s/ John M. Stephens  
John M. Stephens

Attorney-in-fact