HORTON D R INC /DE/
Form 8-K
August 05, 2013

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): July 31, 2013

D.R. Horton, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**1-14122**	**75-2386963**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

301 Commerce Street, Suite 500, Fort Worth, Texas 76102

(Address of principal executive offices)

Registrant s telephone number, including area code: (817) 390-8200

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 (see General Instruction A.2. below):

¨ 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))

Item 8.01. Other Events.

On July 31, 2013, D.R. Horton, Inc. (the Company) and the Guarantors (as defined below) entered into an underwriting agreement (the Underwriting Agreement) with Deutsche Bank Securities Inc. with respect to the offering and sale in an underwritten public offering (the Offering) by the Company of $400 million aggregate principal amount of its 5.750% Senior Notes due 2023 (the Notes).

The Offering has been registered under the Securities Act pursuant to a registration statement on Form S-3, File No. 333-184065 (the Registration Statement) of the Company and certain direct and indirect wholly-owned subsidiaries of the Company listed as co-registrants thereto (the Guarantors) and the prospectus supplement dated July 31, 2013 and filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act of 1933, as amended, on August 1, 2013. The Offering is expected to close on August 5, 2013, subject to customary closing conditions. Certain legal opinions relating to the Registration Statement are also filed herewith as Exhibits 5.1 and 5.2.

The Notes will be issued pursuant to an Indenture (the Base Indenture) between the Company and American Stock Transfer & Trust Company, LLC, as trustee (the Trustee), dated as of May 1, 2012, as supplemented by the Sixth Supplemental Indenture (the Sixth Supplemental Indenture), to be dated as of August 5, 2013, among the Company, the Guarantors and the Trustee. The Notes will each be represented by a global security, which is included as an exhibit to the Sixth Supplemental Indenture. The form of the Sixth Supplemental Indenture and the form of the Notes are filed as Exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

The Company intends to use the net proceeds from the Offering for general corporate purposes.

Item 9.01. Financial Statements and Exhibits.

(c) *Exhibits.*

1.1 Underwriting Agreement, dated as of July 31, 2013, among D.R. Horton, Inc., the Guarantors named therein and Deutsche Bank Securities Inc. as representative of the underwriters named therein.

4.1 Form of Sixth Supplemental Indenture, to be dated August 5, 2013, among D.R. Horton, Inc., the Guarantors named therein and American Stock Transfer & Trust Company, LLC, as trustee (incorporated by reference to the Company s Registration Statement on Form 8-A, filed with the SEC on August 2, 2013).

4.2 Form of 5.750% Senior Notes due 2023 (included in Exhibit 4.1).

5.1 Opinion of Thomas B. Montano, Esquire.

5.2 Opinion of Gibson, Dunn & Crutcher LLP.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 5, 2013

D.R. Horton, Inc.

By: /s/ Thomas B. Montano
Thomas B. Montano
Vice President and Assistant Secretary

EXHIBIT INDEX

Exhibit Number	**Exhibit**
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4.1	Form of Sixth Supplemental Indenture, to be dated August 5, 2013, among D.R. Horton, Inc., the Guarantors named therein and American Stock Transfer & Trust Company, LLC, as trustee (incorporated by reference to the Company s Registration Statement on Form 8-A, filed with the SEC on August 2, 2013).
4.2	Form of 5.750% Senior Notes due 2023 (included in Exhibit 4.1).
5.1	Opinion of Thomas B. Montano, Esquire.
5.2	Opinion of Gibson, Dunn & Crutcher LLP.