

Taylor Morrison Home Corp
 Form 4
 February 08, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 OCM TMM Holdings II, L.P.

2. Issuer Name and Ticker or Trading Symbol
 Taylor Morrison Home Corp [TMHC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O OAKTREE CAPITAL MANAGEMENT, L.P., 333 SOUTH GRAND AVENUE, 28TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2017

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

(Street)
 LOS ANGELES, CA 90071

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Partnership Units and Class B Common Stock ⁽¹⁾	<u>(1)</u>	02/06/2017		<u>J</u> ⁽²⁾	5,447,776	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	5,447,776

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCM TMM Holdings II, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
OCM TMM Holdings II GP, ULC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
OCM TMM Holdings LP, Inc. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree TM Holdings CTB, Ltd. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
OAKTREE CAPITAL MANAGEMENT LP C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Holdings, Inc. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Opportunities Fund VIII, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P.		X		

333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071

Oaktree Opportunities Fund VIII (Parallel), L.P.
C/O OAKTREE CAPITAL MANAGEMENT, L.P. X
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071

Oaktree Opportunities Fund VIII (Parallel 2), L.P.
C/O OAKTREE CAPITAL MANAGEMENT, L.P. X
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071

Oaktree Opportunities Fund VIII GP, L.P.
C/O OAKTREE CAPITAL MANAGEMENT, L.P. X
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071

Signatures

See Exhibit 99.1 02/08/2017

**Signature of Reporting Person Date

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See Exhibit 99.1 02/08/2017

Date

__Signature of
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

OCM TMM Holdings II, L.P. ("OCM TMM Holdings") holds an aggregate of 38,147,847 common partnership units (the "New TMM Units") of TMM Holdings II Limited Partnership ("New TMM") and 38,147,847 shares of Class B Common Stock (the "Class B Shares") of Taylor Morrison Home Corporation (the "Issuer"). Pursuant to the terms of the Exchange Agreement dated as of April 9, 2013, OCM TMM Holdings may exchange all or a portion of its New TMM Units (along with an equal number of its Class B Shares) at any time for shares of Class A Common Stock (the "Class A Shares") of the Issuer on a one-for-one basis.
- (1) Represents the sale of New TMM Units and Class B common stock by OCM TMM Holdings to the Issuer pursuant to the Purchase Agreement, dated as of January 31, 2017, by and among the Issuer and certain stockholders named therein, as approved by the board of directors.
- (2) The general partner of OCM TMM Holdings is OCM TMM Holdings II GP, ULC. The sole shareholder of OCM TMM Holdings II GP, ULC is OCM TMM Holdings LP, Inc. The sole shareholder of OCM TMM Holdings LP, Inc. is Oaktree TM Holdings CTB, Ltd. The sole director of Oaktree TM Holdings CTB, Ltd. is Oaktree Capital Management, L.P., and the shareholders of Oaktree TM Holdings CTB, Ltd. controlling a majority of the vote are Oaktree Opportunities Fund VIII, L.P., Oaktree Opportunities Fund VIII (Parallel), L.P. and Oaktree Opportunities Fund VIII (Parallel 2), L.P., with the remaining shareholders being Oaktree Huntington Investment Fund, L.P., Oaktree FF Investment Fund, L.P., Oaktree Real Estate Opportunities Fund V, L.P. and Oaktree Remington Investment Fund, L.P. The general partner of Oaktree Capital Management, L.P. is Oaktree Holdings, Inc.
- (3) The general partner of each of Oaktree Opportunities Fund VIII, L.P., Oaktree Opportunities Fund VIII (Parallel), L.P. and Oaktree Opportunities Fund VIII (Parallel 2), L.P. is Oaktree Opportunities Fund VIII GP, L.P. The general partner of Oaktree Opportunities Fund VIII GP, L.P. is Oaktree Opportunities Fund VIII GP Ltd. The sole director of Oaktree Opportunities Fund VIII GP Ltd. is Oaktree Capital Management, L.P., and the sole shareholder of Oaktree Opportunities Fund VIII GP Ltd. is Oaktree Fund GP I, L.P. The general partner of Oaktree Fund GP I, L.P. is Oaktree Capital I, L.P. The general partner of Oaktree Capital I, L.P. is OCM Holdings I, LLC. The managing member of OCM Holdings I, LLC is Oaktree Holdings, LLC. The sole shareholder of Oaktree Holdings, Inc. and the managing member of Oaktree Holdings, LLC is Oaktree Capital Group, LLC. The duly elected manager of Oaktree Capital Group, LLC is Oaktree Capital Group Holdings GP, LLC.
- (4) The members of Oaktree Capital Group Holdings GP, LLC are Kevin Clayton, John Frank, Stephen Kaplan, Bruce Karsh, Larry Keele, David Kirchheimer, Howard Marks and Sheldon Stone, who, by virtue of their membership interests in Oaktree Capital Group Holdings GP, LLC, may be deemed to share voting and dispositive power with respect to the Class B shares held by OCM TMM Holdings. Each of the directors, shareholders, general partners, managing members and member described above disclaims beneficial ownership of any new TMM units and shares of Class B common stock owned beneficially or of record by OCM TMM Holdings except to the extent of any indirect pecuniary interest therein, and the inclusion of these securities in this Form 4 shall not be deemed an admission that any such person has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (5) TMM units and shares of Class B common stock owned beneficially or of record by OCM TMM Holdings except to the extent of any indirect pecuniary interest therein, and the inclusion of these securities in this Form 4 shall not be deemed an admission that any such person has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (6) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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