

HORTON D R INC /DE/  
Form 8-K  
February 24, 2014

**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): February 19, 2014**

**D.R. Horton, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**1-14122**  
**(Commission**

**75-2386963**  
**(IRS Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

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

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**(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 February 19, 2014, D.R. Horton, Inc. (the Company ) and the Guarantors (as defined below) entered into an underwriting agreement (the Underwriting Agreement ) with Wells Fargo Securities, LLC with respect to the offering and sale in an underwritten public offering (the Offering ) by the Company of \$500 million aggregate principal amount of its 3.750% Senior Notes due 2019 (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 February 19, 2014 and filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act of 1933, as amended, on February 20, 2014. The Offering is expected to close on February 24, 2014, 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, as trustee (the Trustee ), dated as of May 1, 2012, as supplemented by the Seventh Supplemental Indenture with respect to the Notes (the Seventh Supplemental Indenture ), to be dated as of February 24, 2014, 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 Seventh Supplemental Indenture. The form of the Seventh 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 February 19, 2014, among D.R. Horton, Inc., the Guarantors named therein and Wells Fargo Securities, LLC as representative of the underwriters named therein.
- 4.1 Form of Seventh Supplemental Indenture, to be dated February 24, 2014, among D.R. Horton, Inc., the Guarantors named therein and American Stock Transfer & Trust Company, as trustee.
- 4.2 Form of 3.750% Senior Notes due 2019 (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: February 24, 2014

D.R. Horton, Inc.

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

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit</b>
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4.1	Form of Seventh Supplemental Indenture, to be dated February 24, 2014, among D.R. Horton, Inc., the Guarantors named therein and American Stock Transfer & Trust Company, as trustee.
4.2	Form of 3.750% Senior Notes due 2019 (included in Exhibit 4.1).
5.1	Opinion of Thomas B. Montano, Esquire.
5.2	Opinion of Gibson, Dunn & Crutcher LLP.