

**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) September 23, 2021



Tri Pointe Homes, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-35796
(Commission
File Number)

61-1763235
(IRS Employer
Identification No.)

940 Southwood Blvd, Suite 200
Incline Village, Nevada 89451
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (775) 413-1030

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	TPH	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) Resignation of Director. On September 23, 2021, Mr. Daniel S. Fulton notified Tri Pointe Homes, Inc. (the “Company”) of his intention to resign from the Company’s Board of Directors (the “Board”) effective as of December 31, 2021. Mr. Fulton’s resignation was not due to any disagreement with the Board or the Company’s management team or any matter related to the Company’s operations, policies or practices.

(d) Appointment of Director. On September 25, 2021, the Board increased the number of directors constituting the Board from six to seven and appointed Mr. R. Kent Grahl as a director to fill the vacancy on the Board effective as of September 27, 2021, to serve until his successor is elected and qualified, or until his earlier resignation, removal, or death. Mr. Grahl was also appointed as a member of the Audit Committee, the Compensation Committee, and the Executive Land Committee of the Board. Mr. Grahl most recently served as Vice Chairman of the Board of Directors and President of Resmark Equity Partners, LLC from 1999 to 2019. The appointment of Mr. Grahl to the Board brings the number of independent directors serving on the Board to six. Mr. Grahl will be entitled to receive the same compensation as the Company’s other non-employee directors, as described in “Director Compensation—Compensation of Non-Employee Directors” in the Company’s proxy statement for its 2021 annual meeting of stockholders filed with the Securities and Exchange Commission (“SEC”) on March 12, 2021. In connection with the appointment of Mr. Grahl to the Board, the Company will enter into an Indemnification Agreement with Mr. Grahl, substantially in the form previously filed as Exhibit 10.7 to the Company’s Registration Statement on Form S-1 filed with the SEC on December 21, 2012.

A copy of the Company’s press release announcing Mr. Fulton’s intention to retire from the Board and the appointment of Mr. Grahl to the Board is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

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|-----|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (d) | Exhibits | |
| | 10.1 | Form of Indemnification Agreement between the Company and each of its directors (incorporated by reference to Exhibit 10.7 to the Company’s Registration Statement on Form S-1 (filed Dec. 21, 2012)) |
| | 99.1 | Press Release dated September 27, 2021 |
| | 104 | Cover Page Interactive Data File, formatted in Inline XBRL |

SIGNATURES

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

Tri Pointe Homes, Inc.

Date: September 27, 2021

By: /s/ David C. Lee

David C. Lee,
Vice President, General Counsel and Secretary



TRI POINTE HOMES, INC. ANNOUNCES APPOINTMENT OF KENT GRAHL TO BOARD OF DIRECTORS

Dan Fulton to retire from Board of Directors effective at the end of the year

INCLINE VILLAGE, Nev., September 27, 2021 / Tri Pointe Homes, Inc. (“Tri Pointe Homes” or the “Company”) (NYSE:TPH) today announced the appointment of R. Kent Grahl to its Board of Directors, effective September 27, 2021. Mr. Grahl has also been appointed to the Audit, Compensation and Executive Land Committees of the Company’s Board of Directors.

“We are excited for Kent to join the Tri Pointe Homes Board of Directors and look forward to leveraging his substantial experience in the homebuilding industry,” said Steven Gilbert, Chairman of the Tri Pointe Homes Board. “Kent has more than 30 years of experience in investing and managing institutional capital for residential and multifamily development across the U.S., including structuring joint ventures, land banks and other transactions. I believe Kent’s homebuilding industry expertise and financial acumen will provide significant value to Tri Pointe Homes, and that Kent’s appointment will also enhance the diversity of the Board of Directors.”

Additionally, Daniel S. Fulton notified the Company of his decision to retire from the Board of Directors effective at the end of the year. “Dan has served as a member of the Tri Pointe Homes Board since our merger with Weyerhaeuser Real Estate Company in 2014,” said Mr. Gilbert. “As former president, CEO and member of the board of directors of Weyerhaeuser Company with nearly 38 years of service with Weyerhaeuser, Dan’s insights and wisdom have been invaluable to the Tri Pointe Homes Board, particularly during a period of such tremendous growth for Tri Pointe Homes, and I want to sincerely thank Dan for all of his contributions over the years.”

Mr. Grahl served as Vice Chairman of the Board of Directors and President of Resmark Equity Partners, LLC from 1999 to 2019, where he originated, underwrote, managed and directed over \$3.4 billion in equity investments that resulted in the delivery of over 27,000 residential for-sale homes, for-rent homes and lots. During his tenure, Mr. Grahl focused on delivering positive risk-adjusted returns for Resmark’s institutional investors and advised its Board of Directors on corporate initiatives and investment strategy. Prior to joining Resmark, Mr. Grahl served as lead consultant to Bankers Trust regarding its CalPERS-related residential investment program from 1998 to 1999, and from 1992 to 1998, served as Senior Vice President with Prudential Home Building Investors, where he was responsible for all investment originations and operations nationwide regarding its CalPERS-related residential investment program and Prudential’s National Residential Fund. Previously, from 1986 to 1992, Mr. Grahl served as Project Manager with Home Capital Corporation, a real estate investment subsidiary of HomeFed Bank, where he originated, underwrote and managed residential investments. Mr. Grahl graduated with a B.S. in Finance/Economics from San Diego State University in 1984 and received an M.B.A. from National University in 1987.

About Tri Pointe Homes, Inc.

One of the largest homebuilders in the U.S., Tri Pointe Homes® (NYSE: TPH) is a publicly traded company and a recognized leader in customer experience, innovative design, and environmentally responsible business practices. The company builds premium homes and communities in 10 states, with deep ties to the communities it serves—some for as long as a century. Tri Pointe Homes combines the financial resources, technology platforms and proven leadership of a national organization with the regional insights, longstanding community connections and agility of empowered local teams. Tri Pointe has won multiple Builder of the Year awards, most recently in 2019, and made Fortune magazine’s 2017 100 Fastest-Growing Companies list. Named one of the Best Places to Work by the Orange County Business Journal for four consecutive years, Tri Pointe Homes also became a Great Place to Work-Certified™ company in 2021. For more information, please visit [TriPointeHomes.com](https://www.TriPointeHomes.com).

Forward-Looking Statements

Various statements contained in this press release, including those that express a belief, expectation or intention, as well as those that are not statements of historical fact, are forward-looking statements. These forward-looking statements may include, but are not limited to, statements regarding our strategy, projections and estimates concerning the timing and success of specific projects and our future production, land and lot sales, operational and financial results, including our estimates for growth, financial condition, sales prices, prospects, and capital spending. Forward-looking statements that are included in this press release are generally accompanied by words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “future,” “goal,” “guidance,” “intend,” “likely,” “may,” “might,” “outlook,” “plan,” “potential,” “predict,” “project,” “should,” “strategy,” “target,” “will,” “would,” or other words that convey future events or outcomes. The forward-looking statements in this press release speak only as of the date of this press release, and we disclaim any obligation to update these statements unless required by law, and we caution you not to rely on them unduly. These forward-looking statements are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. The following factors, among others, may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements: the effects of the ongoing COVID-19 pandemic, which are highly uncertain and subject to rapid change, cannot be predicted and will depend upon future developments, including the emergence and spread of new strains or variants of COVID-19, the severity and the duration of the outbreak, the duration of existing and future social distancing and shelter-in-place orders, further mitigation strategies taken by applicable government authorities, the availability and acceptance of effective vaccines, adequate testing and treatments and the prevalence of widespread immunity to COVID-19; the impacts on our supply chain, the health of our employees, service providers and trade partners, and the reactions of U.S. and global markets and their effects on consumer confidence and spending; the effects of general economic conditions, including employment rates, housing starts, interest rate levels, availability of financing for home mortgages and strength of the U.S. dollar; market demand for our products, which is related to the strength of the various U.S. business segments and U.S. and international economic conditions; the availability of desirable and reasonably priced land and our ability to control, purchase, hold and develop such parcels; access to adequate capital on acceptable terms; geographic concentration of our operations, particularly within California; levels of competition; the successful execution of our internal performance plans, including restructuring and cost reduction initiatives; raw material and labor prices and availability; oil and other energy prices; the effects of U.S. trade policies, including the imposition of tariffs and duties on homebuilding products and retaliatory measures taken by other countries; the effects of weather, including the occurrence of drought conditions in California; the risk of loss from earthquakes, volcanoes, fires, floods, droughts, windstorms, hurricanes, pest infestations and other natural disasters, and the risk of delays, reduced consumer demand, and shortages and price increases in labor or materials associated with such natural disasters; the risk of loss from acts of war, terrorism, civil unrest or outbreaks of contagious diseases, such as COVID-19; transportation costs; federal and state tax policies; the effects of land use, environment and other governmental laws and regulations; legal proceedings or disputes and the adequacy of reserves; risks relating to any unforeseen changes to or effects on liabilities, future capital expenditures, revenues, expenses, earnings, synergies, indebtedness, financial condition, losses and future prospects; changes in accounting principles; risks related to unauthorized access to our computer systems, theft of our homebuyers’ confidential information or other forms of cyber-attack; and additional factors discussed under the sections captioned “Risk Factors” included in our annual and quarterly reports filed with the Securities and Exchange Commission. The foregoing list is not exhaustive. New risk factors may emerge from time to time and it is not possible for management to predict all such risk factors or to assess the impact of such risk factors on our business.

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