SEC Form 4

**FORM 4**

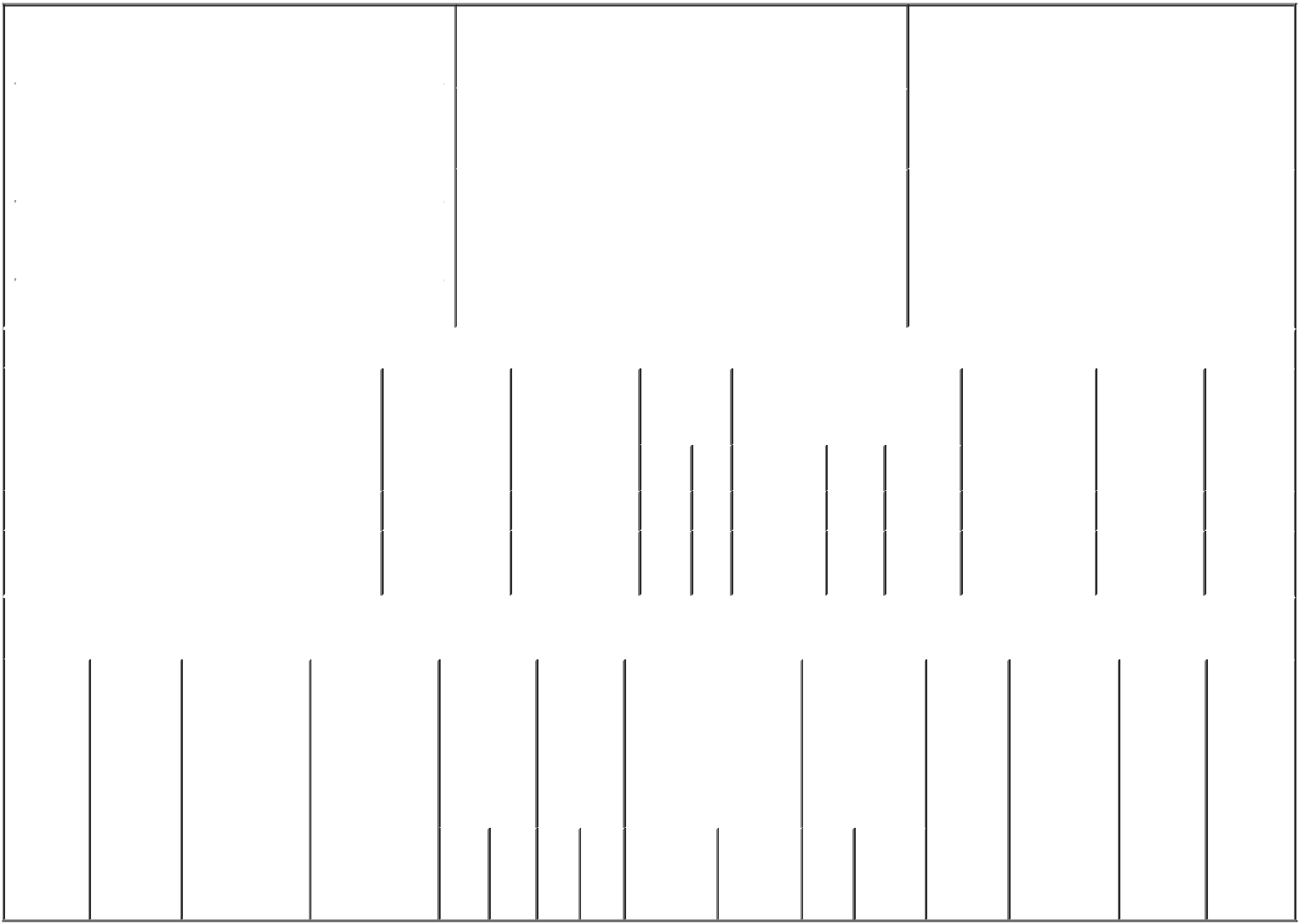
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 1. Name and Address of Reporting Person\* | | | | | | |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | |  |
|  |  | [STERNLICHT BARRY S](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001034657) | | | |  |  |  |  | [TRI Pointe Group, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001561680) [ TPH ] | | | | | | |  |  | (Check all applicable) | | | | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | Director | | X 10% Owner | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | | Other (specify | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | |  |  |  |  |  |  |
|  |  | (Last) | (First) | | | (Middle) | |  |  |  |  |  |  |  | below) | | below) |  |  |  |
|  |  | C/O TRI POINTE GROUP, INC. | | | |  |  | 08/12/2015 | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 19540 JAMBOREE ROAD, SUITE 300 | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | | |  |  |  |  |  |  |
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|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | |  |
|  |  | IRVINE | CA |  |  | 92612 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 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** | | | | | **2A. Deemed** | | **3.** | |  | **4. Securities Acquired (A) or** | | | | |  | **5. Amount of** | | **6. Ownership** | **7. Nature** | |  |
|  |  |  |  |  |  | **Date** | |  |  |  | **Execution Date,** | |  | **Transaction** | | **Disposed Of (D) (Instr. 3, 4 and** | | | | | | **Securities** | | **Form: Direct** | **of Indirect** | |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | | | | | **if any** | |  | **Code (Instr.** | | **5)** |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | **Beneficial** | |  |
|  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** | |  |  |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | **Ownership** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** | |  | **(Instr. 4)** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | | **Amount** | **(A) or** | **Price** | | |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | |  |  |  |  | | |  |  |  |  |  |  |  |  |  | |  | |  |  |  |  |  |  |
|  | Common Stock | | |  |  | 08/12/2015 | | | | |  |  |  | A(1) | | 8,626 | A | $14.49 | | | |  | 16,276 | D |  |  |  |
|  | Common Stock | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 11,985,905 | | I | See | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Note(2) | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | |  |  |  |  |
|  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | |  |  |  |  | |  | |  |  |  |  |  | |  |  |  |  |  |
|  | **1. Title of** | | **2.** | **3. Transaction** | | **3A. Deemed** | | **4.** | |  |  | **5. Number** | **6. Date Exercisable and** | | | | **7. Title and** |  |  |  | **8. Price of** | | **9. Number of** | **10.** | **11. Nature** | |  |
|  | **Derivative** | | **Conversion** | **Date** | | **Execution Date,** | | **Transaction** | | | | **of** | **Expiration Date** | | | | **Amount of** |  |  |  | **Derivative** | | **derivative** | **Ownership** | **of Indirect** | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year)** | | **if any** | | **Code (Instr.** | | | | **Derivative** | **(Month/Day/Year)** | | | | **Securities** |  |  |  | **Security** | | **Securities** | **Form:** | **Beneficial** | |  |
|  | **(Instr. 3)** | | **Price of** |  |  | **(Month/Day/Year)** | | **8)** | |  |  | **Securities** |  |  |  |  | **Underlying** |  |  |  | **(Instr. 5)** | | **Beneficially** | **Direct (D)** | **Ownership** | |  |
|  |  |  | **Derivative** |  |  |  |  |  |  |  |  | **Acquired** |  |  |  |  | **Derivative** |  |  |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | |  |
|  |  |  | **Security** |  |  |  |  |  |  |  |  | **(A) or** |  |  |  |  | **Security (Instr. 3** | | | |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** |  |  |  |  | **and 4)** |  |  |  |  |  | **Reported** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | | **Expiration** | **of** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | | |  | **(A) (D)** | **Exercisable** | | | **Date** | **Title Shares** | | | |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Represents a grant of 8,626 restricted stock units. The restricted stock units, which shall vest on the day immediately prior to TRI Pointe Group, Inc.'s 2016 Annual Meeting of Stockholders, are to be settled for an equal number of shares of common stock upon vesting.
2. The shares are held by VIII/TPC Holdings, L.L.C. VIII/TPC Holdings, L.L.C. is a wholly-owned subsidiary of a private equity fund that is managed by an owned affiliate of Starwood Capital Group Global, L.P. Mr. Sternlicht is the controlling partner of Starwood Capital Group, and may be deemed to share voting power and investment control over the shares of common stock held by VIII/TPC Holdings, L.L.C. Mr. Sternlicht disclaims beneficial ownership of the shares of common stock held by VIII/TPC Holdings, L.L.C. except to the extent of any pecuniary interest therein.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Matthew Guttin, attorney-in- | | | 08/14/2015 | |  |
| fact |  |  |  |
|  |  |  |
| \*\* Signature of Reporting Person | | | Date | |  |

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**