SEC Form 4

**FORM 4**

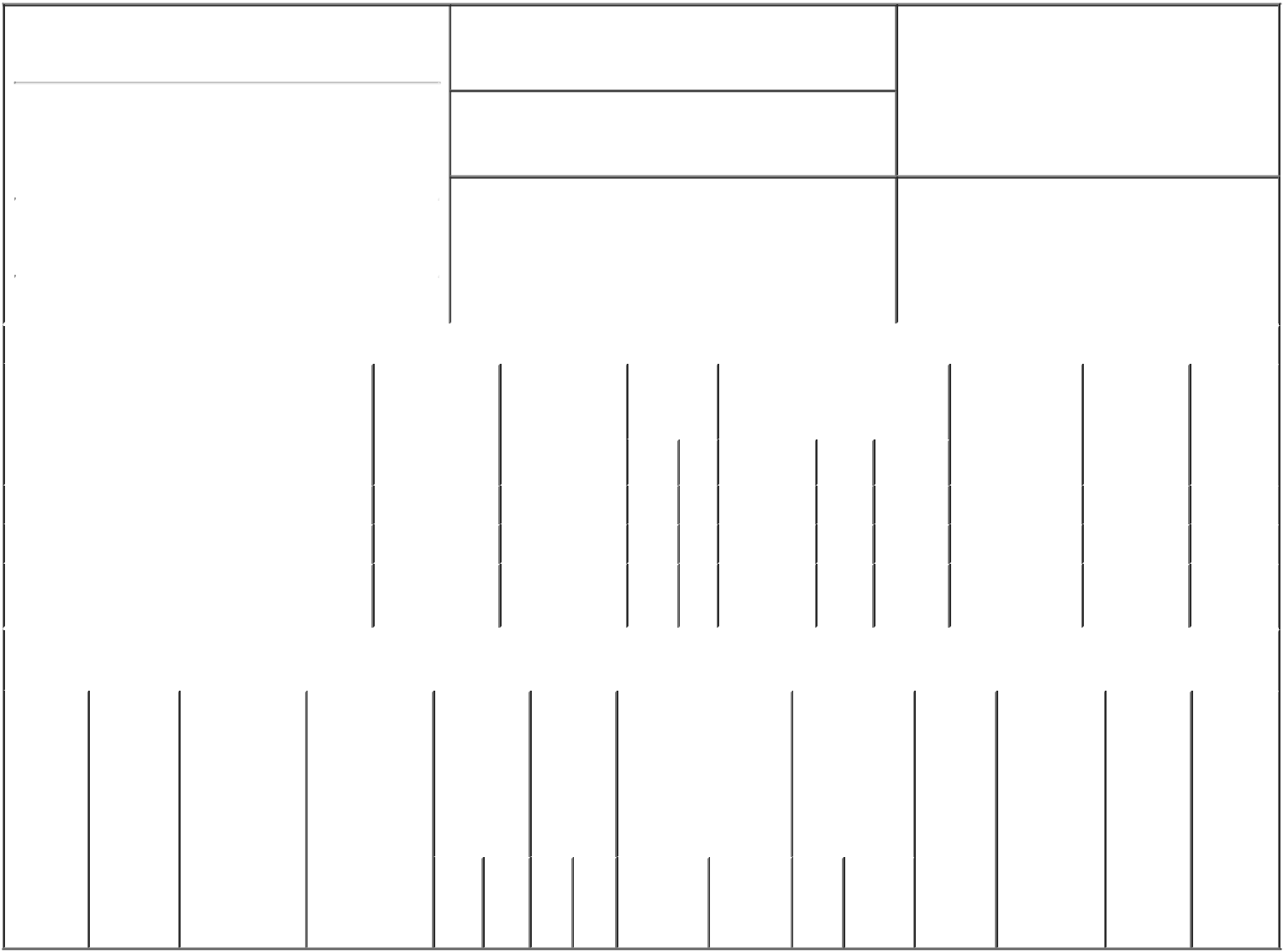
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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\*

[MITCHELL THOMAS J.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001130753)

(Last) (First) (Middle)

C/O TRI POINTE GROUP, INC.

19540 JAMBOREE ROAD, SUITE 300

2. Issuer Name **and** Ticker or Trading Symbol

[TRI Pointe Group, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001561680) [ TPH ]

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

02/13/2020

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

|  |  |  |  |
| --- | --- | --- | --- |
|  | Director | 10% Owner |  |
| X | Officer (give title | Other (specify |  |
| below) | below) |  |
|  |  |

President and COO

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  | Line) | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | 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 5)** | | | | | **Securities** | | **Form: Direct** | **of Indirect** | |  |
|  |  |  |  |  | **(Month/Day/Year)** | | | **if any** | |  | **Code (Instr.** |  |  |  |  |  | **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 | | |  | 02/13/2020 | | |  |  |  | A | 54,099(1) | | A | $0 | | 324,393 | | D |  |  |  |
|  | Common Stock | | |  | 02/13/2020 | | |  |  |  | F | 18,986(2) | | D | $17.42 | | 305,407 | | D |  |  |  |
|  | Common Stock | | |  |  |  |  |  |  |  |  |  |  |  |  |  | 610,000 | | I | See | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | Note(3) | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | **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 shares of common stock issued pursuant to the vesting of performance-based restricted stock units granted on February 27, 2017 under the Company's 2013 Long-Term Incentive Plan that were eligible to vest based on attainment of certain earnings per share performance goals (the "RSU Awards"). Upon the recommendation of the Compensation Committee, the issuer's board of directors determined that, based on the issuer's performance over the performance period, 54,099 RSU Awards would vest and be settled into an equal number of shares of common stock, in accordance with the terms of the RSU Awards.
2. Withholding of shares incident to vesting of the RSU Awards.
3. By The Mitchell Family Trust

**Remarks:**

/s/ Glenn J. Keeler, attorney-in- 02/18/2020



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.**