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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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

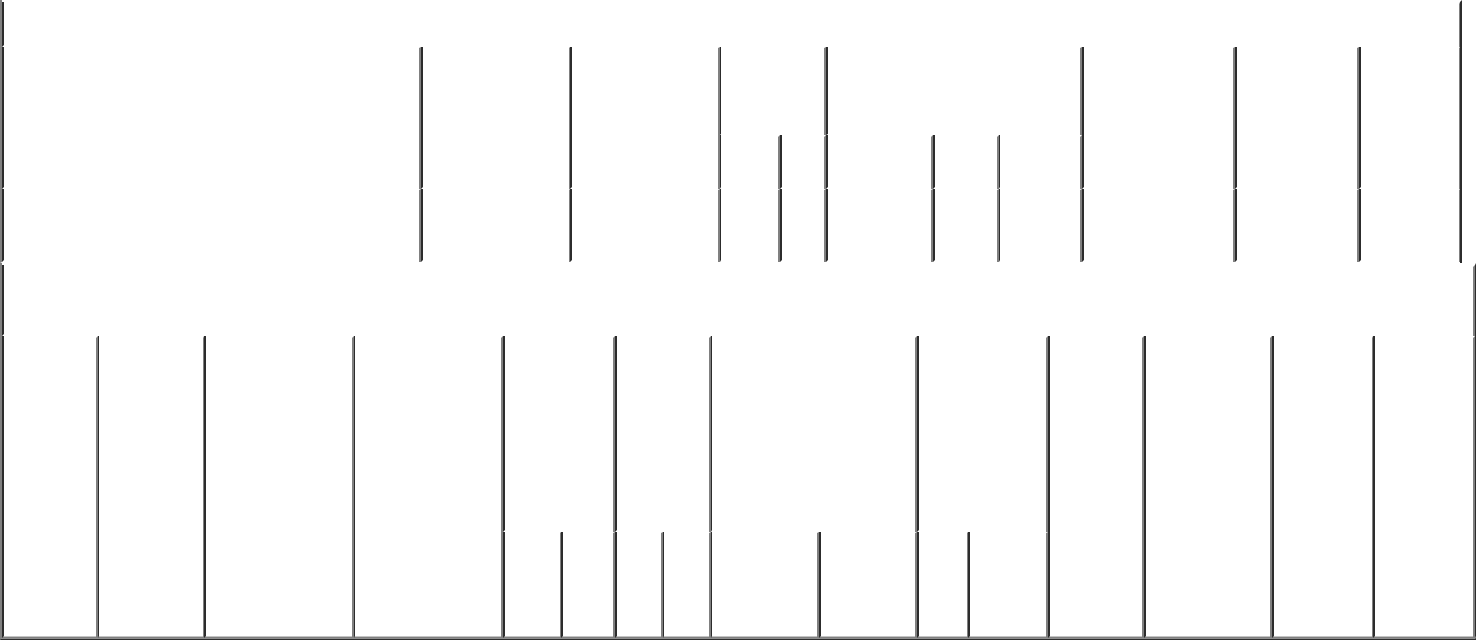


OMB APPROVAL



|  |  |  |  |
| --- | --- | --- | --- |
|  | OMB Number: | 3235-0287 |  |
|  | Estimated average burden | | |
|  | hours per response: | 0.5 |  |
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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 1. Name and Address of Reporting Person \* | | | | |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | |  |
|  |  | [Fulton Daniel S](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&amp;CIK=0001313859) | |  |  |  |  | [TRI Pointe Group, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&amp;CIK=0001561680) [ TPH ] | | | | |  |  |  | (Check all applicable) | | | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | Director | | 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. | | |  | 04/27/2020 | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 19540 JAMBOREE ROAD, SUITE 300 | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |  |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (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 | | |  | 04/27/2020 | | | |  |  | A (1) | 9,416 | A |  | $ | |  |  | 96,006 | | D |  |  |  |  |  |
|  |  |  |  |  | 10.62 | | | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | | |  | | | | | | | | | |  | | |  |  |  |  |  |  |  |
|  |  |  |  | **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.** | | | | |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Disposed** |  |  | **3 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 9,416 restricted stock units. The restricted stock units, which shall vest on the day immediately prior to TRI Pointe Group, Inc.'s 2021 Annual Meeting of Stockholders, are to be settled for an equal number of shares of common stock upon vesting.

**Remarks:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| /s/ Glenn J. Keeler, attorney- | | | 04/29/2020 | |  |
| in-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.**