

MDC HOLDINGS INC  
Form 8-K  
December 14, 2004

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**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 Earliest Event Reported: **December 14, 2004**

**M.D.C. Holdings, Inc.**  
(Exact Name of Registrant as Specified in Charter)

<b>Delaware</b>	<b>1-8951</b>	<b>84-0622967</b>
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(State or other  
jurisdiction of  
incorporation)

(Commission File  
Number)

(IRS Employer  
Identification #)

**3600 South Yosemite Street, Suite 900, Denver, CO 80237**  
(Address of Principal Executive Office)

**(303) 773-1100**  
(Registrant's telephone number, including area code)

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 210.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**ITEM 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

On December 14, 2004, M.D.C. Holdings, Inc. (the Registrant ) announced that it had completed the issuance of \$250 million of its medium term senior notes due December 2014, in accordance with terms previously announced. The notes were sold pursuant to a Purchase Agreement among the Registrant and Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Wachovia Capital Markets, LLC, Banc of America Securities LLC and BNP Paribas Securities Corp., a copy of which agreement is attached as Exhibit 10.1.

In connection with the issuance of the securities described above, Holme Roberts & Owen LLP provided the Registrant with the legal opinion attached as Exhibit 5.1.

The Registrant s press release announcing the closing of the above transaction is attached as Exhibit 99.1.

**ITEM 9.01 Financial Statements and Exhibits**

(c) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Holme Roberts & Owen LLP.
10.1	Purchase Agreement dated as of December 6, 2004, between the Registrant and Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Wachovia Capital Markets, LLC, Banc of America Securities LLC and BNP Paribas Securities Corp.
99.1	Press release dated December 14, 2004 of the Registrant announcing the completion of the offering of \$250 million medium term senior notes.

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**SIGNATURES**

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.

M.D.C. HOLDINGS, INC.

Dated: December 14, 2004

By: /s/ Joseph H. Fretz  
Joseph H. Fretz  
Secretary and Corporate Counsel

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