

OCM TMM Holdings II GP, ULC

Form 4

January 10, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
OCM TMM Holdings II, L.P.

2. Issuer Name **and** Ticker or Trading
Symbol
Taylor Morrison Home Corp
[TMHC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2018

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

C/O OAKTREE CAPITAL
MANAGEMENT, L.P., 333 SOUTH
GRAND AVENUE, 28TH FLOOR

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

LOS ANGELES, CA 90071

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

**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 control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Partnership Units and Class B Common Stock ⁽¹⁾	<u>(1)</u>	01/08/2018		<u>J</u> ⁽²⁾	5,500,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	5,500,0
Common Partnership Units and Class B Common Stock ⁽¹⁾	<u>(1)</u>	01/08/2018		<u>J</u> ⁽⁷⁾	1,919,385	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,919,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCM TMM Holdings II, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
OCM TMM Holdings II GP, ULC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
OCM TMM Holdings LP, Inc. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree TM Holdings CTB, Ltd. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
OAKTREE CAPITAL MANAGEMENT LP C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		

Oaktree Holdings, Inc.
C/O OAKTREE CAPITAL MANAGEMENT, L.P.
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071 X

Oaktree Opportunities Fund VIII, L.P.
C/O OAKTREE CAPITAL MANAGEMENT, L.P.
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071 X

Oaktree Opportunities Fund VIII (Parallel), L.P.
C/O OAKTREE CAPITAL MANAGEMENT, L.P.
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071 X

Oaktree Opportunities Fund VIII (Parallel 2), L.P.
C/O OAKTREE CAPITAL MANAGEMENT, L.P.
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071 X

Oaktree Opportunities Fund VIII GP, L.P.
C/O OAKTREE CAPITAL MANAGEMENT, L.P.
333 SOUTH GRAND AVENUE, 28TH FLOOR
LOS ANGELES, CA 90071 X

Signatures

See Exhibit 99.1 01/10/2018

 Signature of Date
Reporting Person

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See Exhibit 99.1 01/10/2018

__Signature of
Reporting Person

Date

See Exhibit 99.1 01/10/2018

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

OCM TMM Holdings II, L.P. ("OCM TMM Holdings") holds an aggregate of 10,728,462 common partnership units (the "New TMM Units") of TMM Holdings II Limited Partnership ("New TMM") and 10,728,462 shares of Class B Common Stock (the "Class B Shares") of Taylor Morrison Home Corporation (the "Issuer"). Pursuant to the terms of the Exchange Agreement dated as of April 9, 2013, OCM TMM Holdings may exchange all or a portion of its New TMM Units (along with an equal number of its Class B Shares) at any time for shares of Class A Common Stock (the "Class A Shares") of the Issuer on a one-for-one basis.

Represents the sale of New TMM Units and Class B common stock by OCM TMM Holdings to the Issuer pursuant to the Purchase Agreement, dated January 3, 2018, by and among the Issuer and certain stockholders named therein, as approved by the board of directors of the Issuer.

The general partner of OCM TMM Holdings is OCM TMM Holdings II GP, ULC. The sole shareholder of OCM TMM Holdings II GP, ULC is OCM TMM Holdings LP, Inc. The sole shareholder of OCM TMM Holdings LP, Inc. is Oaktree TM Holdings CTB, Ltd. The sole director of Oaktree TM Holdings CTB, Ltd. is Oaktree Capital Management, L.P., and the shareholders of Oaktree TM Holdings CTB, Ltd. controlling a majority of the vote are Oaktree Opportunities Fund VIII, L.P., Oaktree Opportunities Fund VIII (Parallel), L.P. and Oaktree Opportunities Fund VIII (Parallel 2), L.P., with the remaining shareholders being Oaktree Huntington Investment Fund, L.P., Oaktree FF Investment Fund, L.P., Oaktree Real Estate Opportunities Fund V, L.P. and Oaktree Remington Investment Fund, L.P. The general partner of Oaktree Capital Management, L.P. is Oaktree Holdings, Inc.

The general partner of each of Oaktree Opportunities Fund VIII, L.P., Oaktree Opportunities Fund VIII (Parallel), L.P. and Oaktree Opportunities Fund VIII (Parallel 2), L.P. is Oaktree Opportunities Fund VIII GP, L.P. The general partner of Oaktree Opportunities Fund VIII GP, L.P. is Oaktree Opportunities Fund VIII GP Ltd. The sole director of Oaktree Opportunities Fund VIII GP Ltd. is Oaktree Capital Management, L.P., and the sole shareholder of Oaktree Opportunities Fund VIII GP Ltd. is Oaktree Fund GP I, L.P. The general partner of Oaktree Fund GP I, L.P. is Oaktree Capital I, L.P. The general partner of Oaktree Capital I, L.P. is OCM Holdings I, LLC. The managing member of OCM Holdings I, LLC is Oaktree Holdings, LLC. The sole shareholder of Oaktree Holdings, Inc. and the managing member of Oaktree Holdings, LLC is Oaktree Capital Group, LLC. The duly elected manager of Oaktree Capital Group, LLC is Oaktree Capital Group Holdings GP, LLC.

The members of Oaktree Capital Group Holdings GP, LLC are Howard Marks, Bruce Karsh, Jay Wintrob, John Frank and Sheldon Stone, who, by virtue of their membership interests in Oaktree Capital Group Holdings GP, LLC, may be deemed to share voting and dispositive power with respect to the Class B shares held by OCM TMM Holdings. Each of the directors, shareholders, general partners, managing members and member described above disclaims beneficial ownership of any new TMM units and shares of Class B common stock owned beneficially or of record by OCM TMM Holdings except to the extent of any indirect pecuniary interest therein, and the inclusion of these securities in this Form 4 shall not be deemed an admission that any such person has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(6) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

Represents the sale of New TMM Units and Class B common stock by OCM TMM Holdings to New TMM of the Issuer pursuant to the Purchase Agreement, dated January 3, 2018, by and among New TMM and certain stockholders named therein, as approved by the board of directors of the Issuer.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.