

TRI Pointe Group, Inc.  
Form 8-K  
June 06, 2016

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported) June 3, 2016

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TRI Pointe Group, Inc.  
(Exact name of registrant as specified in its charter)

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|-------------------------------------------------------------------|-----------------------------|--------------------------------------|
| Delaware                                                          | 1-35796                     | 61-1763235                           |
| (State or Other Jurisdiction<br>of Incorporation)                 | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| 19540                                                             |                             |                                      |
| Jamboree                                                          |                             |                                      |
| Road,                                                             |                             |                                      |
| <del>State</del> 2                                                |                             |                                      |
| 300,                                                              |                             |                                      |
| Irvine,                                                           |                             |                                      |
| California                                                        |                             |                                      |
| (Address<br>of<br>principal<br>executive<br>offices)              |                             |                                      |
| Registrant's telephone number, including area code (949) 438-1400 |                             |                                      |
| Not Applicable                                                    |                             |                                      |
| (Former name or former address, if changed since last report.)    |                             |                                      |

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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:

--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)

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“Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-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 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders of TRI Pointe Group, Inc. (the “Company”) was held on June 3, 2016 (the “Annual Meeting”). A total of 145,594,410 shares of the Company’s common stock were present or represented by proxy at the Annual Meeting, representing more than 89% of the Company’s shares outstanding as of the April 11, 2016 record date. The matters submitted for a vote and the related results are set forth below.

Proposal No. 1 - Election of eight nominees to serve as directors:

| Director              | Votes For   | Votes Withheld | Broker<br>Non-Votes |
|-----------------------|-------------|----------------|---------------------|
| Douglas F. Bauer      | 136,537,865 | 825,941        | 8,230,604           |
| Lawrence B. Burrows   | 136,004,252 | 1,359,554      | 8,230,604           |
| Daniel S. Fulton      | 136,302,411 | 1,061,395      | 8,230,604           |
| Steven J. Gilbert     | 134,381,352 | 2,982,454      | 8,230,604           |
| Christopher D. Graham | 136,297,775 | 1,066,031      | 8,230,604           |
| Constance B. Moore    | 136,543,818 | 819,988        | 8,230,604           |
| Thomas B. Rogers      | 136,225,196 | 1,138,610      | 8,230,604           |
| Barry S. Sternlicht   | 91,124,928  | 46,238,878     | 8,230,604           |

|                                                                                                  | Votes<br>For | Votes<br>Against | Votes<br>Abstained | Broker<br>Non-Votes |
|--------------------------------------------------------------------------------------------------|--------------|------------------|--------------------|---------------------|
| Proposal No. 2 - Ratify an amendment to the Company’s 2013 Long-Term Incentive Plan, as amended. | 134,005,323  | 3,216,525        | 141,958            | 8,230,604           |

|                                                                                                                                                       | Votes<br>For | Votes<br>Against | Votes<br>Abstained |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------------|--------------------|
| Proposal No. 3 - Ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the 2016 fiscal year. | 145,378,714  | 189,479          | 26,217             |

Based on the foregoing votes, all eight nominees were elected and Proposals No. 2 and No. 3 were approved.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 6, 2016

TRI Pointe Group, Inc.

By: /s/ Bradley W. Blank

Bradley W. Blank

Vice President, General Counsel and Secretary