

LENNAR CORP /NEW/  
Form 8-K  
February 13, 2014

**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**

**February 12, 2014**

**Date of Report (Date of earliest event reported)**

**LENNAR CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-11749**  
**(Commission**  
  
**File Number)**

**95-4337490**  
**(IRS Employer**  
  
**Identification No.)**

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700 Northwest 107<sup>th</sup> Avenue, Miami, Florida 33172  
(Address of principal executive offices) (Zip Code)

(305) 559-4000

(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:

- .. **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 240.14d-2(b))**
  
- .. **Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

**Item 8.01 Other Events.**

On February 12, 2014, Lennar Corporation (the Company) completed a public offering of \$400 million aggregate principal amount of its 4.50% Senior Notes due 2019 (the Notes). The Company received net proceeds of approximately \$395.7 million from the sale of the Notes after deducting the underwriters' discount and certain expenses of the offering. The Notes are governed by an Indenture, dated as of December 31, 1997 (the Indenture), as supplemented by the Eighth Supplemental Indenture, dated as of February 12, 2014, by and among the Company, each of the guarantors identified therein and The Bank of New York Mellon, as trustee. Interest on the Notes will accrue at a rate of 4.50% per annum on the principal amount from February 12, 2014, payable semi-annually on June 15 and December 15 of each year, commencing June 15, 2014. The Notes will mature on June 15, 2019, subject to earlier redemption or repurchase. The Notes are guaranteed by most, but not all, of the Company's subsidiaries, but the guarantee by particular subsidiaries may be suspended or terminated under some circumstances.

The Company may, at its option, generally redeem all or portion of the Notes at any time prior to the date that is 60 days prior to the final maturity of the Notes at a redemption price of 100% of the principal amount on the Notes plus accrued and unpaid interest, if any, to the redemption date, plus a make whole premium. The Company may redeem the Notes within 60 days of the final maturity of the Notes at a redemption price of 100% of the principal amount on the Notes plus accrued and unpaid interest, if any, to the redemption date. Upon the occurrence of certain events resulting in both a change in control of the Company and a ratings downgrade with respect to the Notes, subject to certain exceptions, the Company will be required to make an offer to each holder of the Notes to purchase all or any part of such holder's Notes at 101% of the principal amount thereof plus accrued and unpaid interest to the date of purchase. The Eighth Supplemental Indenture includes customary events of default, including payment defaults, failure to pay certain other indebtedness and certain events of bankruptcy, insolvency or reorganization.

The above description of the Notes and the Eighth Supplemental Indenture is qualified in its entirety by reference to the full text of the Eighth Supplemental Indenture (including the form of Note included therein), a copy of which is filed as Exhibit 4.12 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description of Document
4.11	Indenture, dated as of December 31, 1997, between Lennar Corporation and Bank One Trust Company, N.A., as trustee Incorporated by reference to Exhibit 4 of the Company's Registration Statement on Form S-3, Registration No. 333-45527, filed with the Commission on February 3, 1998.
4.12	Eighth Supplemental Indenture, dated as of February 12, 2014, among Lennar Corporation, each of the guarantors identified therein and The Bank of New York Mellon, as trustee, including the form of 4.50% Senior Notes due 2019 Filed herewith.

**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.

Date: February 13, 2014

**Lennar Corporation**

By: /s/ Bruce Gross

Name: Bruce Gross

Title: Vice President and Chief Financial Officer