

TRI Pointe Homes, Inc.
Form SC 13D/A
July 14, 2014

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 1)

Under the Securities Exchange Act of 1934

TRI POINTE HOMES, INC.

(Name of Issuer)

Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

87265H109

(CUSIP Number)

Devin W. Stockfish

Senior Vice President, General Counsel and Corporate Secretary

Weyerhaeuser Company

33663 Weyerhaeuser Way South

Federal Way, Washington 98063

Telephone: (253) 924-2802

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copy to:

Richard Hall, Esq. and Erik Tavzel, Esq.

Cravath, Swaine & Moore LLP

Worldwide Plaza

825 Eighth Avenue

New York, New York 10019

(212) 474-1000

July 7, 2014

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d.-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

(Continued on following pages)

CUSIP No. 87265H109

(1) NAMES OF REPORTING PERSONS

Weyerhaeuser Company

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

I.R.S. I.D. # 91-0470860

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

NUMBER OF (7) SOLE VOTING POWER

SHARES

BENEFICIALLY 0

(8) SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING (9) SOLE DISPOSITIVE POWER

PERSON

WITH 0
(10) SHARED DISPOSITIVE POWER

0
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) "

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%
(14) TYPE OF REPORTING PERSON

CO

Explanatory Note

Pursuant to Rule 13d-2 of the Securities Exchange Act of 1934, this amendment (this **Amendment**) amends and supplements the Schedule 13D filed with the United States Securities and Exchange Commission on November 13, 2013 (the **Original 13D** and, together with this Amendment, the **Schedule 13D**). The Original 13D was filed by Weyerhaeuser Company, a Washington corporation. Capitalized terms used in this Amendment but not otherwise defined herein have the meanings set forth in the Original 13D.

ITEM 2. IDENTITY AND BACKGROUND

Item 2(c) of the Original 13D is hereby amended and supplemented by adding the following at the end thereof:

Following the consummation of the Merger, Schedule A hereto, which is incorporated herein by reference, has been updated.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Original 13D is hereby amended and supplemented by adding the following at the end thereof:

On July 7, 2014, Merger Sub merged with and into WRECO, with WRECO surviving the Merger and becoming a wholly owned subsidiary of the Issuer. Upon the consummation of the Merger, the Voting Agreements automatically terminated pursuant to their terms and are of no further force or effect. By reason of the termination of the Voting Agreements, Weyerhaeuser no longer may be deemed to be the beneficial owner of the Subject Shares.

ITEM 4. PURPOSE OF TRANSACTION

Items 4(a) and (b) of the Original 13D are hereby amended and supplemented by adding the following at the end thereof:

On July 7, 2014, Merger Sub merged with and into WRECO, with WRECO surviving the Merger and becoming a wholly owned subsidiary of the Issuer. Upon the consummation of the Merger, the Voting Agreements automatically terminated pursuant to their terms and are of no further force or effect. By reason of the termination of the Voting Agreements, Weyerhaeuser no longer may be deemed to be the beneficial owner of the Subject Shares.

Item 4(c) of the Original 13D is hereby amended and replaced in its entirety with the following:

Upon the consummation of the Merger, pursuant to the terms of the Transaction Agreement, the size of the Board of Directors of the Issuer (the **Board**) increased from seven to nine directors. Weyerhaeuser selected Daniel S. Fulton, Lawrence B. Burrows, Constance B. Moore and Kristin F. Gannon to join the Board.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5(a), (b) and (e) of the Original 13D are hereby amended and supplemented by adding the following at the end thereof:

On July 7, 2014, Merger Sub merged with and into WRECO, with WRECO surviving the Merger and becoming a wholly owned subsidiary of the Issuer. Upon the consummation of the Merger, the Voting Agreements automatically terminated pursuant to their terms and are of no further force or effect. By reason of the termination of the Voting Agreements, Weyerhaeuser no longer may be deemed to be the beneficial owner of the Subject Shares.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WEYERHAEUSER COMPANY,

by /s/ Devin W. Stockfish

Name: Devin W. Stockfish

Title: Senior Vice President, General
Counsel and Corporate Secretary

Dated: July 14, 2014

SCHEDULE A

The following is a list of the directors and executive officers of Weyerhaeuser, setting forth the present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted for each such person. Except as indicated below, all directors and officers listed below are citizens of the United States.

Board of Directors of Weyerhaeuser

| Name | Position | Present Principal Occupation |
|-----------------------|-----------------------|---|
| Charles R. Williamson | Chairman of the Board | Retired Executive Vice President, Chevron Corporation |
| Doyle R. Simons | Director | President and Chief Executive Officer, Weyerhaeuser Company |
| Debra A. Cafaro | Director | Chairman and Chief Executive Officer, Ventas, Inc. |
| Mark A. Emmert | Director | President, National Collegiate Athletic Association |
| John I. Kieckhefer | Director | President, Kieckhefer Associates Inc. |
| Wayne W. Murdy | Director | Retired Chairman and Chief Executive Officer, Newmont Mining Corporation |
| Nicole W. Piasecki | Director | Vice President and General Manager of the Propulsion Systems Division, Boeing Commercial Airplanes. |
| Richard H. Sinkfield | Director | Senior Partner, Rogers & Hardin LLP |
| D. Michael Steuert | Director | Retired Senior Vice President and Chief Financial Officer, Fluor Corporation |
| Kim Williams | Director | Retired Senior Vice President, Wellington Management Company LLP |

The business address of each director of Weyerhaeuser is 33663 Weyerhaeuser Way South, Federal Way, Washington 98063.

Executive Officers of Weyerhaeuser

| Name | Position and Present Principal Occupation |
|---------------------------|--|
| Doyle R. Simons | President and Chief Executive Officer |
| Patricia M. Bedient | Executive Vice President and Chief Financial Officer |
| Adrian M. Blocker | Senior Vice President, Lumber |
| Srinivasan Chandrasekaran | Senior Vice President, Cellulose Fibers |
| Denise M. Merle | Senior Vice President, Human Resources |
| Devin W. Stockfish | Senior Vice President, General Counsel and Corporate Secretary |
| Catherine I. Slater | Senior Vice President, Engineered Lumber Products and Distribution |

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Rhonda Hunter

Senior Vice President, Timberlands

The business address of each executive officer of Weyerhaeuser is 33663 Weyerhaeuser Way South, Federal Way, Washington 98063.