

LENNAR CORP /NEW/
Form 8-K
November 20, 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

November 18, 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)

1-11749
(Commission File Number)

95-4337490
(IRS Employer)

of incorporation)

Identification No.)

700 Northwest 107th 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 November 18, 2014, Lennar Corporation (the Company) and the Guarantors (as defined below) entered into an underwriting agreement (the Underwriting Agreement) with the underwriters listed on Schedule I thereto with respect to the offering and sale in an underwritten public offering by the Company of \$350 million aggregate principal amount of its 4.50% Senior Notes due 2019 (the Notes). The Notes are guaranteed by most, but not all, of the Company s subsidiaries (the Guarantors), but the guarantee by particular subsidiaries may be suspended or terminated under some circumstances.

The offering has been registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to the Company s registration statement on Form S-3, File No. 333-199159, and the prospectus supplement dated November 18, 2014, and filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on November 19, 2014. The offering is expected to close on November 25, 2014, subject to customary closing conditions. A legal opinion relating to the Notes is filed herewith as Exhibit 5.1.

The Company intends to use the net proceeds from the offering for working capital and for general corporate purposes.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Document
1.3	Underwriting Agreement, dated as of November 18, 2014, among Lennar Corporation, the Guarantors named therein and the underwriters listed on Schedule I thereto.
5.1	Opinion of K&L Gates LLP

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: November 20, 2014

Lennar Corporation

By: /s/ Bruce Gross

Name: Bruce Gross

Title: Vice President and Chief Financial Officer

=>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)8. Price of Derivative Security

(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KODOSKY JEFFREY L C/O NATIONAL INSTRUMENTS CORP 11500 N. MOPAC EXPRESSWAY AUSTIN, TX 78759	X			

Signatures

David G. Hugley as attorney-in-fact for Jeffrey L.
Kodosky

12/14/2010

__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).

(1) Shares were sold under Reporting Person's 10(b)5-1 Plan.

(2) The number of shares executed on December 6, 2010 was erroneously reported as 3,000. The actual number of shares executed was 2,000.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.6767 to \$35.75, inclusive. The reporting person undertakes to provide to National Instruments Corporation, any security holder of National Instruments Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.

By 401(k) Plan

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRAGER BERNARD M 601 WEST MARKET STREET LOUISVILLE, KY 40202	X	X	X	Chairman

Signatures

/s/ Bernard M. Trager
02/16/2009

**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).
- (1) Includes 105 shares of Class A Common Stock distributed to the reporting person under the Issuer's ESOP.
- (2) Gifts reported herein consisted of units representing an interest in the partnership's assets.
Teebank Family Limited Partnership is a family limited partnership of which the reporting person is a limited partner and of which the reporting person's wife is a limited partner and the reporting person's wife as a co-general partner in her capacity as trustee of a marital trust is a general partner. The reporting person is reporting the shares of the family limited partnership only to the extent of his pecuniary interest therein.
- (3) Jaytee Properties Limited Partnership is a family limited partnership of which the reporting person is a limited partner and of which the reporting person's wife is a limited partner and the reporting person's wife as a co-general partner in her capacity as trustee of a marital trust is a general partner. The reporting person is reporting the shares of the family limited partnership only to the extent of his pecuniary interest therein.
- (4) The final allocation of shares of Class A Common Stock held by the Issuer's ESOP was completed as of 12/31/08; therefore, unallocated shares are no longer being reported by the reporting person as a member of the Administrative Committee. Includes 3,989.2644 shares of Class A Common Stock allocated under the ESOP to the reporting person's adult son. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is a beneficial owner of such securities. Also includes 3,189.9120 shares of Class A Common Stock allocated to the reporting person under the ESOP.
- (5) Conversion of Class B Common Stock to Class A Common Stock is on a share for share basis.
- (6) Immediate.
- (7) None.
- (8) None.

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