

TRI Pointe Homes, Inc.
Form 4
July 11, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Black Diamond Arbitrage Offshore Ltd.

(Last) (First) (Middle)

2100 MCKINNEY AVENUE,
SUITE 1800

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRI Pointe Homes, Inc. [TPH]

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 or Price			
Common Stock	06/30/2014		P		84,749 A \$ 15.4336	3,259,402	I	See footnotes (1) (2)
Common Stock	06/30/2014		P		94,872 A \$ 15.4406	3,279,402	I	See footnotes (1) (2)
Common Stock	06/30/2014		P		20,000 A \$ 15.45	3,379,402	I	See footnotes (1) (2)
Common Stock	06/30/2014		P		100,000 A \$ 15.3931	3,386,183	I	See footnotes

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								<u>(1)</u> <u>(2)</u>
Common Stock	06/30/2014	P	6,781	A	\$ 15.465	3,436,183	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	06/30/2014	P	50,000	A	\$ 15.47	3,461,183	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	06/30/2014	P	25,000	A	\$ 15.4591	3,486,083	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	06/30/2014	P	24,900	A	\$ 15.475	3,486,683	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	06/30/2014	P	600	A	\$ 15.4764	3,487,683	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	06/30/2014	P	1,000	A	\$ 15.496	3,488,683	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	06/30/2014	P	1,000	A	\$ 15.5	3,495,083	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	06/30/2014	P	150,000	A	\$ 15.53	3,645,083	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	06/30/2014	P	50,000	A	\$ 15.48	3,695,083	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	06/30/2014	P	100,000	A	\$ 15.54	3,795,083	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	06/30/2014	P	50,000	A	\$ 15.56	3,845,083	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	06/30/2014	P	68,647	A	\$ 15.7237	3,913,730	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	07/01/2014	P	192,700	A	\$ 15.5384	4,106,430	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	07/02/2014	P	53,600	A	\$ 15.5729	4,160,030	I	See footnotes <u>(1)</u> <u>(2)</u>

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Common Stock	07/02/2014	P	25,000	A	\$ 15.6	4,185,030	I	See footnotes (1) (2)
Common Stock	07/02/2014	P	25,000	A	\$ 15.46	4,210,030	I	See footnotes (1) (2)
Common Stock	07/02/2014	P	25,000	A	\$ 15.5358	4,235,030	I	See footnotes (1) (2)

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

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

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Black Diamond Arbitrage Offshore Ltd. 2100 MCKINNEY AVENUE, SUITE 1800 DALLAS, TX 75201		X		
Black Diamond Thematic Offshore Ltd. 2100 MCKINNEY AVENUE, SUITE 1800 DALLAS, TX 75201		X		

Signatures

Carlson Capital, L.P. By: /s/ Clint D. Carlson,
President

07/10/2014

__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) The shares of Common Stock to which this relates are held directly by Black Diamond Offshore Ltd., a Cayman Islands exempted company ("Offshore"), Double Black Diamond Offshore Ltd., a Cayman Islands exempted company ("Double Offshore"), Black Diamond Relative Value Offshore Ltd., a Cayman Islands exempted company ("Relative Value Offshore"), Black Diamond Arbitrage Offshore Ltd., a Cayman Islands exempted company ("Arbitrage"), Black Diamond Thematic Offshore Ltd., a Cayman Islands exempted company ("Thematic" and together with Offshore, Double Offshore, Relative Value Offshore and Arbitrage, the "Funds") and three managed accounts (collectively, the "Accounts").

(2) Carlson Capital, L.P., a Delaware limited partnership ("Carlson Capital") serves as the investment manager to, and has the power to direct the affairs of, the Funds and the Accounts. Asgard Investment Corp. II, a Delaware corporation ("Asgard II") serves as the general partner of, and has the power to direct the affairs of, Carlson Capital. Asgard Investment Corp., a Delaware corporation ("Asgard"), is the sole stockholder of Asgard II. Mr. Clint D. Carlson, a U.S. citizen, serves as the president of, and has the power to direct the affairs of, Asgard II, Asgard and Carlson Capital. Each of the reporting persons disclaims beneficial ownership of the securities to which this Form 4 relates for the purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, except as to such extent of the reporting person's pecuniary interest in the securities.

Remarks:

This Form 4 was first filed electronically on July 10, 2014 under the EDGAR access codes of each of the reporting persons of the

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

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