

LENNAR CORP /NEW/
Form 8-K
February 10, 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 5, 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 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 February 5, 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 \$400 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. 333-179288 and the prospectus supplement dated February 5, 2014 and filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on February 6, 2014. The offering is expected to close on February 12, 2014, subject to customary closing conditions. A legal opinion relating to the Notes is also 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

- | | |
|-----|---|
| 1.1 | Underwriting Agreement, dated as of February 5, 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: February 10, 2014

Lennar Corporation

By: /s/ Bruce Gross

Name: Bruce Gross

Title: Vice President and Chief Financial Officer