

PULTEGROUP INC/MI/

Form 10-Q

October 23, 2018

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us-gaap:IntersegmentEliminationMember us-gaap:FinancialServiceMember 2018-07-01 2018-09-30 0000822416  
us-gaap:IntersegmentEliminationMember us-gaap:LandMember 2018-07-01 2018-09-30 0000822416  
srt:ParentCompanyMember us-gaap:FinancialServiceMember 2018-07-01 2018-09-30 0000822416  
srt:NonGuarantorSubsidiariesMember us-gaap:FinancialServiceMember 2018-07-01 2018-09-30 0000822416  
us-gaap:IntersegmentEliminationMember 2017-09-30 0000822416 srt:GuarantorSubsidiariesMember 2017-09-30  
0000822416 srt:NonGuarantorSubsidiariesMember 2016-12-31 0000822416 srt:NonGuarantorSubsidiariesMember  
2017-09-30 0000822416 srt:GuarantorSubsidiariesMember 2016-12-31 0000822416 srt:ParentCompanyMember  
2016-12-31 0000822416 srt:ParentCompanyMember 2017-09-30 0000822416  
us-gaap:IntersegmentEliminationMember 2016-12-31 phm:home phm:community xbrli:shares phm:lot iso4217:USD  
xbrli:pure iso4217:USD xbrli:shares phm:segment phm:claim

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

**[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended September 30, 2018**

or

**[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number 1-9804**

**PULTEGROUP, INC.**

(Exact name of registrant as specified in its charter)

**MICHIGAN 38-2766606**

(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

**3350 Peachtree Road NE, Suite 150**

**Atlanta, Georgia 30326**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (404) 978-6400**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

Number of common shares outstanding as of October 18, 2018: 280,861,332

**PULTEGROUP, INC.  
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**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements**

**PULTEGROUP, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(\$000's omitted)

	<b>September 30,</b>	<b>December 31,</b>
	<b>2018</b>	<b>2017</b>
	<b>(Unaudited)</b>	<b>(Note)</b>
<b>ASSETS</b>		
Cash and equivalents	\$ 728,631	\$ 272,683
Restricted cash	30,381	33,485
Total cash, cash equivalents, and restricted cash	759,012	306,168
House and land inventory	7,489,454	7,147,130
Land held for sale	65,905	68,384
Residential mortgage loans available-for-sale	349,784	570,600
Investments in unconsolidated entities	54,278	62,957
Other assets	797,976	745,123
Intangible assets	130,642	140,992
Deferred tax assets, net	408,029	645,295
	<b>\$ 10,055,080</b>	<b>\$ 9,686,649</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Liabilities:		
Accounts payable	\$ 465,833	\$ 393,815
Customer deposits	342,376	250,779
Accrued and other liabilities	1,251,518	1,356,333
Income tax liabilities	10,324	86,925
Financial Services debt	250,733	437,804
Notes payable	3,005,418	3,006,967
	5,326,202	5,532,623
Shareholders' equity	4,728,878	4,154,026
	<b>\$ 10,055,080</b>	<b>\$ 9,686,649</b>

Note: The Condensed Consolidated Balance Sheet at December 31, 2017 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements.

See accompanying Notes to Condensed Consolidated Financial Statements.



**PULTEGROUP, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(000's omitted, except per share data)  
(Unaudited)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
<b>Revenues:</b>				
Homebuilding				
Home sale revenues	\$2,572,236	\$2,055,891	\$6,933,888	\$5,606,953
Land sale and other revenues	25,510	28,215	104,971	39,848
	2,597,746	2,084,106	7,038,859	5,646,801
Financial Services	51,620	46,952	150,322	135,995
Total revenues	2,649,366	2,131,058	7,189,181	5,782,796
<b>Homebuilding Cost of Revenues:</b>				
Home sale cost of revenues	(1,954,160 )	(1,564,605 )	(5,276,232 )	(4,332,221 )
Land sale cost of revenues	(22,060 )	(25,123 )	(71,791 )	(115,950 )
	(1,976,220 )	(1,589,728 )	(5,348,023 )	(4,448,171 )
<b>Financial Services expenses</b>	(32,213 )	(29,304 )	(96,650 )	(86,150 )
<b>Selling, general, and administrative expenses</b>	(252,757 )	(237,495 )	(719,706 )	(689,974 )
<b>Other expense, net</b>	(3,488 )	(6,282 )	(6,753 )	(28,439 )
<b>Income before income taxes</b>	384,688	268,249	1,018,049	530,062
<b>Income tax expense</b>	(95,153 )	(90,710 )	(233,674 )	(160,255 )
<b>Net income</b>	\$289,535	\$177,539	\$784,375	\$369,807
<b>Per share:</b>				
Basic earnings	\$1.01	\$0.59	\$2.72	\$1.18
Diluted earnings	\$1.01	\$0.58	\$2.71	\$1.18
Cash dividends declared	\$0.09	\$0.09	\$0.27	\$0.27
<b>Number of shares used in calculation:</b>				
Basic	283,489	298,538	285,127	309,453
Effect of dilutive securities	1,183	1,690	1,301	1,861
Diluted	284,672	300,228	286,428	311,314

See accompanying Notes to Condensed Consolidated Financial Statements.

**PULTEGROUP, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(\$000's omitted)  
(Unaudited)

	<b>Three Months Ended September 30, 2018</b>		<b>Nine Months Ended September 30, 2018</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Net income	\$289,535	\$177,539	\$784,375	\$369,807
Other comprehensive income, net of tax:				
Change in value of derivatives	25	20	75	61
Other comprehensive income	25	20	75	61
Comprehensive income	\$289,560	\$177,559	\$784,450	\$369,868

See accompanying Notes to Condensed Consolidated Financial Statements.

**PULTEGROUP, INC.**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(000's omitted, except per share data)  
(Unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Shares	\$				
<b>Shareholders' Equity, January 1, 2018</b>	286,752	\$ 2,868	\$ 3,171,542	\$ (445 )	\$ 980,061	\$ 4,154,026
Cumulative effect of accounting change (see <a href="#">Note 1</a> )	—	—	—	—	22,411	22,411
Stock option exercises	514	5	5,457	—	—	5,462
Share issuances, net of cancellations	874	9	3,474	—	—	3,483
Dividends declared	—	—	—	—	(77,673 )	(77,673 )
Share repurchases	(6,073 )	(61 )	(284 )	—	(179,094 )	(179,439 )
Share-based compensation	—	—	16,158	—	—	16,158
Net income	—	—	—	—	784,375	784,375
Other comprehensive income	—	—	—	75	—	75
<b>Shareholders' Equity, September 30, 2018</b>	282,067	\$ 2,821	\$ 3,196,347	\$ (370 )	\$ 1,530,080	\$ 4,728,878
<b>Shareholders' Equity, January 1, 2017</b>	319,090	\$ 3,191	\$ 3,116,490	\$ (526 )	\$ 1,540,208	\$ 4,659,363
Cumulative effect of accounting change	—	—	(406 )	—	18,643	18,237
Stock option exercises	1,954	20	22,745	—	—	22,765
Share issuances, net of cancellations	741	10	3,555	—	—	3,565
Dividends declared	—	—	—	—	(83,685 )	(83,685 )
Share repurchases	(27,849 )	(281 )	—	—	(665,531 )	(665,812 )
Share-based compensation	—	—	20,784	—	—	20,784
Net income	—	—	—	—	369,807	369,807
Other comprehensive income	—	—	—	61	—	61
<b>Shareholders' Equity, September 30, 2017</b>	293,936	\$ 2,940	\$ 3,163,168	\$ (465 )	\$ 1,179,442	\$ 4,345,085

See accompanying Notes to Condensed Consolidated Financial Statements.

**PULTEGROUP, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(\$000's omitted)  
(Unaudited)

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>
<b>Cash flows from operating activities:</b>		
Net income	\$784,375	\$369,807
Adjustments to reconcile net income to net cash from operating activities:		
Deferred income tax expense	230,335	127,856
Land-related charges	13,973	131,254
Depreciation and amortization	36,717	38,689
Share-based compensation expense	21,521	26,505
Other, net	(3,466)	(1,438)
Increase (decrease) in cash due to:		
Inventories	(263,734)	(758,006)
Residential mortgage loans available-for-sale	218,900	173,148
Other assets	(22,117)	22,120
Accounts payable, accrued and other liabilities	(1,524)	122,544
Net cash provided by (used in) operating activities	1,014,980	252,479
<b>Cash flows from investing activities:</b>		
Capital expenditures	(46,529)	(23,548)
Investments in unconsolidated entities	(1,000)	(22,007)
Other investing activities, net	15,545	5,788
Net cash provided by (used in) investing activities	(31,984)	(39,767)
<b>Cash flows from financing activities:</b>		
Repayments of debt	(82,655)	(7,001)
Borrowings under revolving credit facility	1,566,000	971,000
Repayments under revolving credit facility	(1,566,000)	(888,000)
Financial Services borrowings (repayments)	(187,071)	(85,797)
Debt issuance costs	(8,165)	—
Stock option exercises	5,462	22,765
Share repurchases	(179,439)	(665,812)
Dividends paid	(78,284)	(86,018)
Net cash provided by (used in) financing activities	(530,152)	(738,863)
Net increase (decrease) in cash, cash equivalents, and restricted cash	452,844	(526,151)
Cash, cash equivalents, and restricted cash at beginning of period	306,168	723,248
Cash, cash equivalents, and restricted cash at end of period	\$759,012	\$197,097
<b>Supplemental Cash Flow Information:</b>		
Interest paid (capitalized), net	\$16,747	\$11,516
Income taxes paid, net	\$88,544	\$17,206

See accompanying Notes to Condensed Consolidated Financial Statements.

**PULTEGROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**1. Basis of presentation**

PulteGroup, Inc. is one of the largest homebuilders in the United States ("U.S."), and our common shares trade on the New York Stock Exchange under the ticker symbol "PHM". Unless the context otherwise requires, the terms "PulteGroup", the "Company", "we", "us", and "our" used herein refer to PulteGroup, Inc. and its subsidiaries. While our subsidiaries engage primarily in the homebuilding business, we also engage in mortgage banking operations, conducted through Pulte Mortgage LLC ("Pulte Mortgage"), title services, and insurance brokerage operations.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal, recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the interim periods presented are not necessarily indicative of the results that may be expected for the full year. These financial statements should be read in conjunction with our consolidated financial statements and footnotes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2017.

*Use of estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

*Reclassifications*

Certain prior period amounts have been reclassified to conform to the current year presentation.

*Subsequent events*

We evaluated subsequent events up until the time the financial statements were filed with the Securities and Exchange Commission (the "SEC").

*Other expense, net*

Other expense, net consists of the following (\$000's omitted):

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Write-offs of deposits and pre-acquisition costs	\$ (3,136)	\$ (2,680)	\$ (7,398)	\$ (9,397)
Amortization of intangible assets	(3,450)	(3,450)	(10,350)	(10,350)
Interest income	1,842	485	3,240	1,917
Interest expense	(152)	(101)	(460)	(371)
Equity in earnings (loss) of unconsolidated entities (a)	886	415	2,112	(4,154)
Miscellaneous, net	522	(951)	6,103	(6,084)

Total other expense, net					
		\$ (3,488 )	\$ (6,282 )	\$ (6,753 )	\$ (28,439 )

(a) *Includes an \$8.0 million impairment of an investment in an unconsolidated entity in the nine months ended September 30, 2017 (see Note 2).*

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**PULTEGROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

*Revenue recognition*

Home sale revenues - Home sale revenues and related profit are generally recognized when title to and possession of the home are transferred to the buyer at the home closing date. Our performance obligation to deliver the agreed-upon home is generally satisfied in less than one year from the original contract date. Home sale contract assets consist of cash from home closings held in escrow for our benefit, typically for less than five days, which are considered deposits in-transit and classified as cash. Contract liabilities include customer deposit liabilities related to sold but undelivered homes, which totaled \$342.4 million and \$250.8 million at September 30, 2018 and December 31, 2017, respectively. Substantially all of our home sales are scheduled to close and be recorded to revenue within one year from the date of receiving a customer deposit. See Note 8 for information on warranties and related obligations.

Land sale revenues - We periodically elect to sell parcels of land to third parties in the event such assets no longer fit into our strategic operating plans or are zoned for commercial or other development. Land sales are generally outright sales of specified land parcels with cash consideration due on the closing date, which is generally when performance obligations are satisfied. During the nine months ended September 30, 2018, we closed on a number of land sale transactions that generated gains totaling \$28.9 million, as the proceeds from the sales exceeded the cost basis of the land. Substantially all performance obligations related to these transactions were satisfied at closing.

Financial services revenues - Loan origination fees, commitment fees, and certain direct loan origination costs are recognized as incurred. Expected gains and losses from the sale of residential mortgage loans and their related servicing rights are included in the measurement of written loan commitments that are accounted for at fair value through Financial Services revenues at the time of commitment. Subsequent changes in the fair value of these loans are reflected in Financial Services revenues as they occur. Interest income is accrued from the date a mortgage loan is originated until the loan is sold. Mortgage servicing fees represent fees earned for servicing loans for various investors. Servicing fees are based on a contractual percentage of the outstanding principal balance and are credited to income when related mortgage payments are received or the sub-servicing fees are earned.

Revenues associated with our title operations are recognized as closing services are rendered and title insurance policies are issued, both of which generally occur as each home is closed. Insurance brokerage commissions relate to commissions on homeowner and other insurance policies placed with third party carriers through various agency channels. Our performance obligations for policy renewal commissions are satisfied upon issuance of the initial policy, and related contract assets for estimated future renewal commissions are included in other assets and totaled \$30.4 million at September 30, 2018. Contract assets totaling \$27.7 million were recognized on January 1, 2018, in conjunction with the adoption of Accounting Standards Codification ("ASC") 606, "Revenue from Contracts with Customers" ("ASC 606"). Refer to "*New accounting pronouncements*" within Note 1 for further discussion.

*Earnings per share*

Basic earnings per share is computed by dividing income available to common shareholders (the "Numerator") by the weighted-average number of common shares outstanding, adjusted for unvested shares (the "Denominator") for the period. Computing diluted earnings per share is similar to computing basic earnings per share, except that the Denominator is increased to include the dilutive effects of stock options, unvested restricted shares, unvested restricted share units, and other potentially dilutive instruments. Any stock options that have an exercise price greater than the average market price are considered to be anti-dilutive and are excluded from the diluted earnings per share calculation.

In accordance with ASC 260 "Earnings Per Share", the two-class method determines earnings per share for each class of common stock and participating securities according to an earnings allocation formula that adjusts the Numerator for dividends or dividend equivalents and participation rights in undistributed earnings. Unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents are participating securities and, therefore, are included in computing earnings per share pursuant to the two-class method. Our outstanding restricted share awards, restricted share units, and deferred shares are considered participating securities. The following table presents the earnings per common share (000's omitted, except per share data):

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**PULTEGROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
<b>Numerator:</b>				
Net income	\$289,535	\$177,539	\$784,375	\$369,807
Less: earnings distributed to participating securities	(279 )	(294 )	(874 )	(899 )
Less: undistributed earnings allocated to participating securities	(2,871 )	(1,645 )	(7,752 )	(2,837 )
Numerator for basic earnings per share	\$286,385	\$175,600	\$775,749	\$366,071
Add back: undistributed earnings allocated to participating securities	2,871	1,645	7,752	2,837
Less: undistributed earnings reallocated to participating securities	(2,859 )	(1,636 )	(7,724 )	(2,820 )
Numerator for diluted earnings per share	\$286,397	\$175,609	\$775,777	\$366,088
<b>Denominator:</b>				
Basic shares outstanding	283,489	298,538	285,127	309,453
Effect of dilutive securities	1,183	1,690	1,301	1,861
Diluted shares outstanding	284,672	300,228	286,428	311,314
<b>Earnings per share:</b>				
Basic	\$1.01	\$0.59	\$2.72	\$1.18
Diluted	\$1.01	\$0.58	\$2.71	\$1.18

*Residential mortgage loans available-for-sale*

Substantially all of the loans originated by us are sold in the secondary mortgage market within a short period of time after origination, generally within 30 days. At September 30, 2018 and December 31, 2017, residential mortgage loans available-for-sale had an aggregate fair value of \$349.8 million and \$570.6 million, respectively, and an aggregate outstanding principal balance of \$341.8 million and \$553.5 million, respectively. The net gain (loss) resulting from changes in fair value of these loans totaled \$(0.7) million and \$0.7 million for the three months ended September 30, 2018 and 2017, respectively, and \$(1.0) million and \$(3.4) million for the nine months ended September 30, 2018 and 2017, respectively. These changes in fair value were substantially offset by changes in the fair value of corresponding hedging instruments. Net gains from the sale of mortgages were \$27.8 million and \$27.1 million for the three months ended September 30, 2018 and 2017, respectively, and \$83.9 million and \$80.1 million for the nine months ended September 30, 2018 and 2017, respectively, and have been included in Financial Services revenues.

*Derivative instruments and hedging activities*

We are party to interest rate lock commitments ("IRLCs") with customers resulting from our mortgage origination operations. At September 30, 2018 and December 31, 2017, we had aggregate IRLCs of \$434.9 million and \$210.9 million, respectively, which were originated at interest rates prevailing at the date of commitment. Since we can terminate a loan commitment if the borrower does not comply with the terms of the contract, and some loan commitments may expire without being drawn upon, these commitments do not necessarily represent future cash requirements. We evaluate the creditworthiness of these transactions through our normal credit policies.

We hedge our exposure to interest rate market risk relating to residential mortgage loans available-for-sale and IRLCs using forward contracts on mortgage-backed securities, which are commitments to either purchase or sell a specified financial instrument at a specified future date for a specified price, and whole loan investor commitments, which are obligations of an investor to buy loans at a specified price within a specified time period. Forward contracts on mortgage-backed securities are the predominant derivative financial instruments we use to minimize market risk during the period from the time we extend an interest rate lock to a loan applicant until the time the loan is sold to an investor. At September 30, 2018 and December 31, 2017, we had unexpired forward contracts of \$579.0 million and \$522.0 million, respectively, and whole loan investor

**PULTEGROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

commitments of \$171.4 million and \$203.1 million, respectively. Changes in the fair value of IRLCs and other derivative financial instruments are recognized in Financial Services revenues, and the fair values are reflected in other assets or other liabilities, as applicable.

There are no credit-risk-related contingent features within our derivative agreements, and counterparty risk is considered minimal. Gains and losses on IRLCs and residential mortgage loans available-for-sale are substantially offset by corresponding gains or losses on forward contracts on mortgage-backed securities and whole loan investor commitments. We are generally not exposed to variability in cash flows of derivative instruments for more than approximately 60 days. The fair values of derivative instruments and their locations in the Condensed Consolidated Balance Sheets are summarized below (\$000's omitted):

	<b>September 30, 2018</b>		<b>December 31, 2017</b>	
	<b>Other Assets</b>	<b>Accrued and Other Liabilities</b>	<b>Other Assets</b>	<b>Accrued and Other Liabilities</b>
Interest rate lock commitments	\$10,536	\$ 1,275	\$5,990	\$ 407
Forward contracts	2,865	239	432	817
Whole loan commitments	943	326	794	941
	\$14,344	\$ 1,840	\$7,216	\$ 2,165

*New accounting pronouncements*

On January 1, 2018, we adopted ASC 606, which is a comprehensive new revenue recognition model that requires revenue to be recognized in a manner to depict the transfer of goods or services and satisfaction of performance obligations to a customer at an amount that reflects the consideration expected to be received in exchange for those goods or services. We applied the modified retrospective method to contracts that were not completed as of January 1, 2018. Results for reporting periods beginning after January 1, 2018 are presented under ASC 606, while prior period amounts are not adjusted and continue to be reported under the previous accounting standards. We recorded a net increase to opening retained earnings of \$22.4 million, net of tax, as of January 1, 2018, due to the cumulative impact of adopting ASC 606, with the impact primarily related to the recognition of contract assets for insurance brokerage commission renewals. There was not a material impact to revenues as a result of applying ASC 606 for the nine months ended September 30, 2018, and there have not been significant changes to our business processes, systems, or internal controls as a result of implementing the standard.

We adopted Accounting Standards Update ("ASU") No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments" ("ASU 2016-15"), as of January 1, 2018, on a retrospective basis. ASU 2016-15 addresses several specific cash flow issues. The adoption of ASU 2016-15 had no effect on our financial statements.

ASC 842, "Leases", becomes effective for us for annual and interim periods beginning January 1, 2019. The standard requires a modified retrospective transition approach for all leases existing at, or entered into after, the date of initial application. While the recognition of right-of-use assets and related liabilities will have a material effect on our consolidated balance sheets, we do not expect a material impact on our consolidated statements of operations or cash flows. We continue to evaluate the full impact of the new standard, including the impact on our business processes, systems, and internal controls.

In June 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments", which changes the impairment model for most financial assets and certain other instruments from an "incurred loss" approach to a new "expected credit loss" methodology. The standard is effective for us for annual and interim periods beginning January 1, 2020, with early adoption permitted, and requires full retrospective application on adoption. We are currently evaluating the impact the standard will have on our financial statements.

In January 2017, the FASB issued ASU No. 2017-04, "Intangibles - Goodwill and Other (Topic 350): Simplifying the Accounting for Goodwill Impairment", which removes the requirement to perform a hypothetical purchase price allocation to measure goodwill impairment. Under the new standard, goodwill impairment will now be determined by evaluating the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The standard is effective for us for annual and interim periods beginning January 1, 2020, with early adoption permitted, and applied prospectively. We do not expect the standard to have a material impact on our financial statements.

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**2. Inventory**

Major components of inventory were as follows (\$000's omitted):

	<b>September 30, December 31,</b>	
	<b>2018</b>	<b>2017</b>
Homes under construction	\$ 2,992,687	\$ 2,421,405
Land under development	4,002,007	4,135,814
Raw land	494,760	589,911
	<b>\$ 7,489,454</b>	<b>\$ 7,147,130</b>

We capitalize interest cost into inventory during the active development and construction of our communities. In all periods presented, we capitalized all Homebuilding interest costs into inventory because the level of our active inventory exceeded our debt levels. Information related to interest capitalized into inventory is as follows (\$000's omitted):

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Interest in inventory, beginning of period	\$243,627	\$212,850	\$226,611	\$186,097
Interest capitalized	42,743	46,077	130,474	135,949
Interest expensed	(43,583 )	(36,381 )	(114,298 )	(99,500 )
Interest in inventory, end of period	\$242,787	\$222,546	\$242,787	\$222,546

*Land option agreements*

We enter into land option agreements in order to procure land for the construction of homes in the future. Pursuant to these land option agreements, we generally provide a deposit to the seller as consideration for the right to purchase land at different times in the future, usually at predetermined prices. Such contracts enable us to defer acquiring portions of properties owned by third parties or unconsolidated entities until we have determined whether and when to exercise our option, which reduces our financial risks associated with long-term land holdings. Option deposits and pre-acquisition costs (such as environmental testing, surveys, engineering, and entitlement costs) are capitalized if the costs are directly identifiable with the land under option, the costs would be capitalized if we owned the land, and acquisition of the property is probable. Such costs are reflected in other assets and are reclassified to inventory upon taking title to the land. We write off deposits and pre-acquisition costs when it becomes probable that we will not go forward with the project or recover the capitalized costs. Such decisions take into consideration changes in local market conditions, the timing of required land purchases, the availability and best use of necessary incremental capital, and other factors. We record any such write-offs of deposits and pre-acquisition costs within other expense, net.

If an entity holding the land under option is a variable interest entity ("VIE"), our deposit represents a variable interest in that entity. No VIEs required consolidation at either September 30, 2018 or December 31, 2017 because we determined that we were not the VIEs' primary beneficiary. Our maximum exposure to loss related to these VIEs is generally limited to our deposits and pre-acquisition costs under the land option agreements.



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The following provides a summary of our interests in land option agreements as of September 30, 2018 and December 31, 2017 (\$000's omitted):

	<b>September 30, 2018</b>		<b>December 31, 2017</b>	
	Deposits and Pre-acquisition Costs	Remaining Purchase Price	Deposits and Pre-acquisition Costs	Remaining Purchase Price
Land options with VIEs	\$85,173	\$1,167,087	\$78,889	\$977,480
Other land options	159,395	1,571,768	129,098	1,485,099
	\$244,568	\$2,738,855	\$207,987	\$2,462,579

*Land-related charges*

We incurred the following land-related charges in the second quarter of 2017 (\$000's omitted):

	<b>Statement of Operations Classification</b>	
Net realizable value adjustments ("NRV") - land held for sale	Land sale cost of revenues	\$81,006
Land inventory impairments	Home sale cost of revenues	31,487
Impairments of unconsolidated entities	Other expense, net	8,017
Write-offs of deposits and pre-acquisition costs	Other expense, net	5,063
Total land-related charges		\$125,573

We periodically elect to sell parcels of land to third parties in the event such assets no longer fit into our strategic operating plans or are zoned for commercial or other development. The NRV adjustments outlined above resulted primarily from a plan we announced in May 2017 to sell select non-core and underutilized land parcels following a strategic review of our land portfolio, pursuant to which it was determined that we would sell certain inactive land parcels, representing approximately 17 communities and 4,600 lots. These land parcels were located in diverse geographic areas and no longer fit into our strategic plans. The land parcels identified for sale included: land requiring significant additional development spend that would not yield suitable returns; land in excess of near-term need; and land entitled for certain product types inconsistent with our primary offerings. As a consequence of the change in strategy with respect to the future use of these land parcels, we recorded NRV adjustments totaling \$81.0 million relating to inventory with a pre-NRV carrying value of \$151.0 million. The estimated fair values of these inactive land parcels held for sale were generally based on comparisons to market comparable transactions, letters of intent, active negotiations with market participants, or similar market-based information supplemented in certain instances by estimated future net cash flows discounted for inherent risk associated with each underlying asset.

Land inventory impairments relate to communities that are either active or that we intend to eventually open and build out. As part of the May 2017 strategic review, we decided to accelerate the monetization of two small communities primarily through a combination of changing the product offerings and lowering the sales prices within the communities. This decision resulted in land impairments of \$31.5 million in the second quarter of 2017.

We determine the fair value of a community's inventory, and any related impairments, using a combination of discounted cash flow models and market comparable transactions, where available. These estimated cash flows are significantly impacted by estimates related to expected average selling prices, expected sales paces, expected land

development and construction timelines, and anticipated land development, construction, and overhead costs. The assumptions used in the discounted cash flow models are specific to each community, which may be located in a variety of geographic markets, and offer homes at sales prices reflective of the product offering and market. Accordingly, determining the fair value of a community's inventory involves a number of variables, many of which are interrelated.



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The table below summarizes certain quantitative unobservable inputs utilized in determining the fair value of the assets for which the impairments were recorded in the second quarter of 2017:

	<b>Range</b>
Average selling price (\$000s)	\$253 to \$461
Sales pace per quarter (units)	5 to 9
Discount rate	18% to 25%

Our evaluations for impairments are based on our best estimates of the future cash flows to be generated from our communities. Due to uncertainties in the estimation process, the significant volatility in demand for new housing, the long life cycles of many communities, and potential changes in our strategy related to certain communities, actual results could differ significantly from such estimates.

### **3. Segment information**

Our Homebuilding operations are engaged in the acquisition and development of land primarily for residential purposes within the U.S. and the construction of housing on such land. For reporting purposes, our Homebuilding operations are aggregated into six reportable segments:

Northeast: *Connecticut, Maryland, Massachusetts, New Jersey, New York, Pennsylvania, Virginia*

Southeast: *Georgia, North Carolina, South Carolina, Tennessee*

Florida: *Florida*

Midwest: *Illinois, Indiana, Kentucky, Michigan, Minnesota, Missouri, Ohio*

Texas: *Texas*

West: *Arizona, California, Nevada, New Mexico, Washington*

We also have a reportable segment for our Financial Services operations, which consist principally of mortgage banking and title operations and operate generally in the same markets as the Homebuilding segments.

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	<b>Operating Data by Segment</b>			
	<b>(\$000's omitted)</b>			
	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
<b>Revenues:</b>				
Northeast	\$185,614	\$168,371	\$518,676	\$425,275
Southeast	451,600	393,905	1,271,730	1,104,149
Florida	506,670	338,078	1,311,016	1,015,795
Midwest	412,803	406,126	1,066,775	1,008,617
Texas	347,986	269,997	925,317	793,207
West	693,073	507,629	1,945,345	1,299,758
	2,597,746	2,084,106	7,038,859	5,646,801
Financial Services	51,620	46,952	150,322	135,995
Consolidated revenues	\$2,649,366	\$2,131,058	\$7,189,181	\$5,782,796
<b>Income (loss) before income taxes (a):</b>				
Northeast	\$18,938	\$21,046	\$53,408	\$(12,803 )
Southeast	51,920	45,109	146,735	117,749
Florida (b)	73,802	52,191	186,238	132,824
Midwest	52,438	59,636	123,889	115,463
Texas	55,382	42,727	136,777	122,045
West (c)	138,698	75,753	382,317	107,987
Other homebuilding (d)	(26,123 )	(45,999 )	(65,497 )	(103,441 )
	365,055	250,463	963,867	479,824
Financial Services	19,633	17,786	54,182	50,238
Consolidated income before income taxes	\$384,688	\$268,249	\$1,018,049	\$530,062

(a) Includes land-related charges, as summarized in the table below.

(b) Florida includes a warranty charge of \$12.3 million for the nine months ended September 30, 2017 related to a closed-out community (see Note 8).

(c) West includes gains of \$26.4 million related to two land sale transactions in California in the nine months ended September 30, 2018.

Other homebuilding includes the amortization of intangible assets and capitalized interest and other items not allocated to the operating segments. Other homebuilding also includes insurance reserve reversals of \$37.9 million (d) and \$19.8 million for the nine months ended September 30, 2018 and 2017, respectively, and write-offs of \$5.3 million and \$20.3 million of insurance receivables associated with the resolution of certain insurance matters in the three and nine months ended September 30, 2017, respectively (see Note 8).

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**Operating Data by Segment**  
**(\$000's omitted)**  
**Three Months    Nine Months**  
**Ended            Ended**  
**September 30,    September 30,**  
**2018    2017    2018    2017**

**Land-related charges\*:**

Northeast	\$1,385	\$1,184	\$3,068	\$51,102
Southeast	663	889	2,394	1,847
Florida	262	109	671	8,862
Midwest	4,960	(393 )	6,078	7,703
Texas	47	51	317	898
West	425	306	786	56,747
Other homebuilding	391	—	659	4,095
	\$8,133	\$2,146	\$13,973	\$131,254

*Land-related charges include land impairments, net realizable value adjustments on land held for sale, impairments of investments in unconsolidated entities, and write-offs of deposits and pre-acquisition costs for land option contracts we elected not to pursue (see [Note 2](#)). Other homebuilding consists primarily of write-offs of capitalized interest related to such land-related charges.*

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**Operating Data by Segment**

**(\$000's omitted)**

**September 30, 2018**

	<b>Homes Under Construction</b>	<b>Land Under Development</b>	<b>Raw Land</b>	<b>Total Inventory</b>	<b>Total Assets</b>
Northeast	\$ 339,103	\$ 256,014	\$ 84,066	\$ 679,183	\$ 809,194
Southeast	497,241	645,915	79,846	1,223,002	1,388,798
Florida	528,092	885,220	73,209	1,486,521	1,632,772
Midwest	366,559	426,349	27,375	820,283	904,671
Texas	333,250	424,500	88,376	846,126	917,529
West	871,553	1,093,490	121,685	2,086,728	2,280,912
Other homebuilding (a)	56,889	270,519	20,203	347,611	1,658,881
	2,992,687	4,002,007	494,760	7,489,454	9,592,757
Financial Services	—	—	—	—	462,323
	\$ 2,992,687	\$ 4,002,007	\$ 494,760	\$ 7,489,454	\$ 10,055,080

**Operating Data by Segment**

**(\$000's omitted)**

**December 31, 2017**

	<b>Homes Under Construction</b>	<b>Land Under Development</b>	<b>Raw Land</b>	<b>Total Inventory</b>	<b>Total Assets</b>
Northeast	\$ 234,413	\$ 327,599	\$ 73,574	\$ 635,586	\$ 791,511
Southeast	433,411	613,626	121,238	1,168,275	1,287,992
Florida	359,651	876,856	109,069	1,345,576	1,481,837
Midwest	299,896	476,694	28,482	805,072	877,282
Texas	251,613	435,018	87,392	774,023	859,847
West	798,706	1,137,940	147,493	2,084,139	2,271,328
Other homebuilding (a)	43,715	268,081	22,663	334,459	1,469,234
	2,421,405	4,135,814	589,911	7,147,130	9,039,031
Financial Services	—	—	—	—	647,618
	\$ 2,421,405	\$ 4,135,814	\$ 589,911	\$ 7,147,130	\$ 9,686,649

(a) *Other homebuilding primarily includes cash and equivalents, capitalized interest, intangibles, deferred tax assets, and other corporate items that are not allocated to the operating segments.*

**4. Debt**

*Notes payable*

Our senior notes are summarized as follows (\$000's omitted):

	<b>September 30, 2018</b>	<b>December 31, 2017</b>
4.250% unsecured senior notes due March 2021 (a)	\$ 700,000	\$ 700,000
5.500% unsecured senior notes due March 2026 (a)	700,000	700,000

5.000% unsecured senior notes due January 2027 (a)	600,000	600,000
7.875% unsecured senior notes due June 2032 (a)	300,000	300,000
6.375% unsecured senior notes due May 2033 (a)	400,000	400,000
6.000% unsecured senior notes due February 2035 (a)	300,000	300,000
Net premiums, discounts, and issuance costs (b)	(13,200	) (13,057
Total senior notes	2,986,800	2,986,943
Other notes payable	18,618	20,024
Notes payable	\$ 3,005,418	\$ 3,006,967
Estimated fair value	\$ 2,959,080	\$ 3,263,774

(a) Redeemable prior to maturity; guaranteed on a senior basis by certain wholly-owned subsidiaries.

(b) The carrying value of senior notes reflects the impact of premiums, discounts, and issuance costs that are amortized to interest cost over the respective terms of the senior notes.

Other notes payable include non-recourse and limited recourse collateralized notes with third parties that totaled \$18.6 million and \$20.0 million at September 30, 2018 and December 31, 2017, respectively. These notes have maturities ranging up to three years, are secured by the applicable land positions to which they relate, and have no recourse to any other assets. The stated interest rates on these notes range up to 8.01%.

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*Revolving credit facility*

In June 2018, we entered into the Second Amended and Restated Credit Agreement ("Revolving Credit Facility") which replaced the Company's previous credit agreement. The Revolving Credit Facility contains substantially similar terms to the previous credit agreement and extended the maturity date from June 2019 to June 2023. The Revolving Credit Facility has a maximum borrowing capacity of \$1.0 billion and contains an uncommitted accordion feature that could increase the capacity to \$1.5 billion, subject to certain conditions and availability of additional bank commitments. The Revolving Credit Facility also provides for the issuance of letters of credit that reduce the available borrowing capacity under the Revolving Credit Facility, with a sublimit of \$500.0 million at September 30, 2018. The interest rate on borrowings under the Revolving Credit Facility may be based on either the London Interbank Offered Rate ("LIBOR") or a base rate plus an applicable margin, as defined therein. We had no borrowings outstanding at September 30, 2018 and December 31, 2017, and \$219.6 million and \$235.5 million of letters of credit issued under the Revolving Credit Facility at September 30, 2018 and December 31, 2017, respectively.

The Revolving Credit Facility contains financial covenants that require us to maintain a minimum Tangible Net Worth, a minimum Interest Coverage Ratio, and a maximum Debt-to-Capitalization Ratio (as each term is defined in the Revolving Credit Facility). As of September 30, 2018, we were in compliance with all covenants. Our available and unused borrowings under the Revolving Credit Facility, net of outstanding letters of credit, amounted to \$780.4 million and \$764.5 million at September 30, 2018 and December 31, 2017, respectively.

*Joint venture debt*

At September 30, 2018, aggregate outstanding debt of unconsolidated joint ventures was \$49.5 million, of which \$49.4 million was related to one joint venture in which we have a 50% interest. In connection with this loan, we and our joint venture partner provided customary limited recourse guaranties under which our maximum financial loss exposure is limited to our pro rata share of the debt outstanding. The limited guaranties include, but are not limited to: (i) completion of certain aspects of the project, (ii) an environmental indemnity provided to the lender, and (iii) an indemnification of the lender from certain "bad boy acts" of the joint venture.

*Financial Services debt*

Pulte Mortgage maintains a master repurchase agreement with third party lenders. In August 2018, Pulte Mortgage entered into an amended and restated repurchase agreement (the "Repurchase Agreement") that extended the effective date to August 2019. The maximum aggregate commitment is \$400.0 million at September 30, 2018, which increases to \$520.0 million during the seasonally high borrowing period from December 26, 2018 through January 14, 2019. At all other times, the maximum aggregate commitment ranges from \$240.0 million to \$400.0 million. The purpose of changes in capacity during the term of the agreement is to lower associated fees during seasonally lower volume periods of mortgage origination activity. Borrowings under the Repurchase Agreement are secured by residential mortgage loans available-for-sale. The Repurchase Agreement contains various affirmative and negative covenants applicable to Pulte Mortgage, including quantitative thresholds related to net worth, net income, and liquidity. Pulte Mortgage had \$250.7 million and \$437.8 million outstanding under the Repurchase Agreement at September 30, 2018 and December 31, 2017, respectively, and was in compliance with all of its covenants and requirements as of such dates.

**5. Shareholders' equity**

During the nine months ended September 30, 2018, we declared cash dividends totaling \$77.7 million and repurchased 5.8 million shares under our repurchase authorization for \$172.1 million. For the nine months ended September 30, 2017, we declared cash dividends totaling \$83.7 million and repurchased 27.8 million shares under our repurchase authorization for \$659.8 million. At September 30, 2018, we had remaining authorization to repurchase \$422.4 million of common shares.

Under our share-based compensation plans, we accept shares as payment under certain conditions related to stock option exercises and vesting of shares, generally related to the payment of minimum tax obligations. During the nine months ended September 30, 2018 and 2017, participants surrendered shares valued at \$7.4 million and \$6.0 million, respectively, under these plans. Such share transactions are excluded from the above noted share repurchase authorization.

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**6. Income taxes**

Our effective tax rate for the three and nine months ended September 30, 2018 was 24.7% and 23.0%, respectively, compared to 33.8% and 30.2%, respectively, for the same periods in 2017. For the three months ended September 30, 2018, our effective tax rate differs from the federal statutory rate primarily due to state income tax expense on current year earnings. For the nine months ended September 30, 2018, our effective tax rate differs from the federal statutory rate primarily due to state income tax expense on current year earnings, tax benefits due to Internal Revenue Service acceptance of an accounting method change applicable to the 2017 tax year, energy credits, and tax law changes. For the same periods in the prior year, our effective tax rate differed from the federal statutory rate primarily due to state income tax expense on current year earnings, the favorable resolution of certain state income tax matters, the domestic production activities deduction, and tax law changes. Our effective tax rates for the three and nine months ended September 30, 2018 are lower than the prior year periods primarily due to the federal statutory rate reduction from 35% in 2017 to 21% in 2018 due to the Tax Cuts and Jobs Act (the "Tax Act"), which was enacted on December 22, 2017.

We have not fully completed our accounting for the income tax effects of the Tax Act. As discussed in the SEC Staff Accounting Bulletin No. 118, the accounting for the Tax Act should be completed within one year from the Tax Act enactment. During the three and nine months ended September 30, 2018, we have made no material adjustments to the provisional amounts recorded at December 31, 2017. Adjustments to the provisional amounts recorded at December 31, 2017 will be reflected upon the completion of our accounting for the Tax Act.

At September 30, 2018 and December 31, 2017, we had deferred tax assets, net of deferred tax liabilities and valuation allowance, of \$408.0 million and \$645.3 million, respectively. The accounting for deferred taxes is based upon estimates of future results. Differences between estimated and actual results could result in changes in the valuation of deferred tax assets that could have a material impact on our consolidated results of operations or financial position. Changes in existing tax laws could also affect actual tax results and the realization of deferred tax assets over time.

Unrecognized tax benefits represent the difference between tax positions taken or expected to be taken in a tax return and the benefits recognized for financial statement purposes. At September 30, 2018 and December 31, 2017, we had \$20.7 million and \$48.6 million, respectively, of gross unrecognized tax benefits and \$5.4 million and \$4.9 million, respectively, of related accrued interest and penalties. It is reasonably possible within the next twelve months that our gross unrecognized tax benefits may decrease by up to \$12.0 million, excluding interest and penalties, primarily due to potential audit settlements.



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**7. Fair value disclosures**

ASC 820, "Fair Value Measurements and Disclosures," provides a framework for measuring fair value in generally accepted accounting principles and establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The fair value hierarchy can be summarized as follows:

Level 1 Fair value determined based on quoted prices in active markets for identical assets or liabilities.

Level 2 Fair value determined using significant observable inputs, generally either quoted prices in active markets for similar assets or liabilities or quoted prices in markets that are not active.

Level 3 Fair value determined using significant unobservable inputs, such as pricing models, discounted cash flows, or similar techniques.

Our assets and liabilities measured or disclosed at fair value are summarized below (\$000's omitted):

<b>Financial Instrument</b>	<b>Fair Value Hierarchy</b>	<b>Fair Value September 30, 2018</b>	<b>Fair Value December 31, 2017</b>
<b>Measured at fair value on a recurring basis:</b>			
Residential mortgage loans available-for-sale	Level 2	\$349,784	\$ 570,600
Interest rate lock commitments	Level 2	9,261	5,583
Forward contracts	Level 2	2,626	(385 )
Whole loan commitments	Level 2	617	(147 )
<b>Measured at fair value on a non-recurring basis:</b>			
House and land inventory	Level 3	\$4,447	\$ 11,045
Land held for sale	Level 2	6,651	8,600
<b>Disclosed at fair value:</b>			
Cash, cash equivalents, and restricted cash	Level 1	\$759,012	\$ 306,168
Financial Services debt	Level 2	250,733	437,804
Other notes payable	Level 2	18,618	20,024
Senior notes payable	Level 2	2,940,462	3,243,750

Fair values for agency residential mortgage loans available-for-sale are determined based on quoted market prices for comparable instruments. Fair values for non-agency residential mortgage loans available-for-sale are determined based on purchase commitments from whole loan investors and other relevant market information available to management. Fair values for interest rate lock commitments, including the value of servicing rights, and forward contracts on mortgage-backed securities are valued based on market prices for similar instruments. Fair values for whole loan commitments are based on market prices for similar instruments from the specific whole loan investor.

Certain assets are required to be recorded at fair value on a non-recurring basis when events and circumstances indicate that the carrying value may not be recoverable. The non-recurring fair values included in the above table represent only those assets whose carrying values were adjusted to fair value as of the respective balance sheet dates.

See Note 2 for the valuation techniques and inputs applied in determining the fair value of house and land inventory and land held for sale.

The carrying amounts of cash and equivalents, Financial Services debt, and other notes payable approximate their fair values due to their short-term nature and/or floating interest rate terms. The fair values of senior notes are based on quoted market prices, when available. If quoted market prices are not available, fair values are based on quoted market prices of similar issues. The carrying value of senior notes was \$3.0 billion at both September 30, 2018 and December 31, 2017.

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**8. Commitments and contingencies**

*Loan origination liabilities*

Our mortgage operations may be responsible for losses associated with mortgage loans originated and sold to investors in the event of errors or omissions relating to representations and warranties made by us that the loans met certain requirements, including representations as to underwriting standards, the existence of primary mortgage insurance, and the validity of certain borrower representations in connection with the loan. In addition, certain trustees and investors continue to attempt to collect damages based on losses from loans that originated prior to 2009. Some of our mortgage subsidiaries are currently defendants in litigation related to such claims.

Our recorded liabilities for all such claims totaled \$34.4 million and \$34.6 million at September 30, 2018 and December 31, 2017, respectively. Determining the liabilities for anticipated losses requires a significant level of management judgment. Given the nature of these claims and the uncertainty regarding their ultimate resolution, actual costs could differ from our current estimates.

*Letters of credit and surety bonds*

In the normal course of business, we post letters of credit and surety bonds pursuant to certain performance-related obligations, as security for certain land option agreements, and under various insurance programs. The majority of these letters of credit and surety bonds are in support of our land development and construction obligations to various municipalities, other government agencies, and utility companies related to the construction of roads, sewers, and other infrastructure. We had outstanding letters of credit and surety bonds totaling \$219.6 million and \$1.2 billion, respectively, at September 30, 2018 and \$235.5 million and \$1.2 billion, respectively, at December 31, 2017. In the event any such letter of credit or surety bond is drawn, we would be obligated to reimburse the issuer of the letter of credit or surety bond. We do not believe that a material amount, if any, of the letters of credit or surety bonds will be drawn. Our surety bonds generally do not have stated expiration dates; rather we are released from the surety bonds as the underlying contractual performance is completed. Because significant construction and development work has been performed related to projects that have not yet received final acceptance by the respective counterparties, the aggregate amount of surety bonds outstanding is in excess of the projected cost of the remaining work to be performed.

*Litigation and regulatory matters*

We are involved in various litigation and legal claims in the normal course of our business operations, including actions brought on behalf of various classes of claimants. We are also subject to a variety of local, state, and federal laws and regulations related to land development activities, house construction standards, sales practices, mortgage lending operations, employment practices, and protection of the environment. As a result, we are subject to periodic examination or inquiry by various governmental agencies that administer these laws and regulations.

We establish liabilities for legal claims and regulatory matters when such matters are both probable of occurring and any potential loss is reasonably estimable. We accrue for such matters based on the facts and circumstances specific to each matter and revise these estimates as the matters evolve. In such cases, there may exist an exposure to loss in excess of any amounts currently accrued. In view of the inherent difficulty of predicting the outcome of these legal and regulatory matters, we generally cannot predict the ultimate resolution of the pending matters, the related timing,

or the eventual loss. While the outcome of such contingencies cannot be predicted with certainty, we do not believe that the resolution of such matters will have a material adverse impact on our results of operations, financial position, or cash flows. However, to the extent the liability arising from the ultimate resolution of any matter exceeds the estimates reflected in the recorded reserves relating to such matter, we could incur additional charges that could be significant.

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*Allowance for warranties*

Home purchasers are provided with a limited warranty against certain building defects, including a one-year comprehensive limited warranty and coverage for certain other aspects of the home's construction and operating systems for periods of up to and, in limited instances, exceeding 10 years. We estimate the costs to be incurred under these warranties and record liabilities in the amount of such costs at the time product revenue is recognized. Factors that affect our warranty liabilities include the number of homes sold, historical and anticipated rates of warranty claims, and the cost per claim. We periodically assess the adequacy of the warranty liabilities for each geographic market in which we operate and adjust the amounts as necessary. Actual warranty costs in the future could differ from the current estimates. Changes to warranty liabilities were as follows (\$000's omitted):

	<b>Three Months Ended September 30, 2018</b>		<b>Nine Months Ended September 30, 2017</b>	
Warranty liabilities, beginning of period	\$72,169	\$73,353	\$72,709	\$66,134
Reserves provided	18,376	12,286	46,022	35,374
Payments	(15,993 )	(14,679 )	(47,403 )	(43,594 )
Other adjustments (a)	638	265	3,862	13,311
Warranty liabilities, end of period	\$75,190	\$71,225	\$75,190	\$71,225

(a) *During the nine months ended September 30, 2017, we recognized a charge of \$12.3 million related to estimated costs to complete repairs in a closed-out community in Florida.*

*Self-insured risks*

We maintain, and require our subcontractors to maintain, general liability insurance coverage. We also maintain builders' risk, property, errors and omissions, workers' compensation, and other business insurance coverage. These insurance policies protect us against a portion of the risk of loss from claims. However, we retain a significant portion of the overall risk for such claims either through policies issued by our captive insurance subsidiaries or through our own self-insured per occurrence and aggregate retentions, deductibles, and claims in excess of available insurance policy limits.

Our general liability insurance includes coverage for certain construction defects. While construction defect claims can relate to a variety of circumstances, the majority of our claims relate to alleged problems with siding, plumbing, foundations and other concrete work, windows, roofing, and heating, ventilation and air conditioning systems. The availability of general liability insurance for the homebuilding industry and its subcontractors has become increasingly limited, and the insurance policies available require us to maintain significant per occurrence and aggregate retention levels. In certain instances, we may offer our subcontractors the opportunity to purchase insurance through one of our captive insurance subsidiaries or participate in a project-specific insurance program provided by us. Policies issued by our captive insurance subsidiaries represent self-insurance of these risks by us. This self-insured exposure is limited by reinsurance policies that we purchase. General liability coverage for the homebuilding industry is complex, and our coverage varies from policy year to policy year. Our insurance coverage requires a per occurrence deductible up to an overall aggregate retention level. Beginning with the first dollar, amounts paid to satisfy insured claims apply to our per occurrence and aggregate retention obligations. Any amounts incurred in excess of the occurrence or aggregate retention levels are covered by insurance up to our purchased coverage levels. Our insurance policies, including the

captive insurance subsidiaries' reinsurance policies, are maintained with highly-rated underwriters for whom we believe counterparty default risk is not significant.

At any point in time, we are managing over 1,000 individual claims related to general liability, property, errors and omissions, workers' compensation, and other business insurance coverage. We reserve for costs associated with such claims (including expected claims management expenses) on an undiscounted basis at the time revenue is recognized for each home closing and evaluate the recorded liabilities based on actuarial analyses of our historical claims. The actuarial analyses calculate estimates of the ultimate net cost of all unpaid losses, including estimates for incurred but not reported losses ("IBNR"). IBNR represents losses related to claims incurred but not yet reported plus development on reported claims.

Our recorded reserves for all such claims totaled \$726.5 million and \$758.8 million at September 30, 2018 and December 31, 2017, respectively, the vast majority of which relate to general liability claims. The recorded reserves include

**PULTEGROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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loss estimates related to both (i) existing claims and related claim expenses and (ii) IBNR and related claim expenses. Liabilities related to IBNR and related claim expenses represented approximately 62% and 65% of the total general liability reserves at September 30, 2018 and December 31, 2017, respectively. The actuarial analyses that determine the IBNR portion of reserves consider a variety of factors, including the frequency and severity of losses, which are based on our historical claims experience supplemented by industry data. The actuarial analyses of the reserves also consider historical third party recovery rates and claims management expenses.

Housing market conditions have been volatile across most of our markets over the past ten years, and we believe such conditions can affect the frequency and cost of construction defect claims. Additionally, IBNR estimates comprise the majority of our liability and are subject to a high degree of uncertainty due to a variety of factors, including changes in claims reporting and resolution patterns, third party recoveries, insurance industry practices, the regulatory environment, and legal precedent. State regulations vary, but construction defect claims are reported and resolved over an extended period often exceeding ten years. Changes in the frequency and timing of reported claims and estimates of specific claim values can impact the underlying inputs and trends utilized in the actuarial analyses, which could have a material impact on the recorded reserves. Additionally, the amount of insurance coverage available for each policy period also impacts our recorded reserves. Because of the inherent uncertainty in estimating future losses and the timing of such losses related to these claims, actual costs could differ significantly from estimated costs.

Adjustments to reserves are recorded in the period in which the change in estimate occurs. We reduced general liability reserves by \$37.9 million and \$19.8 million during the nine months ended September 30, 2018 and September 30, 2017, respectively. These reductions were the result of changes in estimates driven by claim experience being less than anticipated in previous actuarial projections. These changes in actuarial estimates did not involve any changes in actuarial methodology but did impact the development of estimates for future periods, which resulted in adjustments to the IBNR portion of our recorded liabilities.

Costs associated with our insurance programs are classified within selling, general, and administrative expenses. Changes in these liabilities were as follows (\$000's omitted):

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30, 2018</b>	<b>September 30, 2017</b>	<b>September 30, 2018</b>	<b>September 30, 2017</b>
Balance, beginning of period	\$725,482	\$814,756	\$758,812	\$831,058
Reserves provided, net	24,106	24,361	67,001	62,970
Adjustments to previously recorded reserves (a)	(5,065 )	(511 )	(40,133 )	(22,304 )
Payments, net (b)	(18,026 )	(13,981 )	(59,183 )	(47,099 )
Balance, end of period	\$726,497	\$824,625	\$726,497	\$824,625

(a) *Includes general liability reserve reversals of \$37.9 million and \$19.8 million for the nine months ended September 30, 2018 and September 30, 2017, respectively.*

(b) *Includes net changes in amounts expected to be recovered from our insurance carriers, which are recorded in other assets (see below).*

In certain instances, we have the ability to recover a portion of our costs under various insurance policies or from subcontractors or other third parties. Estimates of such amounts are recorded when recovery is considered probable. Such receivables are recorded in other assets and totaled \$151.2 million and \$213.4 million at September 30, 2018 and

December 31, 2017, respectively. The insurance receivables relate to costs incurred to perform corrective repairs, settle claims with customers, and other costs related to the continued progression of construction defect claims that we believe are insured. Given the complexity inherent with resolving construction defect claims in the homebuilding industry as described above, there generally exists a significant lag between our payment of claims and our reimbursements from applicable insurance carriers. In addition, disputes between homebuilders and carriers over coverage positions relating to construction defect claims are common. Resolution of claims with carriers involves the exchange of significant amounts of information and frequently involves legal action.



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During the nine months ended September 30, 2017, we wrote-off \$20.3 million of insurance receivables in conjunction with settling insurance policies with multiple carriers covering multiple years. At September 30, 2018, we are the plaintiff in an arbitration proceeding with one of our insurance carriers in regard to \$21.5 million of recorded insurance receivables relating to the applicability of coverage to such costs under its policy. We believe collection of our recorded insurance receivables, including those in litigation, is probable based on the legal merits of our positions after review by legal counsel, the high credit ratings of our carriers, and our long history of collecting significant amounts of insurance reimbursements under similar insurance policies related to similar claims. While the outcomes of these matters cannot be predicted with certainty, we do not believe that the resolution of such matters will have a material adverse impact on our results of operations, financial position, or cash flows.

**9. Supplemental Guarantor information**

All of our senior notes are guaranteed jointly and severally on a senior basis by certain of our wholly-owned Homebuilding subsidiaries and certain other wholly-owned subsidiaries (collectively, the "Guarantors"). Such guaranties are full and unconditional. Our subsidiaries comprising the Financial Services segment along with certain other subsidiaries (collectively, the "Non-Guarantor Subsidiaries") do not guarantee the senior notes. In accordance with Rule 3-10 of Regulation S-X, supplemental consolidating financial information of the Company, including such information for the Guarantors, is presented below. Investments in subsidiaries are presented using the equity method of accounting.

**PULTEGROUP, INC.**  
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**CONDENSED CONSOLIDATING BALANCE SHEET**  
**SEPTEMBER 30, 2018**  
**(\$000's omitted)**

	<b>Unconsolidated PulteGroup Inc.</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminating Entries</b>	<b>Consolidated PulteGroup, Inc.</b>
<b>ASSETS</b>					
Cash and equivalents	\$—	\$ 674,271	\$ 54,360	\$—	\$ 728,631
Restricted cash	—	28,996	1,385	—	30,381
Total cash, cash equivalents, and restricted cash	—	703,267	55,745	—	759,012
House and land inventory	—	7,392,748	96,706	—	7,489,454
Land held for sale	—	65,905	—	—	65,905
Residential mortgage loans available-for-sale	—	—	349,784	—	349,784
Investments in unconsolidated entities	—	53,732	546	—	54,278
Other assets	24,202	601,877	171,897	—	797,976
Intangible assets	—	130,642	—	—	130,642
Deferred tax assets, net	415,836	—	(7,807	) —	408,029
Investments in subsidiaries and intercompany accounts, net	7,354,045	314,402	8,185,180	(15,853,627	) —
	\$7,794,083	\$9,262,573	\$ 8,852,051	\$(15,853,627)	\$ 10,055,080
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>Liabilities:</b>					
Accounts payable, customer deposits, accrued and other liabilities	\$68,081	\$ 1,746,660	\$ 244,986	\$—	\$ 2,059,727
Income tax liabilities	10,324	—	—	—	10,324
Financial Services debt	—	—	250,733	—	250,733
Notes payable	2,986,800	17,962	656	—	3,005,418
Total liabilities	3,065,205	1,764,622	496,375	—	5,326,202
Total shareholders' equity	4,728,878	7,497,951	8,355,676	(15,853,627	) 4,728,878
	\$7,794,083	\$9,262,573	\$ 8,852,051	\$(15,853,627)	\$ 10,055,080

**PULTEGROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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**CONDENSED CONSOLIDATING BALANCE SHEET**  
**DECEMBER 31, 2017**  
**(\$000's omitted)**

	<b>Unconsolidated PulteGroup Inc.</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminating Entries</b>	<b>Consolidated PulteGroup, Inc.</b>
<b>ASSETS</b>					
Cash and equivalents	\$—	\$ 125,462	\$ 147,221	\$—	\$ 272,683
Restricted cash	—	32,339	1,146	—	33,485
Total cash, cash equivalents, and restricted cash	—	157,801	148,367	—	306,168
House and land inventory	—	7,053,087	94,043	—	7,147,130
Land held for sale	—	68,384	—	—	68,384
Residential mortgage loans available- for-sale	—	—	570,600	—	570,600
Investments in unconsolidated entities	—	62,415	542	—	62,957
Other assets	9,417	592,045	143,661	—	745,123
Intangible assets	—	140,992	—	—	140,992
Deferred tax assets, net	646,227	—	(932 )	—	645,295
Investments in subsidiaries and intercompany accounts, net	6,661,638	284,983	7,300,127	(14,246,748 )	—
	\$7,317,282	\$8,359,707	\$ 8,256,408	\$(14,246,748 )	\$ 9,686,649
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
Liabilities:					
Accounts payable, customer deposits, accrued and other liabilities	\$89,388	\$ 1,636,913	\$ 274,626	\$—	\$ 2,000,927
Income tax liabilities	86,925	—	—	—	86,925
Financial Services debt	—	—	437,804	—	437,804
Notes payable	2,986,943	16,911	3,113	—	3,006,967
Total liabilities	3,163,256	1,653,824	715,543	—	5,532,623
Total shareholders' equity	4,154,026	6,705,883	7,540,865	(14,246,748 )	4,154,026
	\$7,317,282	\$8,359,707	\$ 8,256,408	\$(14,246,748 )	\$ 9,686,649

**PULTEGROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME**  
**For the three months ended September 30, 2018**  
**(\$000's omitted)**

	<b>Unconsolidated PulteGroup Inc.</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminating Entries</b>	<b>Consolidated PulteGroup, Inc.</b>
<b>Revenues:</b>					
Homebuilding					
Home sale revenues	\$—	\$2,535,930	\$ 36,306	\$—	\$2,572,236
Land sale and other revenues	—	25,266	244	—	25,510
	—	2,561,196	36,550	—	2,597,746
Financial Services	—	—	51,620	—	51,620
	—	2,561,196	88,170	—	2,649,366
<b>Homebuilding Cost of Revenues:</b>					
Home sale cost of revenues	—	(1,928,365 )	(25,795 )	—	(1,954,160 )
Land sale cost of revenues	—	(22,060 )	—	—	(22,060 )
	—	(1,950,425 )	(25,795 )	—	(1,976,220 )
Financial Services expenses	—	(130 )	(32,083 )	—	(32,213 )
Selling, general, and administrative expenses	—	(245,776 )	(6,981 )	—	(252,757 )
Other income (expense), net	(120 )	(12,398 )	9,030	—	(3,488 )
Intercompany interest	(2,158 )	—	2,158	—	—
Income (loss) before income taxes and equity in income (loss) of subsidiaries	(2,278 )	352,467	34,499	—	384,688
Income tax (expense) benefit	609	(88,368 )	(7,394 )	—	(95,153 )
Income (loss) before equity in income (loss) of subsidiaries	(1,669 )	264,099	27,105	—	289,535
Equity in income (loss) of subsidiaries	291,204	25,094	190,161	(506,459 )	—
Net income (loss)	289,535	289,193	217,266	(506,459 )	289,535
Other comprehensive income	25	—	—	—	25
Comprehensive income (loss)	\$289,560	\$289,193	\$ 217,266	\$(506,459 )	\$289,560

**PULTEGROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME**  
**For the three months ended September 30, 2017**  
**(\$000's omitted)**

	<b>Unconsolidated</b>			<b>Consolidated</b>	
	<b>PulteGroup</b>	<b>Guarantor</b>	<b>Non-Guarantor</b>	<b>PulteGroup,</b>	
	<b>Inc.</b>	<b>Subsidiaries</b>	<b>Subsidiaries</b>	<b>Inc.</b>	
			<b>Eliminating</b>		
			<b>Entries</b>		
<b>Revenues:</b>					
Homebuilding					
Home sale revenues	\$—	\$2,032,391	\$ 23,500	\$—	\$ 2,055,891
Land sale and other revenues	—	27,954	261	—	28,215
	—	2,060,345	23,761	—	2,084,106
Financial Services	—	—	46,952	—	46,952
	—	2,060,345	70,713	—	2,131,058
<b>Homebuilding Cost of Revenues:</b>					
Home sale cost of revenues	—	(1,545,712 )	(18,893 )	—	(1,564,605 )
Land sale cost of revenues	—	(24,896 )	(227 )	—	(25,123 )
	—	(1,570,608 )	(19,120 )	—	(1,589,728 )
Financial Services expenses	—	(121 )	(29,183 )	—	(29,304 )
Selling, general, and administrative expenses	—	(225,845 )	(11,650 )	—	(237,495 )
Other income (expense), net	(96 )	(12,670 )	6,484 )	—	(6,282 )
Intercompany interest	(756 )	—	756 )	—	—
Income (loss) before income taxes and equity in income (loss) of subsidiaries	(852 )	251,101 )	18,000 )	—	268,249 )
Income tax (expense) benefit	945 )	(84,666 )	(6,989 )	—	(90,710 )
Income before equity in income of subsidiaries	93 )	166,435 )	11,011 )	—	177,539 )
Equity in income (loss) of subsidiaries	177,446 )	18,040 )	114,564 )	(310,050 )	—
Net income (loss)	177,539 )	184,475 )	125,575 )	(310,050 )	177,539 )
Other comprehensive income	20 )	— )	— )	—	20 )
Comprehensive income (loss)	\$177,559 )	\$184,475 )	\$ 125,575 )	\$(310,050 )	\$177,559 )



**PULTEGROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME**  
**For the nine months ended September 30, 2018**  
**(\$000's omitted)**

	<b>Unconsolidated PulteGroup Inc.</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminating Entries</b>	<b>Consolidated PulteGroup, Inc.</b>
<b>Revenues:</b>					
Homebuilding					
Home sale revenues	\$—	\$ 6,852,430	\$ 81,458	\$—	\$ 6,933,888
Land sale and other revenues	—	103,243	1,728	—	104,971
	—	6,955,673	83,186	—	7,038,859
Financial Services	—	—	150,322	—	150,322
	—	6,955,673	233,508	—	7,189,181
<b>Homebuilding Cost of Revenues:</b>					
Home sale cost of revenues	—	(5,214,408 )	(61,824 )	—	(5,276,232 )
Land sale cost of revenues	—	(70,774 )	(1,017 )	—	(71,791 )
	—	(5,285,182 )	(62,841 )	—	(5,348,023 )
Financial Services expenses	—	(405 )	(96,245 )	—	(96,650 )
Selling, general, and administrative expenses	—	(699,311 )	(20,395 )	—	(719,706 )
Other income (expense), net	(458 )	(33,436 )	27,141 )	—	(6,753 )
Intercompany interest	(5,710 )	—	5,710 )	—	—
Income (loss) before income taxes and equity in income (loss) of subsidiaries	(6,168 )	937,339 )	86,878 )	—	1,018,049 )
Income tax (expense) benefit	1,543 )	(213,876 )	(21,341 )	—	(233,674 )
Income (loss) before equity in income (loss) of subsidiaries	(4,625 )	723,463 )	65,537 )	—	784,375 )
Equity in income (loss) of subsidiaries	789,000 )	62,162 )	559,184 )	(1,410,346 )	—
Net income (loss)	784,375 )	785,625 )	624,721 )	(1,410,346 )	784,375 )
Other comprehensive income	75 )	— )	— )	— )	75 )
Comprehensive income (loss)	\$784,450 )	\$785,625 )	\$ 624,721 )	\$(1,410,346 )	\$784,450 )

**PULTEGROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME**  
**For the nine months ended September 30, 2017**  
**(\$000's omitted)**

	<b>Unconsolidated</b>			<b>Consolidated</b>	
	<b>PulteGroup</b>	<b>Guarantor</b>	<b>Non-Guarantor</b>	<b>PulteGroup,</b>	
	<b>Inc.</b>	<b>Subsidiaries</b>	<b>Subsidiaries</b>	<b>Inc.</b>	
			<b>Eliminating</b>		
			<b>Entries</b>		
<b>Revenues:</b>					
Homebuilding					
Home sale revenues	\$—	\$ 5,554,349	\$ 52,604	\$—	\$ 5,606,953
Land sale and other revenues	—	37,268	2,580	—	39,848
	—	5,591,617	55,184	—	5,646,801
Financial Services	—	—	135,995	—	135,995
	—	5,591,617	191,179	—	5,782,796
<b>Homebuilding Cost of Revenues:</b>					
Home sale cost of revenues	—	(4,288,754 )	(43,467 )	—	(4,332,221 )
Land sale cost of revenues	—	(113,899 )	(2,051 )	—	(115,950 )
	—	(4,402,653 )	(45,518 )	—	(4,448,171 )
Financial Services expenses	—	(384 )	(85,766 )	—	(86,150 )
Selling, general, and administrative expenses	—	(653,930 )	(36,044 )	—	(689,974 )
Other income (expense), net	(354 )	(49,436 )	21,351 )	—	(28,439 )
Intercompany interest	(1,634 )	—	1,634 )	—	—
Income (loss) before income taxes and equity in income (loss) of subsidiaries	(1,988 )	485,214 )	46,836 )	—	530,062 )
Income tax (expense) benefit	1,377 )	(143,324 )	(18,308 )	—	(160,255 )
Income (loss) before equity in income (loss) of subsidiaries	(611 )	341,890 )	28,528 )	—	369,807 )
Equity in income (loss) of subsidiaries	370,418 )	36,307 )	197,494 )	(604,219 )	—
Net income (loss)	369,807 )	378,197 )	226,022 )	(604,219 )	369,807 )
Other comprehensive income	61 )	— )	— )	— )	61 )
Comprehensive income (loss)	\$369,868 )	\$ 378,197 )	\$ 226,022 )	\$(604,219 )	\$ 369,868 )



**PULTEGROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**CONSOLIDATING STATEMENT OF CASH FLOWS**

**For the nine months ended September 30, 2018**

**(\$000's omitted)**

	<b>Unconsolidated PulteGroup Inc.</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminating Entries</b>	<b>Consolidated PulteGroup, Inc.</b>
<b>Net cash provided by (used in) operating activities</b>	\$347,335	\$ 389,110	\$ 278,535	\$ —	—\$ 1,014,980
Cash flows from investing activities:					
Capital expenditures	—	(40,483 )	(6,046 )	—	(46,529 )
Investments in unconsolidated entities	—	(1,000 )	—	—	(1,000 )
Other investing activities, net		11,299	4,246	—	15,545
<b>Net cash provided by (used in) investing activities</b>	—	(30,184 )	(1,800 )	—	(31,984 )
Cash flows from financing activities:					
Financial Services borrowing (repayments), net		—	(187,071 )	—	(187,071 )
Repayments of debt	—	(81,757 )	(898 )	—	(82,655 )
Borrowings under revolving credit facility	1,566,000	—	—	—	1,566,000
Repayments under revolving credit facility	(1,566,000)	—	—	—	(1,566,000 )
Debt issuance costs	(8,165 )	—	—	—	(8,165 )
Stock option exercises	5,462	—	—	—	5,462
Share repurchases	(179,439 )	—	—	—	(179,439 )
Dividends paid	(78,284 )	—	—	—	(78,284 )
Intercompany activities, net	(86,909 )	268,297	(181,388 )	—	—
<b>Net cash provided by (used in) financing activities</b>	(347,335 )	186,540	(369,357 )	—	(530,152 )
Net increase (decrease) in cash, cash equivalents, and restricted cash	—	545,466	(92,622 )	—	452,844
Cash, cash equivalents, and restricted cash at beginning of year	—	157,801	148,367	—	306,168
Cash, cash equivalents, and restricted cash at end of year	\$—	\$ 703,267	\$ 55,745	\$ —	—\$ 759,012

**PULTEGROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**CONSOLIDATING STATEMENT OF CASH FLOWS**

**For the nine months ended September 30, 2017**

**(\$000's omitted)**

	<b>Unconsolidated</b>			<b>Eliminating</b>	<b>Consolidated</b>
	<b>PulteGroup, Inc.</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Entries</b>	<b>PulteGroup, Inc.</b>
<b>Net cash provided by (used in) operating activities</b>	\$58,575	\$43,042	\$150,862	\$—	—\$252,479
Cash flows from investing activities:					
Capital expenditures	—	(19,693)	(3,855)	—	(23,548)
Investments in unconsolidated entities	—	(22,007)	—	—	(22,007)
Other investing activities, net	—	5,728	60	—	5,788
<b>Net cash provided by (used in) investing activities</b>	—	(35,972)	(3,795)	—	(39,767)
Cash flows from financing activities:					
Financial Services borrowings (repayments), net	—	—	(85,797)	—	(85,797)
Repayments of debt	—	(6,031)	(970)	—	(7,001)
Borrowings under revolving credit facility	971,000	—	—	—	971,000
Repayments under revolving credit facility	(888,000)	—	—	—	(888,000)
Stock option exercises	22,765	—	—	—	22,765
Share repurchases	(665,812)	—	—	—	(665,812)
Dividends paid	(86,018)	—	—	—	(86,018)
Intercompany activities, net	587,490	(470,052)	(117,438)	—	—
<b>Net cash provided by (used in) financing activities</b>	(58,575)	(476,083)	(204,205)	—	(738,863)
Net increase decrease in cash, cash equivalents, and restricted cash	—	(469,013)	(57,138)	—	(526,151)
Cash, cash equivalents, and restricted cash at beginning of year	—	611,185	112,063	—	723,248
Cash, cash equivalents, and restricted cash at end of year	\$—	\$142,172	\$54,925	\$—	—\$197,097

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Overview

We continue to see U.S. housing demand being supported by a number of positive market dynamics, including an expanding economy, ongoing growth in jobs and wages, low unemployment, and high consumer confidence. In addition, there is generally limited supply of new homes across the markets we serve as land and labor resources remain constrained. While recent buyer concerns around affordability due to the combination of increased home prices and higher mortgage rates appear to have impacted near term market dynamics, traffic trends indicate that buyer interest levels are still high.

Our investments have put us in a position to open new communities, which are allowing us to grow the business, as evidenced by net new order dollars increasing 7% for the nine months ended September 30, 2018 as compared to the prior year, and our backlog increasing by 5% to \$4.9 billion as of September 30, 2018. While customer traffic to our communities has increased during 2018, we did experience lower than expected conversions of traffic to signups, especially among first-time and move-up buyers, beginning in May 2018 when mortgage rates increased. This resulted in only a 1% increase in our signups for the three months ended September 30, 2018, as compared to the prior year. However, consistent with our efforts to drive enhanced operational performance, we realized significant improvements in revenues, overhead leverage, and income before income taxes as compared to the prior year. The favorable market conditions and our sizable backlog of orders give us confidence that we have the business well-positioned to deliver strong performance for the balance of 2018. The following is a summary of our operating results by line of business (\$000's omitted, except per share data):

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Income before income taxes:				
Homebuilding	\$365,055	\$250,463	\$963,867	\$479,824
Financial Services	19,633	17,786	54,182	50,238
Income before income taxes	384,688	268,249	1,018,049	530,062
Income tax expense	(95,153 )	(90,710 )	(233,674 )	(160,255 )
Net income	\$289,535	\$177,539	\$784,375	\$369,807
Per share data - assuming dilution:				
Net income	\$1.01	\$0.58	\$2.71	\$1.18

•Homebuilding income before income taxes for the three and nine months ended September 30, 2018 increased 46% and 101%, respectively, compared with the prior year periods as the result of higher revenues, better overhead leverage, and the net impact of the following significant income (expense) items (\$000's omitted):

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Land inventory impairments (see <a href="#">Note 2</a> )	\$(3,502)	\$—	\$(4,054)	\$(31,487)
Net realizable value ("NRV") adjustments - land held for sale (see <a href="#">Note 2</a> )	(1,494)	534	(2,521)	(82,353)
Impairments of unconsolidated entities (see <a href="#">Note 2</a> )	—	—	—	(8,017)
Write-offs of deposits and pre-acquisition costs (see <a href="#">Note 2</a> )	(3,137)	(2,680)	(7,398)	(9,397)
Warranty claim (see <a href="#">Note 8</a> )	—	(222)	—	(12,328)
Write-off of insurance receivable (see <a href="#">Note 8</a> )	—	(5,326)	—	(20,326)
Land sale gains (see <a href="#">Note 3</a> )	1,617	—	28,874	—
Insurance reserve reversals (see <a href="#">Note 8</a> )	—	—	37,890	19,813
	\$(6,516)	\$(7,694)	\$52,791	\$(144,095)

For additional information on each of the above, see the applicable Notes to the Condensed Consolidated Financial Statements.

Financial Services income before income taxes increased for the three and nine months ended September 30, 2018 compared with the three and nine months ended September 30, 2017 driven by higher volumes in the Homebuilding segment, partially offset by a lower capture rate and more competitive pricing. Refinance activity has slowed in the mortgage industry, which has increased competition, pressured loan pricing, and resulted in lower margins on our loan originations in 2018.

Our effective tax rate for the three and nine months ended September 30, 2018 was 24.7% and 23.0%, respectively, compared to 33.8% and 30.2%, respectively, for the same periods in 2017. Our effective tax rates for the three and nine months ended September 30, 2018 are lower than the prior year periods primarily due to the federal statutory rate reduction from 35% in 2017 to 21% in 2018 due to the Tax Act.

**Homebuilding Operations**

The following presents selected financial information for our Homebuilding operations (\$000's omitted):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2018 vs. 2017	2017	2018	2018 vs. 2017	2017
Home sale revenues	\$2,572,236	25	% \$2,055,891	\$6,933,888	24	% \$5,606,953
Land sale and other revenues (a)	25,510	(10)	)% 28,215	104,971	163	% 39,848
Total Homebuilding revenues	2,597,746	25	% 2,084,106	7,038,859	25	% 5,646,801
Home sale cost of revenues (b)	(1,954,160 )	25	% (1,564,605 )	(5,276,232 )	22	% (4,332,221 )
Land sale cost of revenues (c)	(22,060 )	(12)	)% (25,123 )	(71,791 )	(38)	)% (115,950 )
Selling, general, and administrative expenses ("SG&A") (d)	(252,757 )	6	% (237,495 )	(719,706 )	4	% (689,974 )
Other expense, net (e)	(3,714 )	(42)	)% (6,420 )	(7,263 )	(75)	)% (28,832 )
Income before income taxes	\$365,055	46	% \$250,463	\$963,867	101	% \$479,824

**Supplemental data:**

Gross margin from home sales (b)	24.0	% 10 bps	23.9	% 23.9	% 120 bps	22.7	%
SG&A as a percentage of home sale revenues (d)	9.8	% (180) bps	11.6	% 10.4	% (190) bps	12.3	%
Closings (units)	6,031	17	% 5,151	16,398	14	% 14,420	
Average selling price	\$427	7	% \$399	\$423	9	% \$389	
<b>Net new orders (f):</b>							
Units	5,350	1	% 5,300	18,566	4	% 17,821	
Dollars	\$2,278,357	1	% \$2,260,082	\$7,866,177	7	% \$7,331,311	
Cancellation rate	15	%	15	% 13	%	13	%
Active communities at September 30				843	8	% 778	
<b>Backlog at September 30:</b>							
Units				11,164	3	% 10,823	
Dollars				\$4,911,353	5	% \$4,665,871	

(a) Includes net gains of \$26.4 million related to two land sale transactions in California during the nine months ended September 30, 2018 (see [Note 3](#)).

(b) Includes inventory impairments of \$31.5 million (see [Note 2](#)) and a warranty charge of \$12.3 million related to a closed-out community (see [Note 8](#)) for the nine months ended September 30, 2017.

(c) Includes NRV adjustments on land held for sale of \$82.4 million for the nine months ended September 30, 2017 (see [Note 2](#)).

(d) Includes write-offs of \$5.3 million and \$20.3 million of insurance receivables associated with the resolution of certain insurance matters in the three and nine months ended September 30, 2017, respectively. Also includes insurance reserve reversals of \$37.9 million and \$19.8 million for the nine months ended September 30, 2018 and 2017, respectively (see [Note 8](#)).

(e) Includes an \$8.0 million impairment of an investment in an unconsolidated entity in the nine months ended September 30, 2017 (see [Note 2](#)).

(f) New order dollars represent a composite of new order dollars combined with other movements of the dollars in backlog related to cancellations and change orders.



*Home sale revenues*

Home sale revenues for the three and nine months ended September 30, 2018 were higher than the prior year by \$516.3 million and \$1.3 billion, respectively. For the three months ended September 30, 2018, the 25% increase was attributable to a 17% increase in closings and a 7% increase in average selling price. For the nine months ended September 30, 2018, the 24% increase was attributable to a 14% increase in closings and a 9% increase in average selling price. The increase in closings reflects the significant investments we have made and the resulting increase in our active communities. The higher average selling prices occurred across the majority of our markets and reflects shifts in product mix, including a small increase in the mix of closings in Northern California, where our average selling prices are significantly higher than the Company average.

*Home sale gross margins*

Home sale gross margins were 24.0% and 23.9% for the three and nine months ended September 30, 2018, respectively, compared to 23.9% and 22.7% for the three and nine months ended September 30, 2017, respectively. Gross margins for the three and nine months ended September 30, 2018 remain strong relative to historical levels and reflect a combination of factors, including shifts in community mix, a small increase in the mix of closings in Northern California, and slightly lower amortized interest costs (170 bps and 160 bps for the three and nine months ended September 30, 2018, respectively, compared to 180 bps for the same periods in 2017). Gross margins for the nine months ended September 30, 2017 include the aforementioned land inventory impairments totaling \$31.5 million, or 60 bps (see [Note 2](#)), and a warranty charge of \$12.3 million, or 20 bps, related to a closed-out community in Florida (see [Note 8](#)).

*Land sale and other revenues*

We periodically elect to sell parcels of land to third parties in the event such assets no longer fit into our strategic operating plans or are zoned for commercial or other development. Land sale and other revenues and their related gains or losses vary between periods, depending on the timing of land sales and our strategic operating decisions. Land sales and other revenues contributed income of \$3.5 million and \$33.2 million for the three and nine months ended September 30, 2018, respectively, compared to gains (losses) of \$3.1 million and \$(76.1) million for the nine months ended three and nine months ended September 30, 2017, respectively. The gains in 2018 resulted primarily from two land sale transactions in California that contributed \$26.4 million. The losses in 2017 resulted primarily from the aforementioned NRV charges of \$82.4 million for the nine months ended September 30, 2017 (see [Note 2](#)).

*SG&A*

SG&A as a percentage of home sale revenues was 9.8% and 10.4% for the three and nine months ended September 30, 2018, respectively, compared with 11.6% and 12.3% for the three and nine months ended September 30, 2017, respectively. The gross dollar amount of our SG&A increased \$15.3 million, or 6%, for the three months ended September 30, 2018 compared to September 30, 2017 and increased \$29.7 million, or 4%, for the nine months ended September 30, 2018 compared to September 30, 2017. The improved overhead leverage reflects volume efficiencies and realized cost efficiencies, as well as the aforementioned insurance reserve reversals of \$37.9 million and \$19.8 million for the nine months ended September 30, 2018 and 2017, respectively, partially offset by write-offs of \$5.3 million and \$20.3 million in the three and nine months ended September 30, 2017, respectively, associated with the resolution of certain insurance matters (see [Note 8](#)).





*Other expense, net*

Other expense, net includes the following (\$000's omitted):

	<b>Three Months Ended September 30, 2018</b>		<b>Nine Months Ended September 30, 2017</b>	
Write-offs of deposits and pre-acquisition costs	\$ (3,136)	\$ (2,680)	\$ (7,398)	\$ (9,397 )
Amortization of intangible assets	(3,450 )	(3,450 )	(10,350 )	(10,350 )
Interest income	1,842	485	3,240	1,917
Interest expense	(152 )	(101 )	(460 )	(371 )
Equity in earnings (losses) of unconsolidated entities (a)	886	415	2,112	(4,154 )
Miscellaneous, net	296	(1,089 )	5,593	(6,477 )
Total other expense, net	\$ (3,714)	\$ (6,420)	\$ (7,263)	\$ (28,832)

(a) *Includes an \$8.0 million impairment of a joint venture investment in the nine months ended September 30, 2017 (see [Note 2](#)).*

*Net new orders*

Net new order units increased 1% for the three months ended September 30, 2018, as compared with the prior year period, and increased 4% for the nine months ended September 30, 2018, as compared with the prior year period. Our higher number of active communities combined with the overall demand environment resulted in a strong start to the year. However, while customer traffic to our communities increased during 2018, we experienced lower than expected conversions of traffic to signups, especially among first-time and move-up buyers, beginning in May 2018 when mortgage rates increased.

Net new orders in dollars increased by 1% and 7% for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017 due to the changes in units combined with higher average selling prices. The cancellation rate (canceled orders for the period divided by gross new orders for the period) was 15% and 13% for the three and nine months ended September 30, 2018, respectively, compared to 15% and 13% for the same periods in 2017. Ending backlog, which represents orders for homes that have not yet closed, increased 3% in units at September 30, 2018 compared with September 30, 2017, primarily as a result of increased net new order volume, and 5% in dollars due to the unit increase and a higher average selling price.

*Homes in production*

The following is a summary of our homes in production:

	<b>September 30, 2018</b>	<b>September 30, 2017</b>
Sold	8,286	8,098
Unsold		
Under construction	2,384	1,765
Completed	532	576
	2,916	2,341
Models	1,214	1,079
Total	12,416	11,518

The number of homes in production at September 30, 2018 was 8% higher than at September 30, 2017, due primarily to the increased net new order volume and backlog. As part of our inventory management strategies, we expect to maintain reasonable inventory levels relative to demand in each of our markets.

*Controlled lots*

The following is a summary of our lots under control at September 30, 2018 and December 31, 2017:

	<b>September 30, 2018</b>			<b>December 31, 2017</b>		
	<b>Owned</b>	<b>Optioned</b>	<b>Controlled</b>	<b>Owned</b>	<b>Optioned</b>	<b>Controlled</b>
Northeast	5,239	5,931	11,170	5,194	5,569	10,763
Southeast	15,438	11,626	27,064	15,404	11,085	26,489
Florida	18,663	16,579	35,242	18,458	11,887	30,345
Midwest	10,709	11,691	22,400	10,612	9,196	19,808
Texas	14,907	7,657	22,564	13,923	8,320	22,243
West	24,409	7,559	31,968	25,662	6,099	31,761
Total	89,365	61,043	150,408	89,253	52,156	141,409

Developed (%) 39    % 18    % 30    % 37    % 20    % 31    %

Of our controlled lots, 89,365 and 89,253 were owned and 61,043 and 52,156 were controlled under land option agreements at September 30, 2018 and December 31, 2017, respectively. While competition for well-positioned land is robust, we continue to pursue land investments that we believe can achieve appropriate risk-adjusted returns on invested capital. The remaining purchase price under our land option agreements totaled \$2.7 billion at September 30, 2018. These land option agreements generally may be canceled at our discretion and in certain cases extend over several years. Our maximum exposure related to these land option agreements is generally limited to our deposits and pre-acquisition costs, which totaled \$244.6 million, of which \$15.4 million is refundable, at September 30, 2018.

## Homebuilding Segment Operations

As of September 30, 2018, we conducted our operations in 45 markets located throughout 25 states. For reporting purposes, our Homebuilding operations are aggregated into six reportable segments:

Northeast: *Connecticut, Maryland, Massachusetts, New Jersey, New York, Pennsylvania, Virginia*

Southeast: *Georgia, North Carolina, South Carolina, Tennessee*

Florida: *Florida*

Midwest: *Illinois, Indiana, Kentucky, Michigan, Minnesota, Missouri, Ohio*

Texas: *Texas*

West: *Arizona, California, Nevada, New Mexico, Washington*

The following tables present selected financial information for our reportable Homebuilding segments:

	Operating Data by Segment (\$000's omitted)					
	Three Months Ended			Nine Months Ended		
	September 30,			September 30,		
	2018	2018	2017	2018	2018	2017
		vs.			vs.	
	2018	2017	2017	2018	2017	2017
<b>Home sale revenues:</b>						
Northeast	\$174,864	4 %	\$168,402	\$506,015	19 %	\$425,206
Southeast	449,777	15 %	392,133	1,267,940	15 %	1,098,576
Florida	501,156	50 %	333,726	1,297,761	29 %	1,007,754
Midwest	411,121	5 %	392,442	1,062,871	7 %	994,701
Texas	345,794	29 %	268,899	921,118	16 %	791,684
West	689,524	38 %	500,289	1,878,183	46 %	1,289,032
	\$2,572,236	25 %	\$2,055,891	\$6,933,888	24 %	\$5,606,953
<b>Income (loss) before income taxes (a):</b>						
Northeast	\$18,938	(10)%	\$21,046	\$53,408	(e)	\$(12,803 )
Southeast	51,920	15 %	45,109	146,735	25 %	117,749
Florida (b)	73,802	41 %	52,191	186,238	40 %	132,824
Midwest	52,438	(12)%	59,636	123,889	7 %	115,463
Texas	55,382	30 %	42,727	136,777	12 %	122,045
West (c)	138,698	83 %	75,753	382,317	254%	107,987
Other homebuilding (d)	(26,123 )	43 %	(45,999 )	(65,497 )	37 %	(103,441 )
	\$365,055	46 %	\$250,463	\$963,867	101%	\$479,824

(a) *Includes land-related charges as summarized in the table below (See Note 2).*

(b) *Includes a warranty charge of \$12.3 million for the nine months ended September 30, 2017 related to a closed-out community (see Note 8).*

(c) *Includes gains of \$26.4 million related to two land sale transactions in California in the nine months ended September 30, 2018.*

(d) *Includes write-offs of \$5.3 million and \$20.3 million of insurance receivables associated with the resolution of certain insurance matters in the three and nine months ended September 30, 2017, respectively. Also includes insurance reserve reversals of \$37.9 million and \$19.8 million for the nine months ended September 30, 2018 and 2017, respectively (see Note 8).*

(e) *Percentage not meaningful.*



**Operating Data by Segment (\$000's omitted)**

	<b>Three Months Ended</b>			<b>Nine Months Ended</b>		
	<b>September 30,</b>			<b>September 30,</b>		
	<b>2018</b>	<b>vs.</b>	<b>2017</b>	<b>2018</b>	<b>vs.</b>	<b>2017</b>
		<b>2017</b>			<b>2017</b>	

**Closings (units):**

Northeast	350	10 %	318	1,002	18 %	846
Southeast	1,101	14 %	966	3,097	13 %	2,751
Florida	1,241	38 %	897	3,262	24 %	2,639
Midwest	1,014	1 %	1,001	2,653	3 %	2,576
Texas	1,114	20 %	927	3,019	7 %	2,809
West	1,211	16 %	1,042	3,365	20 %	2,799
	6,031	17 %	5,151	16,398	14 %	14,420

**Average selling price:**

Northeast	\$500	(6 )%	\$530	\$505	— %	\$503
Southeast	409	1 %	406	409	3 %	399
Florida	404	9 %	372	398	4 %	382
Midwest	405	3 %	392	401	4 %	386
Texas	310	7 %	290	305	8 %	282
West	569	19 %	480	558	21 %	461
	\$427	7 %	\$399	\$423	9 %	\$389

**Net new orders - units:**

Northeast	353	12 %	316	1,251	13 %	1,103
Southeast	948	(9 )%	1,044	3,300	— %	3,314
Florida	1,173	18 %	991	3,964	27 %	3,121
Midwest	823	(5 )%	868	2,980	(4 )%	3,119
Texas	1,005	14 %	881	3,511	7 %	3,281
West	1,048	(13)%	1,200	3,560	(8 )%	3,883
	5,350	1 %	5,300	18,566	4 %	17,821

**Net new orders - dollars:**

Northeast	\$185,678	9 %	\$170,542	\$654,820	13 %	\$581,033
Southeast	392,220	(6 )%	416,723	1,375,325	4 %	1,317,316
Florida	494,882	28 %	387,611	1,615,360	35 %	1,198,072
Midwest	342,730	— %	341,708	1,221,252	— %	1,223,169
Texas	315,433	19 %	265,411	1,093,405	14 %	961,312
West	547,414	(19)%	678,087	1,906,015	(7 )%	2,050,409
	\$2,278,357	1 %	\$2,260,082	\$7,866,177	7 %	\$7,331,311

**Operating Data by Segment (\$000's omitted)****Three****Months****Ended****September****30,****2018****2018.****2017****Nine Months Ended****September 30,****2018****vs. 2017****2017****Cancellation rates:**

Northeast	10	10	8	%	13	%
Southeast	12	13	11	%	12	%
Florida	13	13	12	%	12	%
Midwest	13	13	12	%	11	%
Texas	10	10	17	%	16	%
West	10	16	16	%	15	%
	15	15	13	%	13	%

**Unit backlog:**

Northeast	761	18 %	644
Southeast	1,919	(1 )%	1,934
Florida	2,380	25 %	1,900
Midwest	1,814	(2 )%	1,850
Texas	1,918	2 %	1,884
West	2,372	(9 )%	2,611
	11,164	3 %	10,823

**Backlog dollars:**

Northeast	\$402,455	17 %	\$345,423
Southeast	825,552	3 %	802,500
Florida	999,188	34 %	746,544
Midwest	746,920	2 %	729,547
Texas	622,084	9 %	572,119
West	1,315,154	(11)%	1,469,738
	\$4,911,353	5 %	\$4,665,871



**Operating Data by Segment**

(\$000's omitted)

	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2018	2017	2018	2017

**Land-related charges\*:**

Northeast	\$1,385	\$1,184	\$3,068	\$51,102
Southeast	663	889	2,394	1,847
Florida	262	109	671	8,862
Midwest	4,960	(393 )	6,078	7,703
Texas	47	51	317	898
West	425	306	786	56,747
Other homebuilding	391	—	659	4,095
	\$8,133	\$2,146	\$13,973	\$131,254

*Land-related charges include land inventory impairments, net realizable value adjustments on land held for sale, \*impairments of investments in unconsolidated entities, and write-offs of deposits and pre-acquisition costs for land option contracts we elected not to pursue (see Note 2). Other homebuilding consists primarily of write-offs of capitalized interest related to such land-related charges.*

*Northeast*

For the third quarter of 2018, Northeast home sale revenues increased 4% compared with the prior year period due to a 10% increase in closings, partially offset by a 6% decrease in the average selling price. The higher revenues occurred primarily in Pennsylvania in our lower-priced, first-time buyer communities. Income before income taxes decreased primarily due to lower gross margins, partially offset by the increased revenues. Net new orders increased slightly.

For the nine months ended September 30, 2018, Northeast home sale revenues increased by 19% when compared with the prior year period due to an 18% increase in closings. The increase in closings occurred across all markets. Income before income taxes was higher in 2018 primarily due to the land-related charges recognized in 2017. Net new orders increased across all markets.

*Southeast*

For the third quarter of 2018, Southeast home sale revenues increased 15% compared with the prior year period due to a 14% increase in closings combined with a 1% increase in the average selling price. The increased closings occurred across the majority of markets. Income before income taxes increased primarily as the result of the higher revenues. Net new orders decreased across a majority of markets.

For the nine months ended September 30, 2018, Southeast home sale revenues increased 15% compared with the prior year as the result of a 13% increase in closings combined with a 3% increase in average selling price. The increase in closings occurred across the majority of markets. Income before income taxes increased 25%, primarily as a result of the increased revenues. Net new orders decreased across a majority of markets, except for our Coastal Carolinas operations.

*Florida*

For the third quarter of 2018, Florida home sale revenues increased 50% compared with the prior year period due to a 38% increase in closings combined with a 9% increase in average selling price. The increase in closings occurred

across all markets. Income before income taxes increased due to the higher revenues. Net new orders increased across the majority of markets driven by the opening of new communities.

For the nine months ended September 30, 2018, Florida home sale revenues increased 29% compared with the prior year period due to a 24% increase in closings combined with a 4% increase in the average selling price. Income before income taxes increased due to the higher revenues combined with the land-related charges and warranty adjustment recognized in 2017 (see discussion in Note 2 and Note 8). Net new orders increased across all markets driven by the opening of new communities.

*Midwest*

For the third quarter of 2018, Midwest home sale revenues increased 5% over the prior year period due to a 1% increase in closings combined with a 3% increase in average selling price. Income before income taxes decreased compared to the prior year primarily due to the land related charges in 2018. Net new orders decreased across the majority of markets.

For the nine months ended September 30, 2018, Midwest home sale revenues increased 7% compared with the prior year period due to a 4% increase in average selling price combined with a 3% increase in closings. The higher revenues occurred across all markets but were partially offset by lower volumes related to the previously announced wind down of our St. Louis operations. Income before income taxes increased primarily due to increased revenues. Net new orders decreased across all markets except Michigan.

*Texas*

For the third quarter of 2018, Texas home sale revenues increased 29% compared with the prior year period due to a 20% increase in closings combined with a 7% increase in average selling prices. The increased revenues occurred across all markets. Income before income taxes increased primarily due to the increased revenues driven by the opening of new communities. Net new orders increased across all markets.

For the nine months ended September 30, 2018, Texas home sale revenues increased 16% compared with the prior year period due to a 7% increase in closings combined with an 8% increase in the average selling price. The higher revenues were driven by increases in Houston and Austin. Net new orders increased across all markets.

*West*

For the third quarter of 2018, West home sale revenues increased 38% compared with the prior year period resulting from a 19% increase in average selling price, combined with a 16% increase in closings. The increased revenues occurred across substantially all markets but were driven primarily by Northern California. The increased revenues contributed to increased income before income taxes in all markets except New Mexico, but the majority resulted from Northern California. Net new orders decreased 13% overall, which was concentrated in Northern California, primarily due to a lower number of active communities combined with actions taken in certain communities to manage backlog.

For the nine months ended September 30, 2018, West home sale revenues increased 46% compared with the prior year period due to a 21% increase in average selling price, combined with a 20% increase in closings. The increased revenues occurred across all markets. The increased revenues led to increased income before income taxes, primarily due to our Northern California operations, including two land sale transaction that generated gains totaling \$26.4 million and the land-related charges recognized in 2017. Net new orders decreased 8% overall and was concentrated in Northern California primarily due to a lower number of active communities combined with actions taken in certain communities to manage backlog.

## Financial Services Operations

We conduct our Financial Services operations, which include mortgage operations, title services, and insurance brokerage operations, through Pulte Mortgage and other subsidiaries. In originating mortgage loans, we initially use our own funds, including funds available pursuant to credit agreements with third parties. Substantially all of the loans we originate are sold in the secondary market within a short period of time after origination, generally within 30 days. We also sell the servicing rights for the loans we originate through fixed price servicing sales contracts to reduce the risks and costs inherent in servicing loans. This strategy results in owning the loans and related servicing rights for only a short period of time. Operating as a captive business model primarily targeted to supporting our Homebuilding operations, the business levels of our Financial Services operations are highly correlated to Homebuilding. Our Homebuilding customers continue to account for substantially all loan production. We believe that our capture rate, which represents loan originations from our Homebuilding operations as a percentage of total loan opportunities from our Homebuilding operations, excluding cash closings, is an important metric in evaluating the effectiveness of our captive mortgage business model. The following tables present selected financial information for our Financial Services operations (\$000's omitted):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2018 vs. 2017	2017	2018	2018 vs. 2017	2017
Mortgage revenues	\$37,618	5 %	\$35,910	\$111,313	6 %	\$104,582
Title services revenues	11,732	21 %	9,673	32,336	16 %	27,841
Insurance brokerage commissions	2,270	66 %	1,369	6,673	87 %	3,572
Total Financial Services revenues	51,620	10 %	46,952	150,322	11 %	135,995
Expenses	(32,213 )	10 %	(29,304 )	(96,650 )	12 %	(86,150 )
Other income, net	226	64 %	138	510	30 %	393
Income before income taxes	\$19,633	10 %	\$17,786	\$54,182	8 %	\$50,238
<b><u>Total originations:</u></b>						
Loans	3,692	8 %	3,428	10,319	7 %	9,631
Principal	\$1,138,389	14 %	\$1,002,108	\$3,170,206	14 %	\$2,778,151

### Nine Months Ended September 30, 2018 vs. 2017

#### **Supplemental data:**

Capture rate	76.0	%	79.5	%
Average FICO score	751		749	
Loan application backlog	\$2,498,398		\$2,653,466	

#### **Funded origination breakdown:**

Government (FHA, VA, USDA)	20	%	24	%
Other agency	68	%	69	%
Total agency	88	%	93	%
Non-agency	12	%	7	%
Total funded originations	100	%	100	%

#### *Revenues*

Total Financial Services revenues for the three and nine months ended September 30, 2018 increased 10% and 11%, respectively, compared to the same periods in 2017, primarily due to higher loan origination, title, and insurance brokerage volume resulting from higher volumes in the Homebuilding segment. A higher average loan size primarily

driven by higher

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average selling prices in the Homebuilding segment also contributed to the higher revenues. These factors were partially offset by the lower capture rate resulting from a more competitive market environment.

#### *Income before income taxes*

Income before income taxes for the three and nine months ended September 30, 2018 increased 10% and 8%, respectively, when compared to the prior year periods. The increases over the prior year were due primarily to higher revenues that were partially offset by higher expenses. Refinance activity has slowed in the mortgage industry, which has increased competition, pressured loan pricing, and resulted in lower margins on our loan originations in 2018.

#### **Income Taxes**

Our effective tax rate for the three and nine months ended September 30, 2018 was 24.7% and 23.0%, respectively, compared to 33.8% and 30.2%, respectively, for the same periods in 2017. Our effective tax rates for the three and nine months ended September 30, 2018 are lower than the prior year periods primarily due to the federal statutory rate reduction from 35% in 2017 to 21% in 2018 due to the Tax Act.

#### **Liquidity and Capital Resources**

We finance our land acquisition, development, and construction activities and financial services operations using internally-generated funds supplemented by credit arrangements with third parties and capital market financing. We routinely monitor current and expected operational requirements and financial market conditions to evaluate accessing other available financing sources, including revolving bank credit and securities offerings.

At September 30, 2018, we had unrestricted cash and equivalents of \$728.6 million, restricted cash balances of \$30.4 million, and \$780.4 million available under our Revolving Credit Facility. We follow a diversified investment approach for our cash and equivalents by maintaining such funds with a broad portfolio of banks within our group of relationship banks in high quality, highly liquid, short-term deposits and investments.

Our ratio of debt to total capitalization, excluding our Financial Services debt, was 38.9% at September 30, 2018.

#### *Unsecured senior notes*

We had \$3.0 billion of unsecured senior notes outstanding at September 30, 2018 and December 31, 2017, respectively, with no repayments due until 2021, when \$700.0 million of unsecured senior notes are scheduled to mature.

#### *Other notes payable*

Other notes payable include non-recourse and limited recourse collateralized notes with third parties that totaled \$18.6 million and \$20.0 million at September 30, 2018 and December 31, 2017, respectively. These notes have maturities ranging up to three years, are secured by the applicable land positions to which they relate, and have no recourse to any other assets. The stated interest rates on these notes range up to 8.01%.

#### *Revolving credit facility*

In June 2018, we entered into the Revolving Credit Facility which replaced the Company's previous credit agreement. The Revolving Credit Facility contains substantially similar terms to the previous credit agreement and extended the maturity date from June 2019 to June 2023. The Revolving Credit Facility has a maximum borrowing capacity of \$1.0 billion and contains an uncommitted accordion feature that could increase the capacity to \$1.5 billion, subject to

certain conditions and availability of additional bank commitments. The Revolving Credit Facility also provides for the issuance of letters of credit that reduce the available borrowing capacity under the Revolving Credit Facility, with a sublimit of \$500.0 million at September 30, 2018. The interest rate on borrowings under the Revolving Credit Facility may be based on either the London Interbank Offered Rate ("LIBOR") or a base rate plus an applicable margin, as defined therein. We had no borrowings outstanding at September 30, 2018 and December 31, 2017, and \$219.6 million and \$235.5 million of letters of credit issued under the Revolving Credit Facility at September 30, 2018 and December 31, 2017, respectively.

The Revolving Credit Facility contains financial covenants that require us to maintain a minimum Tangible Net Worth, a minimum Interest Coverage Ratio, and a maximum Debt-to-Capitalization Ratio (as each term is defined in the Revolving

Credit Facility). As of September 30, 2018, we were in compliance with all covenants. Outstanding balances under the Revolving Credit Facility are guaranteed by certain of our wholly-owned subsidiaries.

#### *Financial Services debt*

Pulte Mortgage maintains a master repurchase agreement with third party lenders. In August 2018, Pulte Mortgage entered into an amended and restated repurchase agreement (the "Repurchase Agreement") that extended the effective date to August 2019. The maximum aggregate commitment is \$400.0 million at September 30, 2018, which increases to \$520.0 million during the seasonally high borrowing period from December 26, 2018 through January 14, 2019. At all other times, the maximum aggregate commitment ranges from \$240.0 million to \$400.0 million. The purpose of changes in capacity during the term of the agreement is to lower associated fees during seasonally lower volume periods of mortgage origination activity. Borrowings under the Repurchase Agreement are secured by residential mortgage loans available-for-sale. The Repurchase Agreement contains various affirmative and negative covenants applicable to Pulte Mortgage, including quantitative thresholds related to net worth, net income, and liquidity. Pulte Mortgage had \$250.7 million and \$437.8 million outstanding under the Repurchase Agreement at September 30, 2018 and December 31, 2017, respectively, and was in compliance with all of its covenants and requirements as of such dates.

#### *Dividends and share repurchase program*

During the nine months ended September 30, 2018, we declared cash dividends totaling \$77.7 million and repurchased 5.8 million shares under our repurchase authorization totaling \$172.1 million. At September 30, 2018, we had remaining authorization to repurchase \$422.4 million of common shares.

#### *Cash flows*

##### Operating activities

Our net cash provided by operating activities for the nine months ended September 30, 2018 was \$1.0 billion, compared with net cash provided by operating activities of \$252.5 million for the nine months ended September 30, 2017. Generally, the primary drivers of our cash flow from operations are profitability and changes in the levels of inventory and residential mortgage loans available-for-sale, each of which experiences seasonal fluctuations. The positive cash flow from operations for the nine months ended September 30, 2018 was primarily due to our net income of \$784.4 million, supplemented by \$230.3 million of deferred income taxes and a \$218.9 million reduction in residential mortgage loans available-for-sale, partially offset by a net increase in inventories of \$263.7 million resulting from ongoing land acquisition and development investment to support future growth combined with a seasonal build of house inventory to support our higher backlog.

Our positive cash flow from operations for the nine months ended September 30, 2017 was primarily due to our net income of \$369.8 million, supplemented by \$131.3 million in non-cash land-related charges and a reduction of \$173.1 million in residential mortgage loans available-for-sale, partially offset by a net increase in inventories of \$758.0 million resulting from increased land investment combined with a seasonal build of house inventory.

##### Investing activities

Investing activities are generally not a significant source or use of cash for us. Net cash used in investing activities for the nine months ended September 30, 2018 was \$32.0 million, compared with net cash used in investing activities of \$39.8 million for the nine months ended September 30, 2017.

##### Financing activities



Net cash used in financing activities for the nine months ended September 30, 2018 totaled \$530.2 million, compared with net cash used in financing activities of \$738.9 million for the nine months ended September 30, 2017. The net cash used in financing activities for the nine months ended September 30, 2018 resulted primarily from the repurchase of 5.8 million common shares for \$172.1 million under our repurchase authorization, repayments of debt totaling \$82.7 million, payments of \$78.3 million in cash dividends, and net repayments of \$187.1 million for borrowings under the Repurchase Agreement related to a seasonal reduction in residential mortgage loans available-for-sale.

Net cash used in financing activities for the nine months ended September 30, 2017 resulted primarily from the repurchase of 27.8 million common shares for \$659.8 million under our repurchase authorization, payments of \$86.0 million in cash dividends, and net repayments of \$85.8 million for borrowings under the Repurchase Agreement.

## **Inflation**

We, and the homebuilding industry in general, may be adversely affected during periods of inflation because of higher land and construction costs. Inflation may also increase our financing costs. In addition, higher mortgage interest rates affect the affordability of our products to prospective homebuyers. While we attempt to pass on to our customers increases in our costs through increased sales prices, market forces may limit our ability to do so. If we are unable to raise sales prices enough to compensate for higher costs, or if mortgage interest rates increase significantly, our revenues, gross margins, and net income could be adversely affected.

## **Seasonality**

Although significant changes in market conditions have impacted our seasonal patterns in the past and could do so again, we historically experience variability in our quarterly results from operations due to the seasonal nature of the homebuilding industry. We generally experience increases in revenues and cash flow from operations during the fourth quarter based on the timing of home closings. This seasonal activity increases our working capital requirements in our third and fourth quarters to support our home production and loan origination volumes. As a result of the seasonality of our operations, our quarterly results of operations are not necessarily indicative of the results that may be expected for the full year.

## **Contractual Obligations and Commercial Commitments**

There have been no material changes to our contractual obligations from those disclosed in our "Contractual Obligations and Commercial Commitments" contained in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, included in our Annual Report on Form 10-K for the year ended December 31, 2017, except as follows:

In June 2018, we entered into the Revolving Credit Facility which replaced the Company's previous credit agreement. The Revolving Credit Facility contains substantially similar terms to the previous credit agreement and extended the maturity date from June 2019 to June 2023. The Revolving Credit Facility has a maximum borrowing capacity of \$1.0 billion and contains an uncommitted accordion feature that could increase the capacity to \$1.5 billion.

In August 2018, Pulte Mortgage entered into an amended and restated repurchase agreement (the "Repurchase Agreement") that extended the effective date to August 2019. The maximum aggregate commitment is \$400.0 million at September 30, 2018, which increases to \$520.0 million during the seasonally high borrowing period from December 26, 2018 through January 14, 2019. At all other times, the maximum aggregate commitment ranges from \$240.0 million to \$400.0 million.

## **Off-Balance Sheet Arrangements**

We use letters of credit and surety bonds to guarantee our performance under various contracts, principally in connection with the development of our homebuilding projects. The expiration dates of the letter of credit contracts coincide with the expected completion date of the related homebuilding projects. If the obligations related to a project are ongoing, annual extensions of the letters of credit are typically granted on a year-to-year basis. At September 30, 2018, we had outstanding letters of credit totaling \$219.6 million. Our surety bonds generally do not have stated expiration dates; rather, we are released from the bonds as the contractual performance is completed. These bonds, which approximated \$1.2 billion at September 30, 2018, are typically outstanding over a period of approximately three to five years. Because significant construction and development work has been performed related to projects that have not yet received final acceptance by the respective counterparties, the aggregate amount of surety bonds outstanding is in excess of the projected cost of the remaining work to be performed.

In the ordinary course of business, we enter into land option agreements in order to procure land for the construction of houses in the future. At September 30, 2018, these agreements had an aggregate remaining purchase price of \$2.7 billion. Pursuant to these land option agreements, we generally provide a deposit to the seller as consideration for the right to purchase land at different times in the future, usually at predetermined prices.

At September 30, 2018, aggregate outstanding debt of unconsolidated joint ventures was \$49.5 million of which \$49.4 million was related to one joint venture in which we have a 50% interest. In connection with this loan, we and our joint venture partner provided customary limited recourse guaranties in which our maximum financial loss exposure is limited to our pro rata share of the debt outstanding.

## Critical Accounting Policies and Estimates

There have been no significant changes to our critical accounting policies and estimates during the nine months ended September 30, 2018 compared with those contained in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations* included in our Annual Report on Form 10-K for the year ended December 31, 2017, except that we updated our revenue recognition policies pursuant to the adoption of ASC 606 (see "New accounting pronouncements" within Note 1) as included below:

Home sale revenues - Home sale revenues and related profit are generally recognized when title to and possession of the home are transferred to the buyer at the home closing date. Little to no estimation is involved in recognizing such revenues.

Land sale revenues - We periodically elect to sell parcels of land to third parties in the event such assets no longer fit into our strategic operating plans or are zoned for commercial or other development. Land sales are generally outright sales of specified land parcels with cash consideration due on the closing date, which is generally when performance obligations are satisfied. Certain land sale contracts may contain unique terms that require management judgment in determining the appropriate revenue recognition, but the impact of such transactions is generally immaterial.

Financial services revenues - Mortgage servicing fees represent fees earned for servicing loans for various investors. Servicing fees are based on a contractual percentage of the outstanding principal balance, or a contracted set fee in the case of certain sub-servicing arrangements, and are credited to income when related mortgage payments are received or the sub-servicing fees are earned. Loan origination fees, commitment fees, and certain direct loan origination costs are recognized as incurred. Expected gains and losses from the sale of residential mortgage loans and their related servicing rights are included in the measurement of written loan commitments that are accounted for at fair value through Financial Services revenues at the time of commitment. The determination of fair value for certain of these financial instruments requires the use of estimates and management judgment. Subsequent changes in the fair value of these loans are reflected in Financial Services revenues as they occur. Interest income is accrued from the date a mortgage loan is originated until the loan is sold.

Revenues associated with our title operations are recognized as closing services are rendered and title insurance policies are issued, both of which generally occur as each home is closed. Insurance brokerage commissions relate to commissions on homeowner and other insurance policies placed with third party carriers through various agency channels. Our performance obligations for policy renewal commissions are satisfied upon issuance of the initial policy, and related contract assets for estimated future renewal commissions are included in other assets and totaled \$30.4 million at September 30, 2018. Due to uncertainties in the estimation process and the long duration of renewal policies, which can extend many years into the future, actual results could differ from such estimates.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

### *Quantitative disclosure*

We are subject to market risk on our debt instruments primarily due to fluctuations in interest rates. We utilize both fixed-rate and variable-rate debt. For fixed-rate debt, changes in interest rates generally affect the fair value of the debt instrument but not our earnings or cash flows. Conversely, for variable-rate debt, changes in interest rates generally do not affect the fair value of the debt instrument but could affect our earnings and cash flows. Except in very limited circumstances, we do not have an obligation to prepay fixed-rate debt prior to maturity. As a result, interest rate risk and changes in fair value should not have a significant impact on our fixed-rate debt until we are required or elect to refinance or repurchase such debt.



The following table sets forth the principal cash flows by scheduled maturity, weighted-average interest rates, and estimated fair value of our debt obligations as of September 30, 2018 (\$000's omitted):

**As of September 30, 2018 for the  
Years ending December 31,**

	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>Thereafter</b>	<b>Total</b>	<b>Fair Value</b>
<b>Rate-sensitive liabilities:</b>								
<i>Fixed rate debt</i>	\$—	\$8,423	\$9,539	\$700,000	\$—	\$2,300,000	\$3,017,962	\$2,977,043
Average interest rate	—	% 4.07	% 3.98	% 4.25	% —	% 5.90	% 5.50	%
<i>Variable rate debt (a)</i>	\$251,389	\$—	\$—	\$—	\$—	\$—	\$251,389	\$251,389
Average interest rate	4.28	% —	% —	% —	% —	% —	% 4.28	%

(a) Includes the Pulte Mortgage Repurchase Agreement and amounts outstanding under our Revolving Credit Facility, under which there was no amount outstanding at September 30, 2018.

### *Qualitative disclosure*

There have been no material changes to the qualitative disclosure found in Item 7A, *Quantitative and Qualitative Disclosures about Market Risk*, of our Annual Report on Form 10-K for the year ended December 31, 2017.

## **SPECIAL NOTES CONCERNING FORWARD-LOOKING STATEMENTS**

As a cautionary note, except for the historical information contained herein, certain matters discussed in Item 2, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, and Item 3, *Quantitative and Qualitative Disclosures About Market Risk*, are “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to a number of risks, uncertainties and other factors that could cause our actual results, performance, prospects or opportunities, as well as those of the markets we serve or intend to serve, to differ materially from those expressed in, or implied by, these statements. You can identify these statements by the fact that they do not relate to matters of a strictly factual or historical nature and generally discuss or relate to forecasts, estimates or other expectations regarding future events. Generally, the words “believe,” “expect,” “intend,” “estimate,” “anticipate,” “plan,” “project,” “may,” “can,” “could,” “might,” and similar expressions identify forward-looking statements, including statements related to any impairment charge and the impacts or effects thereof, expected operating and performing results, planned transactions, planned objectives of management, future developments or conditions in the industries in which we participate and other trends, developments and uncertainties that may affect our business in the future.

Such risks, uncertainties and other factors include, among other things: interest rate changes and the availability of mortgage financing; competition within the industries in which we operate; the availability and cost of land and other raw materials used by us in our homebuilding operations; the impact of any changes to our strategy in responding to the cyclical nature of the industry, including any changes regarding our land positions and the levels of our land spend; the availability and cost of insurance covering risks associated with our businesses; shortages and the cost of labor; weather related slowdowns; slow growth initiatives and/or local building moratoria; governmental regulation directed at or affecting the housing market, the homebuilding industry or construction activities; uncertainty in the mortgage lending industry, including revisions to underwriting standards and repurchase requirements associated with the sale of mortgage loans; the interpretation of or changes to tax, labor and environmental laws, including, but not limited to the Tax Cuts and Jobs Act which could have a greater impact on our effective tax rate or the value of our deferred tax assets than we anticipate; economic changes nationally or in our local markets, including inflation, deflation, changes in consumer confidence and preferences and the state of the market for homes in general; legal or regulatory proceedings or claims; our ability to generate sufficient cash flow in order to successfully implement our

capital allocation priorities; required accounting changes; terrorist acts and other acts of war; and other factors of national, regional and global scale, including those of a political, economic, business and competitive nature. See PulteGroup's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and other public filings with the Securities and Exchange Commission (the "SEC") for a further discussion of these and other risks and uncertainties applicable to our businesses. We undertake no duty to update any forward-looking statement, whether as a result of new information, future events or changes in our expectations.

**Item 4. Controls and Procedures****Disclosure Controls and Procedures**

Management, including our President and Chief Executive Officer and Executive Vice President and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2018. Based upon, and as of the date of that evaluation, our President and Chief Executive Officer and Executive Vice President and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of September 30, 2018.

Management is responsible for establishing and maintaining effective internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). There was no change in our internal control over financial reporting during the quarter ended September 30, 2018 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION****Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****Issuer Purchases of Equity Securities**

	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the plans or programs (\$000's omitted)
July 1, 2018 to July 31, 2018	588,960	\$ 29.59	588,960	\$ 471,900 (1)
August 1, 2018 to August 31, 2018	821,608	\$ 28.57	821,608	\$ 448,428 (1)
September 1, 2018 to September 30, 2018	968,876	\$ 26.88	968,876	\$ 422,380 (1)
Total	2,379,444	\$ 28.14	2,379,444	

During the nine months ended September 30, 2018, we repurchased 5.8 million shares for a total of \$172.1 million (1) under an existing share repurchase program authorized by the Company's Board of Directors. The share repurchase authorization has \$422.4 million remaining as of September 30, 2018. There is no expiration date for this program.



**Item 6. Exhibits**

**Exhibit Number and Description**

- 3 (a) Restated Articles of Incorporation, of PulteGroup, Inc. (Incorporated by reference to Exhibit 3.1 of our Current Report on Form 8-K, filed with the SEC on August 18, 2009)
- (b) Certificate of Amendment to the Articles of Incorporation, dated March 18, 2010 (Incorporated by reference to Exhibit 3(b) of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2010)
- (c) Certificate of Amendment to the Articles of Incorporation, dated May 21, 2010 (Incorporated by reference to Exhibit 3(c) of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2010)
- (d) Amended and Restated By-Laws of PulteGroup, Inc. (Incorporated by reference to Exhibit 3.2 of our Current Report on Form 8-K, filed with the SEC on May 5, 2017)
- (e) Certificate of Designation of Series A Junior Participating Preferred Shares, dated August 6, 2009 (Incorporated by reference to Exhibit 3(b) of our Registration Statement on Form 8-A, filed with the SEC on August 18, 2009)
- 4 (a) Any instrument with respect to long-term debt, where the securities authorized thereunder do not exceed 10% of the total assets of PulteGroup, Inc. and its subsidiaries, has not been filed. The Company agrees to furnish a copy of such instruments to the SEC upon request.
- (b) Amended and Restated Section 382 Rights Agreement, dated as of March 18, 2010, between PulteGroup, Inc. and Computershare Trust Company, N.A., as rights agent, which includes the Form of Rights Certificate as Exhibit B thereto (Incorporated by reference to Exhibit 4 of PulteGroup, Inc.'s Registration Statement on Form 8-A/A, filed with the SEC on March 23, 2010)
- (c) First Amendment to Amended and Restated Section 382 Rights Agreement, dated as of March 14, 2013, between PulteGroup, Inc. and Computershare Trust Company, N.A., as rights agent (Incorporated by reference to Exhibit 4.1 of PulteGroup, Inc.'s Current Report on Form 8-K, filed with the SEC on March 15, 2013)
- (d) Second Amendment to Amended and Restated Section 382 Rights Agreement, dated as of March 10, 2016, between PulteGroup, Inc. and Computershare Trust Company, N.A., as rights agent (Incorporated by reference to Exhibit 4.1 of PulteGroup, Inc.'s Current Report on Form 8-K, filed with the SEC on March 10, 2016)
- 10 (a) Sixth Amendment to Amended and Restated Master Repurchase Agreement, dated August 3, 2018 (incorporated by reference to Exhibit 10.1 of PulteGroup, Inc's Current Report on Form 8-K, filed with the SEC on August 9, 2018)
- 31 (a) Rule 13a-14(a) Certification by Ryan R. Marshall, President and Chief Executive Officer (Filed herewith)
- (b) Rule 13a-14(a) Certification by Robert T. O'Shaughnessy, Executive Vice President and Chief Financial Officer (Filed herewith)

32 Certification Pursuant to 18 United States Code § 1350 and Rule 13a-14(b) of the Securities Exchange Act of 1934 (Furnished herewith)

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

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**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 thereunto duly authorized.

**PULTEGROUP,  
INC.**

/s/ Robert T.  
O'Shaughnessy  
Robert T.  
O'Shaughnessy  
Executive Vice  
President and Chief  
Financial Officer  
(Principal Financial  
Officer and duly  
authorized officer)  
Date: October 23, 2018