

FINANCIAL INSTITUTIONS INC

Form 10-Q

August 05, 2009

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

Form 10-Q

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

For the quarterly period ended June 30, 2009

or

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

Commission File Number: 000-26481

(Exact name of registrant as specified in its charter)

NEW YORK

(State or other jurisdiction of
incorporation or organization)

16-0816610

(I.R.S. Employer Identification No.)

220 LIBERTY STREET, WARSAW, NEW YORK

(Address of principal executive offices)

14569

(Zip Code)

Registrant's telephone number, including area code: **(585) 786-1100**

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, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller
company)

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

The registrant had 10,821,386 shares of Common Stock, \$0.01 par value, outstanding as of July 31, 2009.

FINANCIAL INSTITUTIONS, INC.
Form 10-Q
For the Quarterly Period Ended June 30, 2009
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Consolidated Statements of Financial Condition (Unaudited)**

<i>(Dollars in thousands, except share and per share data)</i>	June 30, 2009	December 31, 2008
ASSETS		
Cash and cash equivalents:		
Cash and due from banks	\$ 41,405	\$ 34,528
Federal funds sold and interest-bearing deposits in other banks	39,910	20,659
Total cash and cash equivalents	81,315	55,187
Securities available for sale, at fair value	498,561	547,506
Securities held to maturity, at amortized cost (fair value of \$48,211 and \$59,147, respectively)	47,465	58,532
Loans held for sale	3,005	1,013
Loans	1,218,572	1,121,079
Less: Allowance for loan losses	20,614	18,749
Loans, net	1,197,958	1,102,330
Company owned life insurance	24,260	23,692
Premises and equipment, net	35,976	36,712
Goodwill	37,369	37,369
Other assets	70,815	54,578
Total assets	\$ 1,996,724	\$ 1,916,919
LIABILITIES AND SHAREHOLDERS EQUITY		
Deposits:		
Noninterest-bearing demand	\$ 292,825	\$ 292,586
Interest-bearing demand	357,443	344,616
Savings and money market	366,373	348,594
Certificates of deposit	683,619	647,467
Total deposits	1,700,260	1,633,263
Short-term borrowings	33,128	23,465
Long-term borrowings	46,849	47,355
Other liabilities	24,032	22,536
Total liabilities	1,804,269	1,726,619
Shareholders equity:		
Series A 3% Preferred Stock, \$100 par value, 1,533 shares authorized and issued	153	153
Series A Preferred Stock, \$100 par value, 7,503 shares authorized and issued, aggregate liquidation preference \$37,515; net of \$1,848 and \$2,016 discount, respectively	35,667	35,499

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Series B-1 8.48% Preferred Stock, \$100 par value, 200,000 shares authorized, 174,223 shares issued	17,422	17,422
Total preferred equity	53,242	53,074
Common stock, \$0.01 par value, 50,000,000 shares authorized, 11,348,122 shares issued	113	113
Additional paid-in capital	26,562	26,397
Retained earnings	126,542	124,952
Accumulated other comprehensive loss	(4,184)	(4,013)
Treasury stock, at cost 526,736 and 550,103 shares, respectively	(9,820)	(10,223)
Total shareholders' equity	192,455	190,300
Total liabilities and shareholders' equity	\$ 1,996,724	\$ 1,916,919

See accompanying notes to the consolidated financial statements.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Consolidated Statements of Income (Unaudited)

<i>(Dollars in thousands, except per share amounts)</i>	Three months ended		Six months ended	
	June 30,		June 30,	
	2009	2008	2009	2008
Interest income:				
Interest and fees on loans	\$ 17,847	\$ 16,400	\$ 34,906	\$ 33,128
Interest and dividends on investment securities	5,429	7,942	11,436	16,176
Other interest income	26	194	53	504
Total interest income	23,302	24,536	46,395	49,808
Interest expense:				
Deposits	4,888	7,419	9,903	16,655
Short-term borrowings	56	132	94	284
Long-term borrowings	713	798	1,426	1,597
Total interest expense	5,657	8,349	11,423	18,536
Net interest income	17,645	16,187	34,972	31,272
Provision for loan losses	2,088	1,358	3,994	2,074
Net interest income after provision for loan losses	15,557	14,829	30,978	29,198
Noninterest income:				
Service charges on deposits	2,517	2,518	4,837	5,018
ATM and debit card	908	856	1,719	1,608
Loan servicing	470	232	727	418
Company owned life insurance	275	27	535	46
Broker-dealer fees and commissions	234	401	503	860
Net gain on sale of loans held for sale	246	92	416	256
Net gain on investment securities	1,153	47	1,207	220
Impairment charges on investment securities	(1,733)	(3,791)	(1,783)	(3,791)
Net gain on sale of other assets		115	158	152
Other	445	435	887	889
Total noninterest income	4,515	932	9,206	5,676
Noninterest expense:				
Salaries and employee benefits	8,437	8,169	17,168	16,605
Occupancy and equipment	2,683	2,567	5,559	5,147
FDIC assessments	1,593	88	2,273	133
Professional services	591	480	1,440	1,037
Computer and data processing	562	580	1,179	1,161
Supplies and postage	476	437	941	878
Advertising and promotions	249	283	423	433
Other	1,849	1,781	3,535	3,264

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Total noninterest expense	16,440	14,385	32,518	28,658
Income before income taxes	3,632	1,376	7,666	6,216
Income tax expense (benefit)	1,004	(255)	2,071	806
Net income	\$ 2,628	\$ 1,631	\$ 5,595	\$ 5,410
Preferred stock dividends, net of amortization	925	370	1,843	741
Net income available to common shareholders	\$ 1,703	\$ 1,261	\$ 3,752	\$ 4,669
Earnings per common share (Note 2):				
Basic	\$ 0.16	\$ 0.12	\$ 0.35	\$ 0.43
Diluted	\$ 0.16	\$ 0.12	\$ 0.35	\$ 0.43
See accompanying notes to the consolidated financial statements.				

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Consolidated Statement of Changes in Shareholders' Equity (Unaudited)

<i>(Dollars in thousands, except per share data)</i>	Preferred Equity	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Shareholders' Equity
Balance at January 1, 2009	\$ 53,074	\$ 113	\$ 26,397	\$ 124,952	\$ (4,013)	\$ (10,223)	\$ 190,300
Comprehensive income:							
Net income				5,595			5,595
Other comprehensive income, net of tax					(171)		(171)
Total comprehensive income							5,424
Issuance costs of Series A Preferred Stock			(68)				(68)
Share-based compensation plans:							
Share-based compensation			515				515
Restricted stock awards issued, net			(252)			252	
Directors' retainer			(30)			151	121
Accrued undeclared cumulative dividend on Series A Preferred Stock, net of amortization	168			(362)			(194)
Cash dividends declared:							
Series A 3% Preferred-\$1.50 per share				(2)			(2)
Series A Preferred-\$98.61 per share				(740)			(740)
Series B-1 8.48% Preferred-\$4.24 per share				(739)			(739)
Common-\$0.20 per share				(2,162)			(2,162)
Balance at June 30, 2009	\$ 53,242	\$ 113	\$ 26,562	\$ 126,542	\$ (4,184)	\$ (9,820)	\$ 192,455

See accompanying notes to the consolidated financial statements.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows (Unaudited)

<i>(Dollars in thousands)</i>	Six months ended	
	June 30,	
	2009	2008
Cash flows from operating activities:		
Net income	\$ 5,595	\$ 5,410
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,034	1,955
Net amortization of premiums and discounts on investment securities	949	293
Provision for loan losses	3,994	2,074
Amortization of unvested stock-based compensation	515	552
Deferred income tax expense (benefit)	5,211	(1,078)
Proceeds from sale of loans held for sale	58,416	21,194
Originations of loans held for sale	(59,992)	(20,958)
Increase in company owned life insurance	(535)	(46)
Net gain on investment securities	(1,207)	(220)
Impairment charge on investment securities	1,783	3,791
Net gain on sale of loans held for sale	(416)	(256)
Net gain on sale and disposal of other assets	(158)	(152)
(Increase) decrease in other assets	(4,629)	458
Increase (decrease) in other liabilities	3,090	(1,267)
Net cash provided by operating activities	14,650	11,750
Cash flows from investing activities:		
Purchase of investment securities:		
Available for sale	(214,940)	(255,479)
Held to maturity	(17,223)	(27,823)
Proceeds from principal payments, maturities and calls on investment securities:		
Available for sale	178,974	224,420
Held to maturity	26,501	30,902
Proceeds from sale of securities available for sale	82,198	47,545
Net loan originations	(116,409)	(48,688)
Purchase of company owned life insurance	(33)	(66)
Proceeds from sales of other assets	1,042	903
Purchase of premises and equipment	(1,198)	(1,650)
Net cash used by investing activities	(61,088)	(29,936)
Cash flows from financing activities:		
Net increase in deposits	66,997	19,784
Net increase in short-term borrowings	9,663	26,334
Repayment of long-term borrowings	(506)	(5,079)
Purchase of common stock		(2,899)
Issuance of preferred and common shares	53	112
Stock options exercised		26
Cash dividends paid to preferred shareholders	(1,481)	(741)

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Cash dividends paid to common shareholders	(2,160)	(2,975)
Net cash provided by financing activities	72,566	34,562
Net increase in cash and cash equivalents	26,128	16,376
Cash and cash equivalents, beginning of period	55,187	46,673
Cash and cash equivalents, end of period	\$ 81,315	\$ 63,049

See accompanying notes to the consolidated financial statements.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**Nature of Operations**

Financial Institutions, Inc., a financial holding company organized under the laws of New York State, and its subsidiaries provide deposit, lending and other financial services to individuals and businesses in Central and Western New York. The Company owns all of the capital stock of Five Star Bank, a New York State-chartered bank, and Five Star Investment Services, Inc., a broker-dealer subsidiary offering noninsured investment products. The Company also owns 100% of FISIT Statutory Trust I (the Trust), which was formed in February 2001 for the purpose of issuing trust preferred securities. References to the Company mean the consolidated reporting entities and references to the Bank mean Five Star Bank.

Basis of Presentation

The consolidated financial statements in this Quarterly Report on Form 10-Q include the accounts of the Company and its subsidiaries. The Trust is not included in the consolidated financial statements of the Company. All significant intercompany accounts and transactions have been eliminated in consolidation. The accounting and reporting policies conform to general practices within the banking industry and to U.S. generally accepted accounting principles. Prior years consolidated financial statements are re-classified whenever necessary to conform to the current year presentation.

These financial statements have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in conformity with U.S. generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. However, in the opinion of management, the accompanying consolidated financial statements reflect all adjustments of a normal and recurring nature necessary to present fairly the consolidated balance sheet, statements of income, shareholders equity and cash flows for the periods indicated, and contain adequate disclosure to make the information presented not misleading. These consolidated financial statements should be read in conjunction with the Company's 2008 Annual Report on Form 10-K. The results of operations for any interim periods are not necessarily indicative of the results which may be expected for the entire year.

Use of Estimates

The preparation of these financial statements in conformity with U.S. generally accepted accounting principles 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. Material estimates relate to the determination of the allowance for loan losses, assumptions used in the defined benefit pension plan accounting, the valuation of goodwill and deferred tax assets, and the valuation and other than temporary impairment considerations related to the securities portfolio.

Cash Flow Information

Supplemental cash flow information addressing certain cash payments and noncash investing and financing activities for each of the six months ended June 30, 2009 and 2008 was as follows (in thousands):

	Six months ended	
	June 30,	
	2009	2008
Cash payments:		
Interest	\$ 9,735	\$ 19,422
Income taxes		1,755
Noncash investing and financing activities:		
Real estate and other assets acquired in settlement of loans	\$ 804	\$ 555
Accrued and declared unpaid dividends	1,692	2,013
Increase in net unsettled security transactions	18,336	3,618

Loans securitized

15,983

Recently Adopted Accounting Pronouncements

Earnings Per Share. On January 1, 2009, the Company adopted the provisions of Financial Accounting Standards Board (FASB) Staff Position (FSP) on Emerging Issues Task Force (EITF) Issue 03-6, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities* (FSP EITF 03-6-1). FSP EITF 03-6-1 states that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per common share (EPS) pursuant to the two-class method. FSP EITF 03-6-1 was effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years. The adoption of FSP EITF 03-6-1 did not have a material impact on the Company's EPS calculations.

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FINANCIAL INSTITUTIONS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derivative Financial Instruments. On January 1, 2009, the Company adopted the provisions of SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133* (SFAS 161). The statement amended the disclosure requirements for derivative financial instruments and hedging activities. Expanded qualitative disclosures required under SFAS 161 include: (1) how and why an entity uses derivative financial instruments; (2) how derivative financial instruments and related hedged items are accounted for under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, and related interpretations; and (3) how derivative financial instruments and related hedged items affect an entity’s financial position, financial performance, and cash flows. SFAS 161 also requires several added quantitative disclosures in financial statements. As SFAS 161 amended only the disclosure requirements for derivative financial instruments and hedged items, the adoption had no impact on the Company’s financial statements.

Fair Value Measurements and Impairment of Securities. On January 1, 2008, the Company adopted the provisions of Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements* (SFAS 157), for the Company’s financial assets and financial liabilities. In accordance with the provisions of FSP 157-2, *Effective Date of FASB Statement No. 157*, the Company deferred the effective date of SFAS 157 for the Company’s nonfinancial assets and nonfinancial liabilities, except for those items recognized or disclosed at fair value on an annual or more frequently recurring basis, until January 1, 2009. The adoption of the fair value measurement provisions of SFAS 157 for the Company’s nonfinancial assets and nonfinancial liabilities had no impact on the Company’s financial statements.

In April 2009, the FASB issued three final Staff Positions intended to provide additional application guidance and enhance disclosures regarding fair value measurements and impairments of securities. The three FSPs are as follows: FSP 157-4, *Determining Fair Value When the Volume and Level of Activity for the Assets or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP SFAS 157-4), affirms that the objective of fair value when the market for an asset is not active is the price that would be received to sell the asset in an orderly transaction, and clarifies and includes additional factors for determining whether there has been a significant decrease in market activity for an asset when the market for that asset is not active. FSP SFAS 157-4 requires an entity to base its conclusion about whether a transaction was not orderly on the weight of the evidence. FSP SFAS 157-4 also amended SFAS 157, *Fair Value Measurements*, to expand certain disclosure requirements. The Company adopted the provisions of FSP SFAS 157-4 during the second quarter of 2009. Adoption of FSP SFAS 157-4 did not significantly impact the Company’s financial statements.

FSP 115-2 and FSP 124-2, *Recognition and Presentation of Other-than-temporary impairments* (FSP 115-2 and FSP 124-2), require the recognition of other-than-temporary impairments on the basis of the following criteria: 81% in 2016, 83% in 2015, 80% in 2014, and 80% in 2013.

In originating mortgage loans, we initially use our own funds, including funds available pursuant to credit agreements with third parties, and subsequently sell such mortgage loans to third party investors in the secondary market. 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.

The mortgage industry in the U.S. is highly competitive. We compete with other mortgage companies and financial institutions to provide attractive mortgage financing to our homebuyers. We utilize a centralized fulfillment center for our mortgage operations that performs underwriting, processing, and closing functions. We believe centralizing both the fulfillment and origination of our loans improves the speed, efficiency, and quality of our mortgage operations, improving our profitability and allowing us to focus on providing attractive mortgage financing opportunities for our customers.

In originating and servicing mortgage loans, we are subject to the rules and regulations of the government-sponsored investors and other investors that purchase the loans we originate, as well as to those of other government agencies that have oversight of the government-sponsored investors or consumer lending rules in the U.S. In addition to being affected by changes in these programs, our mortgage banking business is also affected by many of the same factors that impact our homebuilding business.

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. If a loan is determined to be faulty, we either repurchase the loan from the investors or reimburse the investors' losses (a "make-whole" payment).

Our subsidiary title insurance companies serve as title insurance agents and underwriters in select markets by providing title insurance policies and examination and closing services to buyers of homes we sell. Historically, we have not experienced significant claims related to our title operations.

Financial Information About Geographic Areas

Substantially all of our operations are located within the U.S. We have some non-operating foreign subsidiaries and affiliates, which are insignificant to our consolidated financial results.

Organization/Employees

All subsidiaries and operating units operate independently with respect to daily operations. Homebuilding real estate purchases and other significant homebuilding, mortgage banking, financing activities, and similar operating decisions must be approved by the business unit's management and/or corporate senior management.

At December 31, 2017, we employed 4,810 people, of which 879 people were employed in our Financial Services operations. Except for a small group of employees, our employees are not represented by any union. Contracted work, however, may be performed by union contractors. Our local and corporate management personnel are paid incentive compensation, which is generally based on a combination of individual performance and the performance of the applicable business unit or the Company. Each business unit is given a level of autonomy regarding employment of personnel, subject to adherence to our established policies and procedures, and our senior corporate management acts in an advisory capacity in the employment of subsidiary officers. We consider our employee and contractor relations to be satisfactory.

ITEM 1A. RISK FACTORS

Discussion of our business and operations included in this annual report on Form 10-K should be read together with the risk factors set forth below. They describe various risks and uncertainties to which we are, or may become, subject. These risks and uncertainties, together with other factors described elsewhere in this report, have the potential to affect our business, financial condition, results of operations, cash flows, strategies, or prospects in a material and adverse manner.

The homebuilding industry is cyclical and a deterioration in industry conditions or downward changes in general economic or other business conditions could adversely affect our business or our financial results.

The residential homebuilding industry is sensitive to changes in economic conditions and other factors, such as the level of employment, consumer confidence, consumer income, availability of financing, and interest rate levels. Adverse changes in any of these conditions generally, or in the markets where we operate, could decrease demand and pricing for new homes in these areas or result in customer cancellations of pending contracts, which could adversely affect the number of home deliveries we make or reduce the prices we can charge for homes, either of which could result in a decrease in our revenues and earnings that could adversely affect our financial condition.

Beginning in 2006 and continuing through 2011, the U.S. housing market was unfavorably impacted by severe weakness in new home sales attributable to, among other factors, weak consumer confidence, tightened mortgage standards, significant foreclosure activity, a more challenging appraisal environment, higher than normal unemployment levels, and significant uncertainty in the global economy. During this period, we incurred significant losses, including impairments of our land inventory and certain other assets. Since 2011, overall industry new home sales have increased, and we returned to profitability beginning in 2012. However, the recovery in housing demand has been slow by historical standards and the adjustments we have made to our operating strategy may not be successful if the current housing market were to deteriorate significantly.

If the market value of our land and homes drops significantly, our profits could decrease and result in write-downs of the carrying values of land we own.

The market value of land, building lots, and housing inventories can fluctuate significantly as a result of changing market conditions, and the measures we employ to manage inventory risk may not be adequate to insulate our operations from a severe drop in inventory values. We acquire land for expansion into new markets and for replacement of land inventory and expansion within our current markets. If housing demand decreases below what we anticipated when we acquired our inventory, we may not be able to make profits similar to what we have made in the past, we may experience less than anticipated profits, and/or we may not be able to recover our costs when we sell and build homes. When market conditions are such that land values are not appreciating, option arrangements previously entered into may become less desirable, at which time we may elect to forego deposits and pre-acquisition costs and terminate the agreement. In the face of adverse market conditions, we may have substantial inventory carrying costs, we may have to write down our inventory to its fair value, and/or we may have to sell land or homes at a loss. At times we have been required to record significant write-downs of the carrying value of our land inventory, and we have elected not to exercise options to purchase land, even though that required us to forfeit deposits and write-off pre-acquisition costs. Although we have taken efforts to reduce our exposure to costs of that type, a certain amount of exposure is inherent in our homebuilding business. If market conditions were to deteriorate in the future, we could again be required to record significant write downs to our land inventory, which would decrease the asset values reflected on our balance sheet and adversely affect our earnings and our stockholders' equity.

Supply shortages and other risks related to the demand for skilled labor and building materials could increase costs and delay deliveries.

The homebuilding industry is highly competitive for skilled labor and materials. Labor shortages in certain of our markets have become more acute in recent years as the supply chain adjusts to uneven industry growth. Additionally, the cost of certain building materials, especially lumber, steel, concrete, copper, and petroleum-based materials, is influenced by changes in local and global commodity prices as well as government regulation. During 2017, we experienced increases in the prices of some building materials and shortages of skilled labor in some areas. Increased costs or shortages of skilled labor and/or materials could cause increases in construction costs and/or construction delays. We may not be able to pass on increases in construction costs to customers and generally are unable to pass on any such increases to customers who have already entered into sales contracts as those sales contracts generally fix the price of the home at the time the contract is signed, which may be well in advance of the construction of the home. Sustained increases in construction costs may, over time, erode our margins, and pricing competition may restrict our ability to pass on any such additional costs, thereby decreasing our margins.

Products supplied to us and work done by subcontractors can expose us to risks that could adversely affect our business.

We rely on subcontractors to perform the actual construction of our homes, and, in some cases, to select and obtain building materials. Despite our detailed specifications and quality control procedures, in some cases, subcontractors may use improper construction processes or defective materials. Defective products widely used by the homebuilding industry can result in the need to perform extensive repairs to large numbers of homes. The cost of complying with our warranty obligations may be significant if we are unable to recover the cost of repairs from subcontractors, materials suppliers and insurers.

We also can suffer damage to our reputation, and may be exposed to possible liability, if subcontractors fail to comply with applicable laws, including laws involving actions or matters that are not within our control. When we learn about possibly improper practices by subcontractors, we attempt to cause the subcontractors to discontinue them and may terminate the use of such subcontractors. However, attempts at mitigation may not avoid claims against us relating to actions of or matters relating to our subcontractors.

Our success depends on our ability to acquire land suitable for residential homebuilding at reasonable prices, in accordance with our land investment criteria.

The homebuilding industry is highly competitive for suitable land. The availability of finished and partially finished developed lots and undeveloped land for purchase that meet our internal criteria depends on a number of factors outside our control, including land availability in general, competition with other homebuilders and land buyers for desirable property, inflation in land prices, zoning, allowable housing density, and other regulatory requirements. Should suitable lots or land become less available, the number of homes we may be able to build and sell could be reduced, and the cost of land could be increased, perhaps substantially, which could adversely impact our results of operations.

Our long-term ability to build homes depends on our acquiring land suitable for residential building at reasonable prices in locations where we want to build. We experience significant competition for suitable land as a result of land constraints in many of our markets. As competition for suitable land increases, and as available land is developed, the cost of acquiring suitable remaining land could rise, and the availability of suitable land at acceptable prices may decline. Any land shortages or any decrease in the supply of suitable land at reasonable prices could limit our ability to develop new communities or result in increased land costs. We may not be able to pass through to our customers any increased land costs, which could adversely impact our revenues, earnings, and margins.

We are subject to claims related to mortgage loans we sold in the secondary mortgage market that may be significant.

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 certain representations and warranties made by us that the loans met certain requirements, including representations as to underwriting standards, the type of collateral, the existence of primary mortgage insurance, and the validity of certain borrower representations in connection with the loan. To date, the significant majority of these losses relate to loans originated in 2006 and 2007, during which period inherently riskier loan products became more common in the origination market. We may also be required to indemnify underwriters that purchased and securitized loans originated by a former subsidiary of Centex Corporation ("Centex"), which we acquired in 2009, for losses incurred by investors in those securitized loans based on similar breaches of representations and warranties.

The resolution of claims related to alleged breaches of these representations and warranties and repurchase claims could have a material adverse effect on our financial condition, cash flows and results of operations. Given the

ongoing volatility in the mortgage industry, changes in values of underlying collateral over time, and other uncertainties regarding the ultimate resolution of these claims, actual costs could differ from our current estimates. Accordingly, there can be no assurance that such reserves will not need to be increased in the future.

Future increases in interest rates, reductions in mortgage availability, or other increases in the effective costs of owning a home could prevent potential customers from buying our homes and adversely affect our business and financial results.

A large majority of our customers finance their home purchases through mortgage loans, many through Pulte Mortgage. Mortgage interest rates have remained near historical lows for several years, which has made new homes more affordable. Increases in interest rates or decreases in the availability of mortgage financing could adversely affect the market for new homes. Potential homebuyers may be less willing or able to pay the increased monthly costs or to obtain mortgage financing. Lenders may increase the qualifications needed for mortgages or adjust their terms to address any increased credit risk. Even if potential customers do not need financing, changes in interest rates and mortgage availability could make it harder for them to

sell their current homes to potential buyers who need financing. These factors could adversely affect the sales or pricing of our homes and could also reduce the volume or margins in our financial services business. Our financial services business could also be impacted to the extent we are unable to match interest rates and amounts on loans we have committed to originate through the various hedging strategies we employ. These developments have had, and may continue to have, a material adverse effect on the overall demand for new housing and thereby on the results of operations for our homebuilding business.

The liquidity provided by Fannie Mae and Freddie Mac to the mortgage industry is also critical to the housing market. The impact of the federal government's conservatorship of Fannie Mae and Freddie Mac on the short-term and long-term demand for new housing remains unclear. Any limitations or restrictions on the availability of financing by these agencies could adversely affect interest rates, mortgage financing, and our sales of new homes and mortgage loans. Additionally, the availability of FHA and VA mortgage financing is an important factor in marketing some of our homes.

Mortgage interest expense and real estate taxes represent significant costs of homeownership, both of which are generally deductible for an individual's federal and, in some cases, state income taxes. Any changes to income tax laws by the federal government or a state government to eliminate or substantially reduce these income tax deductions, as has been considered from time to time, would increase the after-tax cost of owning a home. On December 22, 2017, a law commonly known as the Tax Cuts and Jobs Act (the "Tax Act") was enacted. While the Tax Act lowers the tax rates applicable to many businesses and individuals, it also, among other things, (i) limits the federal deduction for mortgage interest so that it only applies to the first \$750,000 of a new mortgage (as compared to \$1 million under previous tax law), (ii) introduces a \$10,000 cap on the federal deduction for state and local taxes, including real estate taxes, and (iii) eliminates the federal deduction for interest on home equity loans. While the ultimate impact of the Tax Act is not known, these tax changes may raise the overall cost of home ownership in certain of our existing or future communities, lessen the perceived financial benefits of home ownership, or otherwise reduce demand for our homes. Increases in real estate taxes by local governmental authorities also increase the cost of homeownership. Any such increases to the cost of homeownership could adversely impact the demand for and sales prices of new homes.

Adverse capital and credit market conditions may significantly affect our access to capital and cost of capital.

The capital and credit markets can experience significant volatility. We may need credit-related liquidity for the future development of our business and other capital needs. Without sufficient liquidity, we may not be able to purchase additional land or develop land, which could adversely affect our financial results. At December 31, 2017, we had cash, cash equivalents, and restricted cash of \$306.2 million as well as \$764.5 million available under our revolving credit facility, net of outstanding letters of credit. However, our internal sources of liquidity and revolving credit facility may prove to be insufficient, and in such case, we may not be able to successfully obtain additional financing on terms acceptable to us, or at all.

Another source of liquidity includes our ability to use letters of credit and surety bonds pursuant to certain performance-related obligations and as security for certain land option agreements and 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. At December 31, 2017, we had outstanding letters of credit and surety bonds totaling \$235.5 million and \$1.2 billion, respectively. These letters of credit are generally issued via our unsecured revolving credit facility, which contains certain financial covenants and other limitations. If we are unable to obtain letters of credit or surety bonds when required, or the conditions imposed by issuers increase significantly, our financial condition and results of operations could be adversely affected.

Competition for homebuyers could reduce our deliveries or decrease our profitability.

The U.S. housing industry is highly competitive. Homebuilders compete not only for homebuyers, but also for desirable land, financing, raw materials, skilled management, and labor resources. We compete in each of our markets with numerous national, regional, and local homebuilders on the basis of location, price, quality, reputation, design, community amenities, and our customers' overall sales and homeownership experiences. This competition with other homebuilders could reduce the number of homes we deliver or cause us to accept reduced margins to maintain sales volume. Competition can also affect our ability to procure suitable land, raw materials, and skilled labor at acceptable prices or other terms.

We also compete with resales of existing or foreclosed homes, housing speculators, and available rental housing. Increased competitive conditions in the residential resale or rental market in the regions where we operate could decrease demand for new homes or unfavorably impact pricing for new homes.

The loss of the services of members of our senior management or a significant number of our operating employees could negatively affect our business.

Our success depends upon the skills, experience, and active participation of our senior management, many of whom have been with the Company for a significant number of years. If we were to lose members of our senior management, we might not be able to find appropriate replacements on a timely basis, and our operations could be negatively affected. Also, the loss of a significant number of operating employees in key roles or geographies where we are not able to hire qualified replacements could have a material adverse effect on our business.

Our income tax provision and tax reserves may be insufficient if a taxing authority is successful in asserting positions that are contrary to our interpretations and related reserves, if any.

Significant judgment is required in determining our provision for income taxes and our reserves for federal, state, and local taxes. In the ordinary course of business, there may be matters for which the ultimate outcome is uncertain. Our evaluation of our tax matters is based on a number of factors, including changes in facts or circumstances, changes in tax law, correspondence with tax authorities during the course of audits, and effective settlement of audit issues. Although we believe our approach to determining the tax treatment for such items is appropriate, no assurance can be given that the final tax authority review will not be materially different than that which is reflected in our income tax provision and related tax reserves. Such differences could have a material adverse effect on our income tax provision in the period in which such determination is made and, consequently, on our financial position, cash flows, or net income.

We are periodically audited by various federal, state, and local authorities regarding tax matters. Our current audits are in various stages of completion; however, no outcome for a particular audit can be determined with certainty prior to the conclusion of the audit, appeal, and, in some cases, litigation process. As each audit is concluded, adjustments, if any, are recorded in our financial statements in the period determined. To provide for potential tax exposures, we consider a variety of factors, including changes in facts or circumstances, changes in law, correspondence with taxing authorities, and effective settlement of audit issues. If these reserves are insufficient upon completion of an audit, there could be an adverse impact on our financial position, cash flows, and results of operations.

We may not realize our deferred tax assets.

As of December 31, 2017, we had deferred tax assets, net of deferred tax liabilities, of \$713.9 million, against which we provided a valuation allowance of \$68.6 million. The ultimate realization of our deferred tax assets is dependent upon generating future taxable income. While we have recorded valuation allowances against certain of our deferred tax assets, the valuation allowances are subject to change as facts and circumstances change.

Our ability to utilize net operating losses (“NOLs”), built-in losses (“BILs”), and tax credit carryforwards to offset our future taxable income or income tax would be limited if we were to undergo an “ownership change” within the meaning of Section 382 of the Internal Revenue Code (the “IRC”). In general, an “ownership change” occurs whenever the percentage of the stock of a corporation owned by “5-percent shareholders” (within the meaning of Section 382 of the IRC) increases by more than 50 percentage points over the lowest percentage of the stock of such corporation owned by such “5-percent shareholders” at any time over the testing period.

An ownership change under Section 382 of the IRC would establish an annual limitation to the amount of NOLs, BILs, and tax credit carryforwards we could utilize to offset our taxable income or income tax in any single year. The application of these limitations might prevent full utilization of the deferred tax assets attributable to our NOLs, BILs, and tax credit carryforwards. To preserve our ability to utilize NOLs, BILs, and other tax benefits in the future without a Section 382 limitation, we adopted a shareholder rights plan, which is triggered upon certain transfers of our

securities, and amended our by-laws to prohibit certain transfers of our securities. Our shareholder rights plan, as amended, expires June 1, 2019, unless our board of directors and shareholders approve an amendment to extend the term prior thereto. Notwithstanding the foregoing measures, there can be no assurance that we will not undergo an ownership change within the meaning of Section 382.

Our ability to use certain of Centex's federal losses and credits is limited under Section 382 of the IRC. We do not believe that the Section 382 limitations will prevent us from utilizing these Centex losses and credits. We do believe that full utilization of certain state NOL carryforwards will be limited due to Section 382.

The value of our deferred tax assets is also dependent upon the tax rates expected to be in effect at the time taxable income is expected to be generated. A decrease in enacted corporate tax rates in our major jurisdictions, especially the U.S. federal corporate tax rate, would decrease the value of our deferred tax assets, which could be material.

The Tax Act enacted on December 22, 2017, makes broad and complex changes to the U.S. tax code, including, but not limited to, the following that impact us: (1) reducing the U.S. federal corporate income tax rate from 35 percent to 21 percent; (2) eliminating the corporate alternative minimum tax (“AMT”) and changing how existing AMT credits can be realized; (3) creating a new limitation on deductible interest expense; (4) repealing the domestic production activities deduction; (5) limiting the deductibility of certain executive compensation; and (6) limiting certain other deductions. While we continue to evaluate the effects of the Tax Act, we have recorded a net tax expense of \$172.1 million in 2017 related to the remeasurement of our deferred tax balance and other effects. We expect that the Tax Act will have a favorable impact on our financial results beginning in 2018. In the absence of guidance on various uncertainties and ambiguities in the application of certain provisions of the Tax Act, we will use what we believe are reasonable interpretations and assumptions in applying the Tax Act. However, it is possible that the IRS could issue subsequent guidance or take positions in an audit that differ from our prior interpretations and assumptions, which could have a material adverse effect on our cash tax liabilities, results of operations, or financial condition.

We have significant intangible assets. If these assets become impaired, then our profits and shareholders’ equity may be reduced.

We have significant intangible assets related to business combinations. If the carrying value of intangible assets is deemed impaired, the carrying value is written down to fair value. This would result in a charge to our earnings. If management’s expectations of future results and cash flows decrease significantly, impairments of the remaining intangible assets may occur.

Government regulations could increase the cost and limit the availability of our development and homebuilding projects or affect our related financial services operations and adversely affect our business or financial results.

Our operations are subject to building, safety, environmental, and other regulations imposed and enforced by various federal, state, and local governing authorities. New housing developments may also be subject to various assessments for schools, parks, streets, and other public improvements. These can cause an increase in the effective cost of our homes.

We also are subject to a variety of local, state, and federal laws and regulations concerning protection of health, safety, and the environment. The impact of environmental laws varies depending upon the prior uses of the building site or adjoining properties and may be greater in areas with less supply where undeveloped land or desirable alternatives are less available. These matters may result in delays, may cause us to incur substantial compliance, remediation and other costs, and can prohibit or severely restrict development and homebuilding activity in environmentally sensitive regions or areas. More stringent requirements could be imposed in the future on homebuilders and developers, thereby increasing the cost of compliance.

Our financial services operations are also subject to numerous federal, state, and local laws and regulations. These include eligibility requirements for participation in federal loan programs and compliance with consumer lending and similar requirements such as disclosure requirements, prohibitions against discrimination, and real estate settlement procedures. They also subject our operations to examination by applicable agencies, pursuant to which those agencies may limit our ability to provide mortgage financing or title services to potential purchasers of our homes. For our homes to qualify for FHA or VA mortgages, we must satisfy valuation standards and site, material, and construction requirements of those agencies.

Homebuilding is subject to warranty and other claims in the ordinary course of business that can be significant.

As a homebuilder, we are subject to home warranty, construction defect, and other claims arising in the ordinary course of business. We record warranty and other reserves for the homes we sell based on historical experience in our markets and our judgment of the qualitative risks associated with the types of homes built. We have, and require our subcontractors to have, general liability, property, errors and omissions, workers compensation, and other business insurance. These insurance policies protect us against a portion of our risk of loss from claims, subject to certain self-insured per occurrence and aggregate retentions, deductibles, and available policy limits. 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. We reserve for costs to cover our self-insured and deductible amounts under these policies and for any costs of claims and lawsuits based on an analysis of our historical claims, which includes an estimate of claims incurred but not yet reported. Because of the

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uncertainties inherent in these matters, we cannot provide assurance that our insurance coverage, our subcontractor arrangements, and our reserves will be adequate to address all our warranty and construction defect claims in the future. Contractual indemnities can be difficult to enforce, we may be responsible for applicable self-insured retentions, and some types of claims may not be covered by insurance or may exceed applicable coverage limits. Additionally, the coverage offered by and the availability of general liability insurance for construction defects are currently costly and limited. We have responded to increases in insurance costs and coverage limitations by increasing our self-insured retentions and claim reserves. There can be no assurance that coverage will not be further restricted or become more costly. Additionally, we are exposed to counterparty default risk related to our subcontractors, our insurance carriers, and our subcontractors' insurance carriers.

Natural disasters and severe weather conditions could delay deliveries, increase costs, and decrease demand for new homes in affected areas.

Our homebuilding operations are located in many areas that are subject to natural disasters and severe weather. The occurrence of natural disasters or severe weather conditions can delay new home deliveries, increase costs by damaging inventories, reduce the availability of materials, and negatively impact the demand for new homes in affected areas. Furthermore, if our insurance does not fully cover business interruptions or losses resulting from these events, our earnings, liquidity, or capital resources could be adversely affected. In 2017, Hurricanes Harvey and Irma caused disruptions in our Texas and Florida operations, respectively, but did not result in a material impact to our 2017 results of operations.

Inflation may result in increased costs that we may not be able to recoup.

Inflation can adversely affect us by increasing costs of land, materials, and labor. In addition, significant inflation is often accompanied by higher interest rates, which may have a negative impact on demand for our homes. In an inflationary environment, economic conditions and other market factors may make it difficult for us to raise home prices enough to keep up with the rate of inflation, which would reduce our profit margins. Although the rate of inflation has been historically low for the last several years, we currently are experiencing increases in the prices of labor and materials above the general inflation rate.

Information technology failures or data security breaches could harm our business.

We use information technology and other computer resources to carry out important operational activities and to maintain our business records. Our computer systems, including our back-up systems, are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, security breaches (through cyberattacks from computer hackers and sophisticated organizations), catastrophic events such as fires, tornadoes and hurricanes, and usage errors by our employees or cyber-attacks or errors by third-party vendors who have access to our confidential data, or that of our customers. While we are continuously working to improve our information technology systems and provide employee awareness training around phishing, malware, and other cyber risks to enhance our levels of protection, to the extent possible, against cyber risks and security breaches, and monitor to prevent, detect, address and mitigate the risk of unauthorized access, misuse, computer viruses and other events that could have a security impact, there is no assurance that advances in computer capabilities, new technologies, methods or other developments will detect or prevent security breaches and safeguard access to proprietary or confidential information. If our computer systems and our back-up systems are damaged, breached, or cease to function properly, or if there are intrusions of critical infrastructure such as the power grid or communications systems, we could suffer extended interruptions in our operations or unintentionally allow misappropriation of proprietary or confidential information (including information about our employees, homebuyers and business partners). Any such disruption could damage our reputation, result in market value declines, lead to legal proceedings against us by affected third-parties resulting in penalties or fines, and require us to incur significant costs to remediate or otherwise resolve

these issues.

We can be injured by improper acts of persons over whom we do not have control or by the attempt to impose liabilities or obligations of third parties on us.

Although we expect all of our employees, officers, and directors to comply at all times with all applicable laws, rules, and regulations, there may be instances in which subcontractors or others through whom we do business engage in practices that do not comply with applicable laws, regulations, or governmental guidelines. When we learn of practices that do not comply with applicable laws or regulations, including practices relating to homes, buildings, or multifamily rental properties we build or finance, we move actively to stop the non-complying practices as soon as possible, and we have taken disciplinary action regarding employees of ours who were aware of non-complying practices and did not take steps to address them, including in some instances terminating their employment. However, regardless of the steps we take after we learn of practices that do not comply with applicable laws or regulations, we can in some instances be subject to fines or other governmental penalties, and our reputation can be injured, due to the practices' having taken place.

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The homes we sell are built by employees of subcontractors and other contract parties. We do not have the ability to control what these contract parties pay their employees or subcontractors or the work rules they impose on their employees or subcontractors. However, various governmental agencies are trying to hold contract parties like us responsible for violations of wage and hour laws and other work-related laws by firms whose employees are performing contracted for services. Governmental rulings or changes in state or local laws that make us responsible for labor practices by our subcontractors could create substantial exposures for us in situations that are not within our control.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our homebuilding and corporate headquarters are located in leased office facilities at 3350 Peachtree Road NE, Suite 150, Atlanta, Georgia 30326. Pulte Mortgage leases its primary office facilities in Englewood, Colorado. We also maintain various support functions in leased facilities in Tempe, Arizona, and Bloomfield Hills, Michigan. Our homebuilding divisions and financial services branches lease office space in the geographic locations in which they conduct their daily operations.

Because of the nature of our homebuilding operations, significant amounts of property are held as inventory in the ordinary course. Such properties are not included in response to this Item.

ITEM 3. LEGAL PROCEEDINGS

We are involved in various legal and governmental proceedings incidental to our continuing business operations, many involving claims related to certain construction defects. The consequences of these matters are not presently determinable but, in our opinion, after consulting with legal counsel and taking into account insurance and reserves, the ultimate liability is not expected to 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 our estimates reflected in the recorded reserves relating to such matter, we could incur additional charges that could be significant.

ITEM 4. MINE SAFETY DISCLOSURES

This Item is not applicable.

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ITEM 4A. EXECUTIVE OFFICERS OF THE REGISTRANT

Set forth below is certain information with respect to our executive officers.

Name	Age	Position	Year Became An Executive Officer
Ryan R. Marshall	43	President and Chief Executive Officer	2012
Robert T. O'Shaughnessy	52	Executive Vice President and Chief Financial Officer	2011
James R. Ellinghausen	59	Executive Vice President, Human Resources	2005
Harmon D. Smith	54	Executive Vice President and Chief Operating Officer	2011
Todd N. Sheldon	50	Executive Vice President, General Counsel and Corporate Secretary	2017
James L. Ossowski	49	Senior Vice President, Finance	2013

The following is a brief account of the business experience of each officer during the past five years:

Mr. Marshall was appointed Chief Executive Officer in September 2016. Previously, he held the position of President since February 2016 and Executive Vice President, Homebuilding Operations since May 2014. He was appointed Area President, Southeast in November 2012; Area President, Florida in May 2012; and Division President, South Florida in 2006.

Mr. O'Shaughnessy was appointed Executive Vice President and Chief Financial Officer in May 2011.

Mr. Ellinghausen was appointed Executive Vice President, Human Resources in December 2006.

Mr. Smith was appointed Executive Vice President and Chief Operating Office in February 2016 and previously held the positions of Executive Vice President, Field Operations since May 2014 and Homebuilding Operations and Area President, Texas since May 2012. He served as an Area President over various geographical markets since 2006.

Mr. Sheldon was appointed Executive Vice President, General Counsel and Corporate Secretary in March 2017. Prior to joining our company, he served as Executive Vice President, General Counsel and Secretary at Americold Logistics from June 2013 to March 2017 and in various legal positions at SuperValu from February 2008 to May 2013, most recently as Executive Vice President, General Counsel and Secretary.

Mr. Ossowski was appointed Senior Vice President, Finance in February 2017 and previously held the positions of Vice President, Finance and Controller since February 2013 and Vice President, Finance - Homebuilding Operations since August 2010.

There is no family relationship between any of the officers. Each officer serves at the pleasure of the Board of Directors.

PART II

ITEM MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS
5. AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common shares are listed on the New York Stock Exchange (Symbol: PHM).

Related Shareholder Matters

The table below sets forth, for the quarterly periods indicated, the range of high and low intraday sales prices for our common shares and dividend per share information:

	December 31, 2017			December 31, 2016		
	High	Low	Declared Dividend	High	Low	Declared Dividend
1st Quarter	\$24.05	\$18.18	\$ 0.09	\$18.82	\$14.61	\$ 0.09
2nd Quarter	24.73	21.41	0.09	19.80	16.60	0.09
3rd Quarter	27.51	23.81	0.09	22.40	19.04	0.09
4th Quarter	34.60	26.68	0.09	20.66	17.69	0.09

At February 1, 2018, there were 2,325 shareholders of record.

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)
October 1, 2017 to October 31, 2017	281,900	\$ 29.76	281,900	\$ 336,561 (1)
November 1, 2017 to November 30, 2017	2,423,700	32.23	2,423,700	\$ 258,455 (1)
December 1, 2017 to December 31, 2017	4,877,262	33.71	4,865,706	\$ 94,441 (1)
Total	7,582,862	\$ 33.09	7,571,306	

(1) The Board of Directors approved a share repurchase authorization totaling \$1.0 billion in July 2016, of which \$94.4 million remained available as of December 31, 2017. During 2017, we repurchased 35.4 million shares under this program. In January 2018, the Board of Directors approved an increase of \$500.0 million to our share repurchase authorization. There is no expiration date for this program.

The information required by this item with respect to equity compensation plans is set forth under Item 12 of this annual report on Form 10-K and is incorporated herein by reference.

Performance Graph

The following line graph compares, for the fiscal years ended December 31, 2013, 2014, 2015, 2016, and 2017, (a) the yearly cumulative total shareholder return (i.e., the change in share price plus the cumulative amount of dividends, assuming dividend reinvestment, divided by the initial share price, expressed as a percentage) on PulteGroup's common shares, with (b) the cumulative total return of the Standard & Poor's 500 Stock Index, and with (c) the Dow Jones U.S. Select Home Construction Index. The Dow Jones U.S. Select Home Construction Index is a widely-recognized index comprised primarily of large national homebuilders. We believe comparison of our shareholder return to this index represents a meaningful analysis for investors.

COMPARISON OF FIVE YEAR CUMULATIVE TOTAL RETURN*
 AMONG PULTEGROUP, INC., S&P 500 INDEX, AND PEER INDEX
 Fiscal Year Ended December 31, 2017

	2012	2013	2014	2015	2016	2017
PULTEGROUP, INC.	\$100.00	\$113.15	\$120.58	\$101.85	\$107.07	\$196.37
S&P 500 Index - Total Return	100.00	132.39	150.51	152.59	170.84	208.14
Dow Jones U.S. Select Home Construction Index	100.00	118.41	124.50	131.29	134.20	214.93

* Assumes \$100 invested on December 31, 2012, and the reinvestment of dividends.

ITEM 6. SELECTED FINANCIAL DATA

Set forth below is selected consolidated financial data for each of the past five fiscal years. The selected financial data should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our Consolidated Financial Statements and Notes thereto included elsewhere in this report.

	Years Ended December 31,				
	(000's omitted, except per share data)				
	2017	2016	2015	2014	2013
OPERATING DATA:					
Homebuilding:					
Revenues	\$8,381,090	\$7,487,350	\$5,841,211	\$5,696,725	\$5,538,644
Income before income taxes	\$865,332	\$860,766	\$757,317	\$635,177	\$479,113
Financial Services:					
Revenues	\$192,160	\$181,126	\$140,753	\$125,638	\$140,951
Income before income taxes	\$73,496	\$73,084	\$58,706	\$54,581	\$48,709
Consolidated results:					
Revenues	\$8,573,250	\$7,668,476	\$5,981,964	\$5,822,363	\$5,679,595
Income before income taxes	\$938,828	\$933,850	\$816,023	\$689,758	\$527,822
Income tax (expense) benefit	(491,607)	(331,147)	(321,933)	(215,420)	2,092,294
Net income	\$447,221	\$602,703	\$494,090	\$474,338	\$2,620,116
PER SHARE DATA:					
Net income per share:					
Basic	\$1.45	\$1.76	\$1.38	\$1.27	\$6.79
Diluted	\$1.44	\$1.75	\$1.36	\$1.26	\$6.72
Number of shares used in calculation:					
Basic	305,089	339,747	356,576	370,377	383,077
Effect of dilutive securities	1,725	2,376	3,217	3,725	3,789
Diluted	306,814	342,123	359,793	374,102	386,866
Shareholders' equity	\$14.49	\$14.60	\$13.63	\$13.01	\$12.19
Cash dividends declared	\$0.36	\$0.36	\$0.33	\$0.23	\$0.15

	December 31, (\$000's omitted)					
	2017	2016	2015	2014	2013	
BALANCE SHEET DATA:						
House and land inventory	\$7,147,130	\$6,770,655	\$5,450,058	\$4,392,100	\$3,978,561	
Total assets	9,686,649	10,178,200	9,189,406	8,560,187	8,719,886	
Notes payable	3,006,967	3,129,298	2,109,841	1,831,593	2,051,431	
Shareholders' equity	4,154,026	4,659,363	4,759,325	4,804,954	4,648,952	
	Years Ended December 31,					
	2017	2016	2015	2014	2013	
OTHER DATA:						
Markets, at year-end	47	49	50	49	48	
Active communities, at year-end	790	726	620	598	577	
Closings (units)	21,052	19,951	17,127	17,196	17,766	
Net new orders (units)	22,626	20,326	18,008	16,652	17,080	
Backlog (units), at year-end	8,996	7,422	6,731	5,850	5,772	
Average selling price (per unit)	\$395,000	\$373,000	\$338,000	\$329,000	\$305,000	
Gross margin from home sales (a)	22.4	% 25.0	% 26.9	% 26.7	% 24.1	%

(a) Homebuilding interest expense, which represents the amortization of capitalized interest, and land impairment charges are included in home sale cost of revenues.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Demand conditions continued to improve in the overall U.S. housing market in 2017. Although the recovery in housing demand has been slow by historical standards, the growth in demand for new homes is being supported by job creation, high consumer confidence, a supportive interest rate environment, and a limited supply of new homes. Within this environment, we remain focused on driving additional gains in construction and asset efficiency to deliver higher returns on invested capital. Consistent with our positive market view and long-term business strategy, we expect to use our capital to support future growth while consistently returning funds to shareholders through dividends and share repurchases.

The nature of the homebuilding industry results in a lag between when investments made in land acquisition and development yield new community openings and related home closings. Our focus continues to be on adding volume growth to the efficiency gains we have achieved in recent years. Our prior investments are allowing us to grow the business, as evidenced by 11% growth in net new orders and a 12% increase in home sale revenues to \$8.3 billion. We achieved this growth while also maintaining our focus on gross margin performance through community location, strategic pricing, and construction efficiencies.

During 2017, we opened approximately 250 new communities across our local markets as a result of increased land investment over the last few years. This volume of new community openings can present a challenge in today's environment where entitlement and land development delays are common. We have grown our investment in the business in a disciplined manner by emphasizing smaller projects and working to shorten our years of land supply, including the use of land option agreements when possible. We have also focused our land investments on closer-in locations where we think demand is more sustainable when the market ultimately moderates. We have accepted the trade-off of having to pay more for certain land positions where we can be more confident in future performance. Leveraging our increased land investments, we expect to open a similar number of new communities in 2018 as in 2017, which we expect will help our volume grow in 2018.

Our financial position provided flexibility to increase our investments in future communities while also returning funds to shareholders through dividends and expanded share repurchases. Specifically, we accomplished the following in 2017:

- Continued land investment spending to support future growth, which contributed to a 12% increase in home sale revenues;
- Committed to a plan we announced in May 2017 to sell select non-core and underutilized land parcels following a strategic review of our land portfolio (see [Note 2](#) to the Consolidated Financial Statements);
- Ended the year with a debt to total capitalization ratio of 42.0%, which is slightly above our targeted range of 30.0% to 40.0%, and a cash, cash equivalents, and restricted cash balance of \$306.2 million with no borrowings outstanding under our unsecured revolving credit agreement;
- Maintained our quarterly dividend at \$0.09 per share; and
- Repurchased \$910.3 million of shares under our share repurchase plan.

The following is a summary of our operating results by line of business (\$000's omitted, except per share data):

	Years Ended December 31,		
	2017	2016	2015
Income before income taxes:			
Homebuilding	\$865,332	\$860,766	\$757,317
Financial Services	73,496	73,084	58,706
Income before income taxes	938,828	933,850	816,023
Income tax expense	(491,607)	(331,147)	(321,933)
Net income	\$447,221	\$602,703	\$494,090
Per share data - assuming dilution:			
Net income	\$1.44	\$1.75	\$1.36

Homebuilding income before income taxes improved each year from 2015 to 2017. Revenues increased each year and overhead leverage improved, which offset declines in gross margin percentage. Homebuilding income before income taxes also reflected the following significant income (expense) items (\$000's omitted):

	2017	2016	2015
Land inventory impairments (see Note 2)	(88,952)	(1,074)	(7,347)
Warranty claim (see Note 11)	(12,389)	—	—
Net realizable value adjustments ("NRV") - land held for sale (see Note 2)	(83,576)	(1,105)	901
Insurance reserve adjustments (see Note 11)	95,120	55,243	62,183
Write-offs of insurance receivables (see Note 11)	(29,624)	—	—
Restructuring costs from corporate office relocation and other actions	—	(10,030)	(3,826)
Write-offs of deposits and pre-acquisition costs (see Note 2)	—	(11,643)	(2,463)
Impairments of unconsolidated entities (see Note 2)	(11,367)	(17,157)	(5,021)
Applecross matter (see Note 11)	(8,017)	—	—
Settlement of disputed land transaction (see Note 11)	—	—	(20,000)
	—	(15,000)	—
	\$(138,805)	\$(766)	\$24,427

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

The increase in Financial Services income in 2017 compared with 2016 and 2015 was primarily due to an increase in mortgage origination volume resulting from higher volumes in the Homebuilding segment, partially offset by lower revenue per loan as the mortgage origination market has become more competitive. During 2015, we reduced our loan origination liabilities by \$11.4 million, which favorably impacted Financial Services income. See [Note 11](#).

Our effective tax rate was 52.4%, 35.5% and 39.5% for 2017, 2016, and 2015, respectively. The effective tax rate for 2017 reflects the impact of the Tax Act, enacted on December 22, 2017. In connection with our initial analysis of the impact of the Tax Act, we have recorded a provisional amount of net tax expense of \$172.1 million in the year ended December 31, 2017 related to the remeasurement of our deferred tax balance and other effects. See [Note 8](#).

Homebuilding Operations

The following is a summary of income before income taxes for our Homebuilding operations (\$000's omitted):

	Years Ended December 31,					
	2017	FY 2017 vs. FY 2016	2016	FY 2016 vs. FY 2015	2015	
Home sale revenues	\$8,323,984	12	% \$7,451,315	29	% \$5,792,675	
Land sale revenues	57,106	58	% 36,035	(26)	)% 48,536	
Total Homebuilding revenues	8,381,090	12	% 7,487,350	28	% 5,841,211	
Home sale cost of revenues (a)	(6,461,152)	16	% (5,587,974)	32	% (4,235,945)	
Land sale cost of revenues (b)	(134,449)	319	% (32,115)	(10)	)% (35,858)	
Selling, general, and administrative expenses ("SG&A") (c)	(891,581)	(7	)% (957,150)	20	% (794,728)	
Other expense, net (d)	(28,576)	(42	)% (49,345)	184	% (17,363)	
Income before income taxes	\$865,332	1	% \$860,766	14	% \$757,317	
Supplemental data:						
Gross margin from home sales (a)	22.4	% (260) bps	25.0	% (190) bps	26.9	%
SG&A % of home sale revenues (c)	10.7	% (210) bps	12.8	% (90) bps	13.7	%
Closings (units)	21,052	6	% 19,951	16	% 17,127	
Average selling price	\$395	6	% \$373	10	% \$338	
Net new orders (e):						
Units	22,626	11	% 20,326	13	% 18,008	
Dollars	\$9,361,534	21	% \$7,753,399	23	% \$6,305,380	
Cancellation rate	14	%	15	%	14	%
Active communities at December 31	790	9	% 726	17	% 620	
Backlog at December 31:						
Units	8,996	21	% 7,422	10	% 6,731	
Dollars	\$3,979,064	35	% \$2,941,512	20	% \$2,456,565	

Includes the amortization of capitalized interest; land inventory impairments of \$89.0 million in 2017, \$1.1 million (a) in 2016, and \$7.3 million in 2015 (see [Note 2](#)); and a warranty charge of \$12.4 million related to a closed-out community (see [Note 11](#)) in 2017.

(b) Includes net realizable value adjustments on land held for sale of \$83.6 million, \$1.1 million, and \$(0.9) million in 2017, 2016, and 2015, respectively (see [Note 2](#)).

(c) Includes write-offs of \$29.6 million of insurance receivables associated with the resolution of certain insurance matters in 2017; general liability insurance reserve reversals of \$95.1 million, \$55.2 million and \$62.2 million in 2017, 2016, and 2015, respectively (see [Note 11](#)); and restructuring costs from corporate office relocation and other actions of \$10.0 million and \$3.8 million in 2016 and 2015, respectively.

(d) Includes an \$8.0 million impairment of an investment in an unconsolidated entity in 2017 (see [Note 2](#)); \$15.0 million in 2016 related to the settlement of a disputed land transaction; \$20.0 million in 2015 resulting from the (d) Applecross matter (see [Note 11](#)); and restructuring costs from corporate office relocation and other actions of \$11.6 million and \$2.5 million in 2016 and 2015, respectively. See "Other expense, net" for a table summarizing other significant items.

(e) Net new orders excludes backlog acquired from Wieland in January 2016 (see [Note 1](#)). Net 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.

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Home sale revenues

Home sale revenues for 2017 were higher than 2016 by \$0.9 billion, or 12%. The increase was attributable to a 6% increase in the average selling price and a 6% increase in closings. The increase in closings reflects the significant land investments we have made and the resulting increase in our active communities. These increased closings occurred despite the disruption in our operations caused by Hurricane Harvey in Houston, Texas, and Hurricane Irma in Florida, as well as permitting and other municipal approval delays in certain communities. The higher average selling price for 2017 reflected a shift toward move-up homebuyers.

Home sale revenues for 2016 were higher than 2015 by \$1.7 billion, or 29%. The increase was attributable to a 10% increase in the average selling price and a 16% increase in closings. These increases reflect the impact of communities acquired from Wieland during the period, which contributed 6% to the growth in revenue, 4% to the growth in closings and 1% to the increase in average selling price. Excluding the communities acquired from Wieland, the increase in closings reflects the significant investments we made in opening new communities combined with improved demand. The increase in average selling price reflected a shift in our revenue mix toward move-up homebuyers.

Home sale gross margins

Home sale gross margins were 22.4% in 2017, compared with 25.0% in 2016 and 26.9% in 2015. Our results in 2017 include the effect of the aforementioned land inventory impairments totaling \$89.0 million (see [Note 2](#)) and a warranty charge of \$12.4 million (See [Note 11](#)). Combined, these factors reduced gross margin in 2017 by 120 basis points. The assets acquired from Wieland contributed 60 basis points to the decrease in 2016, primarily as the result of required fair value adjustments associated with the acquired homes in production and related lots. Gross margins remain strong relative to historical levels and reflect a combination of factors, including shifts in community mix, relatively stable pricing conditions in 2017 following strong pricing conditions in 2016 and 2015, and lower amortized interest costs (1.7%, 1.7%, and 2.4% of home sale revenues in 2017, 2016, and 2015, respectively) combined with higher house construction and land costs as the supply chain has responded to the housing recovery.

Land sales

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 revenues and their related gains or losses vary between periods, depending on the timing of land sales and our strategic operating decisions. Land sales contributed net gains (losses) of \$(77.3) million, \$3.9 million, and \$12.7 million in 2017, 2016, and 2015, respectively. The loss in 2017 resulted from the aforementioned net realizable value charges of \$83.6 million (see [Note 2](#)).

SG&A

SG&A as a percentage of home sale revenues was 10.7% and 12.8% in 2017 and 2016, respectively. The gross dollar amount of our SG&A decreased \$65.6 million, or 7%, in 2017 compared with 2016. SG&A includes the aforementioned insurance receivable write-offs of \$29.6 million in 2017 and general liability insurance reserve reversals of \$95.1 million and \$55.2 million in 2017 and 2016, respectively, resulting from favorable claims experience (see [Note 11](#)). Excluding these items, the improvement in our year-over-year SG&A leverage was primarily attributable to cost efficiencies realized in late 2016 that continued into 2017.

SG&A as a percentage of home sale revenues was 12.8% and 13.7% in 2016 and 2015, respectively. The gross dollar amount of our SG&A increased \$162.4 million, or 20%, in 2016 compared with 2015. SG&A included general

liability insurance reserve reversals of \$55.2 million and \$62.2 million in 2016 and 2015, respectively (see Note 11). SG&A also reflects restructuring costs of \$10.0 million in 2016 associated with actions taken to reduce overheads and the substantial completion of our corporate headquarters relocation from Michigan to Georgia, which began in 2013. Excluding these items, the improvement in our year-over-year SG&A leverage was even greater. The increase in gross dollar SG&A reflects the addition of field resources and other variable costs related to increased production volumes combined with higher costs related to healthcare and professional fees. Additionally, SG&A for 2016 reflects the impact of transaction and integration costs associated with the assets acquired from Wieland in January 2016 (see Note 1).

Other expense, net

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

	2017	2016	2015
Write-offs of deposits and pre-acquisition costs <u>(Note 2)</u>	\$11,367	\$17,157	\$5,021
Lease exit and related costs (a)	1,729	11,643	2,463
Amortization of intangible assets <u>(Note 1)</u>	13,800	13,800	12,900
Interest income	(2,537)	(3,236)	(3,107)
Interest expense	503	686	788
Equity in (earnings) loss of unconsolidated entities <u>(Note 4)</u> (b)	1,985	(8,337)	(7,355)
Miscellaneous, net (c)	1,729	17,632	6,653
Total other expense, net	\$28,576	\$49,345	\$17,363

(a) Lease exit and related costs for 2016 and 2015 resulted from actions taken to reduce overheads and the substantial completion of our corporate headquarters relocation from Michigan to Georgia, which began in 2013.

(b) Includes an \$8.0 million impairment of an investment in an unconsolidated entity in 2017 (see Note 2).

(c) Miscellaneous, net includes a charge of \$15.0 million in 2016 related to the settlement of a disputed land transaction and a charge of \$20.0 million in 2015 resulting from the Applecross matter (see Note 11).

Net new orders

Net new orders increased 11% in 2017 compared with 2016. The increase resulted primarily from the higher number of active communities, which increased 9% to 790 at December 31, 2017. Net new orders in dollars increased by 21% compared with 2016 due to the growth in units combined with the higher average selling price. The cancellation rate (canceled orders for the period divided by gross new orders for the period) decreased in 2017 from 2016 at 14% and 15%, respectively. Ending backlog units, which represent orders for homes that have not yet closed, increased 21% at December 31, 2017 compared with December 31, 2016 as measured in units and increased 35% over the prior year period as measured in dollars. The higher average sales price when compared to 2016 also contributed to the higher backlog dollars.

Net new orders increased 13% in 2016 compared with 2015. The increase resulted from improved sales per community combined with selling from a larger number of active communities, which increased 17% to 726 active communities at December 31, 2016. The communities acquired from Wieland contributed to this growth in units by 4%. Excluding the Wieland assets, our growth in net new order units resulted from the higher number of active communities combined with a small improvement in sales pace per community. The cancellation rate increased slightly in 2016 from 2015 at 15% and 14%, respectively. Ending backlog units increased 10% at December 31, 2016 compared with December 31, 2015 and increased 20% as measured in dollars due to the increase in average selling price. The higher average sales price also contributed to the higher backlog dollars.

Homes in production

The following is a summary of our homes in production at December 31, 2017 and 2016:

	2017	2016
Sold	6,246	5,138
Unsold		
Under construction	1,973	1,703
Completed	637	645
	2,610	2,348
Models	1,148	1,072

Total 10,004 8,558

The number of homes in production at December 31, 2017 was 17% higher compared to December 31, 2016. The increase in homes under production was due to a combination of factors, including a 9% increase in active communities and higher net new order volume, resulting in a 21% increase in ending backlog units. As part of our inventory management

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strategy, we will continue to maintain reasonable inventory levels relative to demand in each of our markets, though inventory levels tend to fluctuate throughout the year.

Controlled lots

The following is a summary of our lots under control at December 31, 2017 and 2016:

	December 31, 2017			December 31, 2016		
	Owned	Optioned	Controlled	Owned	Optioned	Controlled
Northeast	5,194	5,569	10,763	6,296	4,019	10,315
Southeast	15,404	11,085	26,489	16,050	8,232	24,282
Florida	18,458	11,887	30,345	22,164	8,470	30,634
Midwest	10,612	9,196	19,808	11,800	8,639	20,439
Texas	13,923	8,320	22,243	13,541	9,802	23,343
West	25,662	6,099	31,761	29,428	4,817	34,245
Total	89,253	52,156	141,409	99,279	43,979	143,258

Developed (%) 37 % 20 % 31 % 31 % 19 % 28 %

Of our controlled lots, 89,253 and 99,279 were owned and 52,156 and 43,979 were under land option agreements at December 31, 2017 and 2016, respectively. While competition for well-positioned land is robust, we continue to pursue strategic land positions that drive appropriate returns on invested capital. The remaining purchase price under our land option agreements totaled \$2.5 billion at December 31, 2017. 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 \$208.0 million, of which \$11.8 million is refundable, at December 31, 2017.

Homebuilding Segment Operations

Our homebuilding operations represent our core business. Homebuilding offers a broad product line to meet the needs of homebuyers in our targeted markets. As of December 31, 2017, we conducted our operations in 47 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

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

The following table presents selected financial information for our reportable Homebuilding segments:

Operating Data by Segment (\$000's omitted)					
Years Ended December 31,					
	2017	FY 2017 vs. FY 2016	2016	FY 2016 vs. FY 2015	2015
Home sale revenues:					
Northeast	\$693,624	— %	\$696,003	2 %	\$679,082
Southeast (a)	1,556,615	5 %	1,485,809	40 %	1,058,055
Florida	1,469,005	15 %	1,274,237	26 %	1,012,391
Midwest	1,435,692	16 %	1,233,110	22 %	1,012,460
Texas	1,166,843	13 %	1,033,387	23 %	840,766
West	2,002,205	16 %	1,728,769	45 %	1,189,921
	\$8,323,984	12 %	\$7,451,315	29 %	\$5,792,675
Income before income taxes (b):					
Northeast (c)	\$21,190	(74)%	\$81,991	(1)%	\$82,616
Southeast (a)	122,532	(16)%	145,011	(16)%	172,330
Florida (d)	208,825	2 %	205,049	4 %	196,525
Midwest	178,231	48 %	120,159	31 %	91,745
Texas	182,862	20 %	152,355	26 %	121,329
West	229,504	2 %	225,771	33 %	169,394
Other homebuilding (e)	(77,812)	(12)%	(69,570)	9 %	(76,622)
	\$865,332	1 %	\$860,766	14 %	\$757,317
Closings (units):					
Northeast	1,335	(6)%	1,418	(5)%	1,496
Southeast (a)	3,888	— %	3,901	19 %	3,276
Florida	3,861	12 %	3,441	19 %	2,896
Midwest	3,696	8 %	3,418	15 %	2,961
Texas	4,107	10 %	3,726	11 %	3,357
West	4,165	3 %	4,047	29 %	3,141
	21,052	6 %	\$19,951	16 %	17,127
Average selling price:					
Northeast	\$520	6 %	\$491	8 %	\$454
Southeast (a)	400	5 %	381	18 %	323
Florida	380	3 %	370	6 %	350
Midwest	388	8 %	361	6 %	342
Texas	284	2 %	277	11 %	250
West	481	13 %	427	13 %	379
	\$395	6 %	\$373	10 %	\$338

(a) Southeast includes the acquisition in January 2016 of substantially all of the assets of Wieland (see [Note 1](#)).

(b) Includes land-related charges of \$191.9 million, \$19.3 million, and \$11.5 million in 2017, 2016, and 2015, respectively (see [Note 2](#)).

(c) Northeast includes a charge of \$15.0 million in 2016 related to the settlement of a disputed land transaction and a charge of \$20.0 million in 2015 resulting from the Applecross matter (see [Note 11](#)).

(d) Florida includes a warranty charge of \$12.4 million in 2017 related to a closed-out community (see [Note 11](#)).

(e)

Other homebuilding includes amortization of intangible assets and capitalized interest and other items not allocated to the operating segments, including write-offs of \$29.6 million of insurance receivables associated with the resolution of certain insurance matters in 2017 and general liability insurance reserve reversals of \$95.1 million, \$55.2 million, and \$62.2 million in 2017, 2016, and 2015, respectively (see [Note 11](#)).

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

Operating Data by Segment (\$000's omitted)
Years Ended December 31,

	2017	FY 2017 vs. FY 2016	2016	FY 2016 vs. FY 2015	2015	
Net new orders - units:						
Northeast	1,460	7 %	1,361	(8)%	1,479	
Southeast (a)	4,233	11 %	3,810	10 %	3,454	
Florida	4,121	15 %	3,585	13 %	3,168	
Midwest	3,876	7 %	3,636	27 %	2,862	
Texas	4,121	9 %	3,793	11 %	3,429	
West	4,815	16 %	4,141	15 %	3,616	
	22,626	11 %	20,326	13 %	18,008	
Net new orders - dollars:						
Northeast	\$757,679	12 %	\$674,066	— %	\$674,637	
Southeast (a)	1,691,020	14 %	1,483,139	28 %	1,160,590	
Florida	1,594,367	19 %	1,340,181	16 %	1,152,705	
Midwest	1,523,153	13 %	1,351,828	32 %	1,024,784	
Texas	1,214,149	15 %	1,060,217	17 %	905,003	
West	2,581,166	40 %	1,843,968	33 %	1,387,661	
	\$9,361,534	21 %	\$7,753,399	23 %	\$6,305,380	
Cancellation rates:						
Northeast	12	%	11	%	12	%
Southeast (a)	12	%	15	%	10	%
Florida	12	%	12	%	11	%
Midwest	11	%	12	%	13	%
Texas	18	%	18	%	19	%
West	16	%	19	%	18	%
	14	%	15	%	14	%
Unit backlog:						
Northeast	512	32 %	387	(13)%	444	
Southeast (a)	1,716	25 %	1,371	20 %	1,146	
Florida	1,678	18 %	1,418	11 %	1,274	
Midwest	1,487	14 %	1,307	20 %	1,089	
Texas	1,426	1 %	1,412	5 %	1,345	
West	2,177	43 %	1,527	7 %	1,433	
	8,996	21 %	7,422	10 %	6,731	
Backlog dollars:						
Northeast	\$253,650	34 %	\$189,595	(10)%	\$211,532	
Southeast (a)	718,166	23 %	583,760	45 %	403,568	
Florida	681,589	23 %	556,226	13 %	490,282	
Midwest	588,539	17 %	501,079	31 %	382,360	
Texas	449,797	12 %	402,491	7 %	375,660	
West	1,287,323	82 %	708,361	19 %	593,163	
	\$3,979,064	35 %	\$2,941,512	20 %	\$2,456,565	

(a) Southeast includes the acquisition of substantially all of the assets of Wieland in January 2016 (see [Note 1](#)).

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The following table presents additional selected financial information for our reportable Homebuilding segments:

Operating Data by Segment			
(\$000's omitted)			
Years Ended December 31,			
	2017	2016	2015
Land-related charges*:			
Northeast	\$51,362	\$2,079	\$3,301
Southeast	55,689	3,089	3,022
Florida	9,702	715	4,555
Midwest	8,917	3,383	2,319
Texas	2,521	515	295
West	56,995	8,960	(2,615)
Other homebuilding	6,726	595	590
	\$191,912	\$19,336	\$11,467

Land-related charges include land impairments, net realizable value adjustments for land held for sale, and write-offs of deposits and pre-acquisition costs. Other homebuilding consists primarily of write-offs of capitalized interest resulting from land-related charges. See Notes 2 and 3 to the Consolidated Financial Statements for additional discussion of these charges.

Northeast:

The length and complexity of the entitlement process in the Northeast have led to a lack of growth in volumes in recent years. For 2017, Northeast home sale revenues remained flat compared with 2016 due to a 6% decrease in closings offset by a 6% increase in average selling price. The decrease in closings occurred in the New England and Mid-Atlantic markets, while the increased average selling price occurred across all markets. The New England closings decrease was driven primarily by closings delayed as the result of a fire in an attached product building that was under construction and is in the process of being rebuilt. The decreased income before income taxes resulted from lower margins and increased overhead expense across all markets, combined with the aforementioned land-related charges recognized in the period (see Note 2). Net new orders increased across all markets.

For 2016, Northeast home sale revenues increased 2% compared with 2015 due to a 5% decrease in closings offset by an 8% increase in average selling price. The decrease in closings occurred in the Northeast Corridor and Mid-Atlantic markets while the increase in average selling price occurred across all markets. The decreased income before income taxes resulted from lower margins in Mid-Atlantic and increased overhead expense in both Mid-Atlantic and the Northeast Corridor. Net new orders decreased 8%, primarily in the Northeast Corridor and Mid-Atlantic. Northeast income before income taxes also includes a charge of \$15.0 million related to the settlement of a disputed land transaction in 2016 and a charge of \$20.0 million resulting from the Applecross matter in 2015 (see Note 11).

Southeast:

For 2017, Southeast home sale revenues increased 5% compared with 2016 due to a 5% increase in the average selling price. The increase in the average selling price occurred across all markets except Georgia, while closings decreased in Raleigh, Charlotte and Coastal Carolinas, offset by increases in Georgia and Tennessee. Income before income taxes decreased 16% primarily due to the aforementioned land-related charges, partially offset by lower overhead costs. Net new orders increased 11%, primarily in Georgia and Raleigh.

In 2016, the Southeast was significantly impacted by the acquisition of substantially all of the assets of Wieland in January 2016 (see Note 1). For 2016, Southeast home sale revenues increased 40% compared with 2015 due to an

18% increase in the average selling price combined with a 19% increase in closings. The increases in the average selling price and closings occurred across all markets. These increases were primarily due to contributions from the assets acquired from Wieland. Excluding those closings, revenues still increased compared with the prior year. The decreased income before income taxes resulted from lower gross margins combined with higher overhead costs, including transaction and integration costs associated

with the assets acquired from Wieland. Net new orders increased 10% in 2016 primarily due to the assets acquired from Wieland. While demand conditions remained favorable, we experienced some moderation in pace.

Florida:

For 2017, Florida home sale revenues increased 15% compared with 2016 due to a 3% increase in the average selling price combined with a 12% increase in closings. The increase in average selling price occurred across all markets except for North Florida, while the increased closings occurred across all markets. The increased income before income taxes for 2017 resulted primarily from higher revenues. Net new orders increased by 15% in 2017 due primarily to an increase in active communities. Both closings and new orders increased despite the disruption in our operations caused by Hurricane Irma.

For 2016, Florida home sale revenues increased 26% compared with 2015 due to a 6% increase in the average selling price combined with a 19% increase in closings. The increase in the average selling price occurred across all markets. The increased income before income taxes for 2016 resulted from higher revenues. Net new orders increased by 13% in 2016 due primarily to an increase in active communities in North and West Florida.

Midwest:

For 2017, Midwest home sale revenues increased 16% compared with the prior year period due to an 8% increase in closings combined with an 8% increase in the average selling price. The higher revenues and increased closings occurred across all markets. The increased closing volume combined with lower overhead costs led to a 48% increase in income before income taxes. Net new orders increased across all markets except for St. Louis, where we announced our decision to exit the market.

For 2016, Midwest home sale revenues increased 22% compared with the prior year period due to a 15% increase in closings combined with a 6% increase in the average selling price. The increase in closing volumes led to increased income before income taxes. Net new orders increased by 27% in 2016 compared with 2015, and occurred across all markets.

Texas:

For 2017, Texas home sale revenues increased 13% compared with the prior year period due to a 10% increase in closings combined with a 2% increase in the average selling price. The increase in average selling price occurred primarily in Central Texas and San Antonio, while the increase in closings occurred across all markets except for San Antonio. The higher revenues and higher closings led to increased income before income taxes. Net new orders increased 9% across all markets except for San Antonio. Both closings and new orders increased despite the disruption in our Houston operations caused by Hurricane Harvey.

For 2016, Texas home sale revenues increased by 23% compared with the prior year period due to an 11% increase in closings combined with an 11% increase in the average selling price. The increase in average selling price was broad-based across all markets, while the increase in closings occurred across all markets with the exception of San Antonio. The higher revenues and closings led to increased income before income taxes for 2016. Net new orders increased across all markets.

West:

For 2017, West home sale revenues increased 16% compared with the prior year period due to a 3% increase in closings combined with a 13% increase in the average selling price. The increased closings primarily occurred in

Southern California, offset by a decrease in Northern California due to permitting and other municipal approval delays in certain communities. The increased average selling price occurred across all markets. Income before income taxes slightly increased due to the increased revenues and reduced overheads, partially offset by the aforementioned land-related charges recognized during the period (see Note 2). Net new orders increased by 16% in 2017 compared with 2016 due to higher order levels across all markets.

For 2016, West home sale revenues increased 45% compared with the prior year period due to a 29% increase in closings combined with a 13% increase in the average selling price. The increased closings and increased average selling price occurred across all markets. The increased income before income taxes resulted from higher revenues and gross margins in all markets except for Southern California. Net new orders increased by 15% in 2016 compared with 2015 due to higher order levels across all divisions except the Pacific Northwest and Southern California.

Financial Services Operations

We conduct our Financial Services operations, which include mortgage and title 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 table presents selected financial information for our Financial Services operations (\$000's omitted):

	Years Ended December 31,				
		FY 2017		FY 2016	
	2017	vs.	2016	vs.	2015
		FY		FY	
		2016		2015	
Mortgage operations revenues	\$ 146,358	3 %	\$ 142,262	27 %	\$ 111,810
Title services revenues	45,802	18 %	38,864	34 %	28,943
Total Financial Services revenues	192,160	6 %	181,126	29 %	140,753
Expenses (a)	(119,289)	10 %	(108,573)	32 %	(82,047)
Other income (expense), net	625	18 %	531	— %	—
Income before income taxes	\$ 73,496	1 %	\$ 73,084	24 %	\$ 58,706
Total originations:					
Loans	14,152	6 %	13,373	17 %	11,435
Principal	\$ 4,127,084	11 %	\$ 3,706,745	27 %	\$ 2,929,531

(a) Includes net reserve releases for loan origination reserves of \$11.4 million in 2015.

	Years Ended December 31,				
	2017		2016		2015
Supplemental data:					
Capture rate	79.9	%	81.2	%	82.9 %
Average FICO score	749		750		749
Loan application backlog	\$ 2,263,803		\$ 1,670,160		\$ 1,310,173
Funded origination breakdown:					
Government (FHA, VA, USDA)	22	%	23	%	25 %
Other agency	70	%	70	%	69 %
Total agency	92	%	93	%	94 %
Non-agency	8	%	7	%	6 %
Total funded originations	100	%	100	%	100 %

Revenues

Total Financial Services revenues during 2017 increased 6% compared with 2016. The increase is primarily related to higher mortgage and title volumes resulting from increased home closings in the Homebuilding segment, partially offset by lower mortgage revenue per loan. Refinance activity has slowed in the mortgage industry, which has increased competition, pressured loan pricing, and resulted in lower revenue per loan for us in 2017. Total Financial Services revenues during 2016 increased 29% compared with 2015 due to a higher loan origination volume resulting from higher volumes in the Homebuilding segment combined with higher revenues per loan, which were largely attributable to a higher average loan size combined with favorable market conditions.

Income before income taxes

The increased income before income taxes for 2017 as compared with 2016 is due to increased revenues, especially within our title operations. The increased income before income taxes for 2016 as compared with 2015 is due to higher origination volume and an increase in revenue per loan combined with better overhead leverage along with contributions from our title operations.

During 2016 and 2015, we reduced our loan origination liabilities by net reserve releases of \$0.5 million and \$11.4 million, respectively, based on probable settlements of various repurchase requests and existing conditions. Such adjustments are reflected in Financial Services expenses. See [Note 11](#) to the Consolidated Financial Statements for additional discussion.

Income Taxes

Our effective tax rate was 52.4%, 35.5% and 39.5% for 2017, 2016, and 2015, respectively. The 2017 effective tax rate differs from the federal statutory rate primarily due to the impacts of the Tax Act, state income tax expense on current year earnings, the favorable resolution of certain state income tax matters, the domestic production activities deduction, and state tax law changes. The 2016 effective tax rate exceeds the federal statutory rate primarily due to state income taxes, the reversal of a portion of our valuation allowance related to a legal entity restructuring, the favorable resolution of certain state income tax matters, the impact on our net deferred tax assets due to changes in business operations and state tax laws, and recognition of energy efficient home credits. The 2015 effective tax rate exceeds the federal statutory rate primarily due to state income taxes and the impact of changes in business operations and state tax laws to our net deferred tax assets.

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 December 31, 2017, we had unrestricted cash and equivalents of \$272.7 million, restricted cash balances of \$33.5 million, and \$764.5 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.

We retired outstanding debt totaling \$134.7 million, \$986.9 million, and \$239.2 million during 2017, 2016, and 2015, respectively. Our ratio of debt to total capitalization, excluding our Financial Services debt, was 42.0% at December 31, 2017.

Unsecured senior notes

In February 2016, we issued \$1.0 billion of unsecured senior notes, consisting of \$300.0 million of 4.25% senior notes due March 1, 2021, and \$700.0 million of 5.50% senior notes due March 1, 2026. The net proceeds from this senior notes issuance were used to fund the retirement of \$465.2 million of our senior notes that matured in May 2016, with the remaining net proceeds used for general corporate purposes. In July 2016 we issued an additional \$1.0 billion of unsecured senior notes, consisting of an additional \$400.0 million of the 4.25% senior notes due March 1, 2021, and \$600.0 million of 5% senior notes due January 15, 2027. The net proceeds from the July senior notes issuance were used for general corporate purposes and to pay down approximately \$500.0 million of outstanding debt, including the remainder of a then existing term loan facility. The senior notes issued in 2016 are unsecured obligations, and rank equally in right of payment with the existing and future senior

unsecured indebtedness of the Company and each of the guarantors, respectively. The notes are redeemable at our option at any time up to the date of maturity.

Revolving credit facility

We maintain a senior unsecured revolving credit facility (the “Revolving Credit Facility”) that matures in June 2019. The Revolving Credit Facility contains an uncommitted accordion feature that could increase the size of the Revolving Credit Facility to \$1.25 billion, subject to certain conditions and availability of additional bank commitments. In October 2017, we exercised the accordion feature to increase the maximum borrowing capacity from \$750.0 million to \$1.0 billion. 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 December 31, 2017. The interest rate on borrowings under the Revolving Credit Facility may be based on either the London Interbank Offered Rate (“LIBOR”) or Base Rate plus an applicable margin, as defined therein. We had no borrowings outstanding and \$235.5 million and \$219.1 million of letters of credit issued under the Revolving Credit Facility at December 31, 2017 and 2016, 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 December 31, 2017, we were in compliance with all covenants. Outstanding balances under the Revolving Credit Facility are guaranteed by certain of our wholly-owned subsidiaries. Our available and unused borrowings under the Revolving Credit Facility, net of outstanding letters of credit, amounted to \$764.5 million and \$530.9 million as of December 31, 2017 and 2016, respectively.

Other notes payable

Certain of our local homebuilding operations are party to non-recourse and limited recourse collateralized notes payable with third parties that totaled \$20.0 million at December 31, 2017. These notes have maturities ranging up to three years, are secured by the applicable land positions to which they relate, have no recourse to any other assets, and are classified within notes payable. The stated interest rates on these notes range up to 7.30%.

Pulte Mortgage

Pulte Mortgage provides mortgage financing for the majority of our home closings by utilizing its own funds and funds made available pursuant to credit agreements with third parties. Pulte Mortgage uses these resources to finance its lending activities until the loans are sold in the secondary market, which generally occurs within 30 days.

Pulte Mortgage maintains a master repurchase agreement with third party lenders. In August 2017, Pulte Mortgage entered into an amended and restated repurchase agreement (the “Repurchase Agreement”) that extended the termination date to August 2018. The maximum aggregate commitment was \$475.0 million (with a \$50.0 million uncommitted accordion feature to allow for a temporary increase up to \$525.0 million) during the seasonally high borrowing period from December 26, 2017 through January 11, 2018. At all other times, the maximum aggregate commitment ranges from \$250.0 million to \$400.0 million. The purpose of the 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 \$437.8 million and \$331.6 million outstanding under the Repurchase Agreement at December 31, 2017, and 2016, respectively, and was in compliance with its covenants and requirements as of such dates.

Share repurchase programs

In previous years, our Board of Directors authorized and announced a share repurchase program. In July 2016, our Board of Directors approved an increase of \$1 billion to such authorization. We repurchased 35.4 million, 30.9 million, and 21.2 million shares in 2017, 2016, and 2015, respectively, for a total of \$910.3 million, \$600.0 million, and \$433.7 million in 2017, 2016, and 2015, respectively, under these programs. At December 31, 2017, we had remaining authorization to repurchase \$94.4 million of common shares. On January 25, 2018 our Board of Directors increased our repurchase authorization by \$500.0 million.

Dividends

Our declared quarterly cash dividends totaled \$110.0 million, \$122.2 million, and \$117.9 million in 2017, 2016, and 2015, respectively.

Cash flows

Operating activities

Our net cash provided by operating activities in 2017 was \$663.1 million, compared with net cash provided by operating activities of \$68.3 million in 2016 and net cash used in operating activities of \$337.6 million in 2015. Generally, the primary drivers of our cash flow from operations are profitability and changes in inventory levels and residential mortgage loans available-for-sale. Our positive cash flow from operations for 2017 was primarily due to income before income taxes of \$938.8 million, which included \$191.9 million in non-cash land-related charges. These were partially offset by a net increase in inventories of \$569.0 million resulting from ongoing land acquisition and development investment to support future growth combined with additional house inventory to support the higher backlog.

Our positive cash flow from operations for 2016 was primarily due to our income before income taxes of \$933.9 million, which was largely offset by a net increase in inventories of \$897.1 million resulting from increased land investment combined with a net increase in residential mortgage loans available-for-sale of \$99.5 million.

Our negative cash flow from operations for 2015 was primarily due to a net increase in inventories of \$917.3 million resulting from increased land investment, combined with a net increase in residential mortgage loans available-for-sale of \$104.6 million, partially offset by our income before income taxes of \$816.0 million.

Investing activities

Net cash used in investing activities totaled \$50.2 million in 2017, compared with \$471.2 million in 2016 and \$34.6 million in 2015. The use of cash from investing activities in 2017 was primarily due to \$32.1 million of capital expenditures and \$23.0 million for investments in unconsolidated subsidiaries. The use of cash from investing activities in 2016 was primarily due to the acquisition of certain real estate assets from Wieland (see [Note 1](#)). The use of cash from investing activities in 2015 was primarily due to \$45.4 million of capital expenditures and an \$8.6 million increase in residential mortgage loans held for investment.

Financing activities

Net cash used in financing activities was \$1.0 billion in 2017, compared with net cash provided by financing activities of \$350.7 million and net cash used in financing activities of \$161.6 million during 2016 and 2015, respectively. The net cash used in financing activities for 2017 resulted primarily from the repurchase of 35.4 million common shares for \$910.3 million under our repurchase authorization, repayments of debt of \$134.7 million, and cash dividends of \$112.7 million, partially offset by net borrowings of \$106.2 million under the Repurchase Agreement related to a seasonal increase in residential mortgage loans available-for-sale.

Repayments of debt were \$986.9 million and \$239.2 million in 2016 and 2015, respectively, offset by incremental borrowings of \$63.7 million and \$127.6 million under the Repurchase Agreement during 2016 and 2015, respectively. Cash provided by financing activities for 2016 resulted primarily from the proceeds of the unsecured senior notes issuance for \$2.0 billion, offset by the repurchase of 30.9 million common shares for \$600.0 million and cash dividend of \$124.7 million. Cash used in financing activities for 2015 was offset by \$498.1 million of proceeds from the

previously existing term loan facility executed in 2015, and also includes dividend payments of \$116.0 million, and the repurchase of common shares under our share repurchase authorization for \$442.7 million.

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

The following table summarizes our payments under contractual obligations as of December 31, 2017:

	Payments Due by Period				
	(\$000's omitted)				
	Total	2018	2019-2020	2021-2022	After 2022
Contractual obligations:					
Notes payable (a)	\$4,725,126	\$166,783	\$351,239	\$986,125	\$3,220,979
Operating lease obligations	118,125	25,040	40,359	21,217	31,509
Total contractual obligations (b)	\$4,843,251	\$191,823	\$391,598	\$1,007,342	\$3,252,488

(a) Represents principal and interest payments related to our senior notes and limited recourse collateralized financing arrangements.

(b) We do not have any payments due in connection with capital lease or long-term purchase obligations.

We are subject to certain obligations associated with entering into contracts (including land option contracts) for the purchase, development, and sale of real estate in the routine conduct of our business. Option contracts for the purchase of land enable us to defer acquiring portions of properties owned by third parties and unconsolidated entities until we have determined whether to exercise our option, which may serve to reduce our financial risks associated with long-term land holdings. At December 31, 2017, we had \$208.0 million of deposits and pre-acquisition costs, of which \$11.8 million is refundable, relating to option agreements to acquire 52,156 lots with a remaining purchase price of \$2.5 billion. We expect to acquire the majority of such land within the next two years.

We are currently under examination by various taxing jurisdictions and anticipate finalizing the examinations with certain jurisdictions within the next twelve months. The final outcome of these examinations is not yet determinable. The statute of limitations for our major tax jurisdictions remains open for examination for tax years 2005 - 2017. At December 31, 2017, we had \$48.6 million of gross unrecognized tax benefits and \$4.9 million of related accrued interest and penalties.

The following table summarizes our other commercial commitments as of December 31, 2017:

	Amount of Commitment Expiration by Period				
	(\$000's omitted)				
	Total	2018	2019-2020	2021-2022	After 2022
Other commercial commitments:					

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Guarantor credit facilities (a)	\$1,000,000	\$—	\$1,000,000	\$	—\$	—
Non-guarantor credit facilities (b)	475,000	475,000	—	—	—	—
Total commercial commitments (c)	\$1,475,000	\$475,000	\$1,000,000	\$	—\$	—

(a) The \$1.0 billion in 2019-2020 represents the capacity of our unsecured revolving credit facility, under which no borrowings were outstanding, and \$235.5 million of letters of credit were issued at December 31, 2017.

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Represents the capacity of the Repurchase Agreement, of which \$437.8 million was outstanding at December 31, (b)2017. The capacity of \$475.0 million is effective through January 12, 2018 after which it ranges from \$250.0 million to \$400.0 million until its expiration in August 2018.

(c) The above table excludes an aggregate \$1.2 billion of surety bonds, which typically do not have stated expiration dates.

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 December 31, 2017, we had outstanding letters of credit of \$235.5 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 December 31, 2017, are typically outstanding over a period of approximately three to five years. Because significant construction and development work has been performed related to the applicable projects but has 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 December 31, 2017, these agreements had an aggregate remaining purchase price of \$2.5 billion. Pursuant to these land option agreements, we 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 December 31, 2017, aggregate outstanding debt of unconsolidated joint ventures was \$59.5 million, of which \$56.3 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. See [Note 4](#) to the Consolidated Financial Statements for additional information.

Critical Accounting Policies and Estimates

The accompanying consolidated financial statements were prepared in conformity with U.S. generally accepted accounting principles. When more than one accounting principle, or the method of its application, is generally accepted, we select the principle or method that is appropriate in our specific circumstances (see Note 1 to our Consolidated Financial Statements). Application of these accounting principles requires us to make estimates about the future resolution of existing uncertainties; as a result, actual results could differ from these estimates. In preparing these consolidated financial statements, we have made our best estimates and judgments of the amounts and disclosures included in the consolidated financial statements, giving due regard to materiality.

Revenue recognition

Homebuilding – Homebuilding revenue and related profit are generally recognized when title to and possession of the property are transferred to the homebuyer. In situations where the homebuyer’s financing is originated by Pulte Mortgage, our wholly-owned mortgage subsidiary, and the homebuyer has not made an adequate initial or continuing investment, the profit on such sale is deferred until the sale of the related mortgage loan to a third-party investor has been completed. If there is a loss on the sale of the property, the loss on such sale is recognized at the time of closing.

Financial Services – 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. 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. Loans are placed on non-accrual status once they become greater than 90 days past due their contractual terms. Subsequent payments received are applied according to the contractual terms of the loan.

Inventory and cost of revenues

Inventory is stated at cost unless the carrying value is determined to not be recoverable, in which case the affected inventory is written down to fair value. Cost includes land acquisition, land development, and home construction costs, including interest, real estate taxes, and certain direct and indirect overhead costs related to development and construction. For those communities for which construction and development activities have been idled, applicable interest and real estate taxes are expensed as incurred. Land acquisition and development costs are allocated to individual lots using an average lot cost determined based on the total expected land acquisition and development costs and the total expected home closings for the community. The specific identification method is used to accumulate home construction costs.

We capitalize interest cost into homebuilding inventories. Each layer of capitalized interest is amortized over a period that approximates the average life of communities under development. Interest expense is allocated over the period based on the timing of home closings.

Cost of revenues includes the construction cost, average lot cost, estimated warranty costs, and closing costs applicable to the home. Sales commissions are classified within selling, general, and administrative expenses. The construction cost of the home includes amounts paid through the closing date of the home, plus an accrual for costs incurred but not yet paid, based on an analysis of budgeted construction costs. This accrual is reviewed for accuracy based on actual payments made after closing compared with the amount accrued, and adjustments are made if needed.

Total community land acquisition and development costs are based on an analysis of budgeted costs compared with actual costs incurred to date and estimates to complete. The development cycles for our communities range from under one year to in excess of ten years for certain master planned communities. Adjustments to estimated total land acquisition and development costs for the community affect the amounts costed for the community's remaining lots.

We test inventory for impairment when events and circumstances indicate that the cash flows estimated to be generated by the community are less than its carrying amount. Such indicators include gross margins or sales paces significantly below expectations, construction costs or land development costs significantly in excess of budgeted amounts, significant delays or changes in the planned development for the community, and other known qualitative factors. Communities that demonstrate potential impairment indicators are tested for impairment by comparing the expected undiscounted cash flows for the

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community to its carrying value. For those communities whose carrying values exceed the expected undiscounted cash flows, we determine the fair value of the community and impairment charges are recorded if the fair value of the community's inventory is less than its carrying value.

We generally determine the fair value of each community's inventory 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 and sale incentives, 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. 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.

Residential mortgage loans available-for-sale

In accordance with ASC 825, "Financial Instruments" ("ASC 825"), we use the fair value option for our residential mortgage loans available-for-sale. Election of the fair value option for residential mortgage loans available-for-sale allows a better offset of the changes in fair values of the loans and the derivative instruments used to economically hedge them without having to apply complex hedge accounting provisions. Changes in the fair value of these loans are reflected in revenues as they occur.

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. If a loan is determined to be faulty, we either repurchase the loan from the investors or reimburse the investors' losses (a "make-whole" payment).

Estimating the required liability for these potential losses requires a significant level of management judgment. During 2016 and 2015, we reduced our loan origination liabilities by net reserve releases of \$0.5 million and \$11.4 million, respectively, based on probable settlements of various repurchase requests and existing conditions. Reserves provided (released) are reflected in Financial Services expenses. Given the ongoing volatility in the mortgage industry, changes in values of underlying collateral over time, and other uncertainties regarding the ultimate resolution of these claims, actual costs could differ from our current estimates.

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 a liability in the amount of such costs at the time revenue is recognized. Factors that affect our warranty liability include the number of homes sold, historical and anticipated rates of warranty claims, and the projected cost per claim. We periodically assess the adequacy of our recorded warranty liability for each geographic market in which we operate and adjust the amounts as necessary. Actual warranty costs in the future could differ from our estimates.

Income taxes

We evaluate our deferred tax assets each period to determine if a valuation allowance is required based on whether it is "more likely than not" that some portion of the deferred tax assets would not be realized. The ultimate realization of these deferred tax assets is dependent upon the generation of sufficient taxable income during future periods. We conduct our evaluation by considering all available positive and negative evidence. This evaluation considers, among other factors, historical operating results, forecasts of future profitability, the duration of statutory carryforward periods, and the outlooks for the U.S. housing industry and broader economy. 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 our 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. While we continue to evaluate the effects of the Tax Act enacted in December 2017, including the remeasurement of our deferred tax assets and liabilities, we reduced our deferred tax assets by \$172.1 million in 2017 to reflect the lower U.S. corporate income tax rate.

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. We follow the provisions of ASC 740, "Income Taxes" ("ASC 740"), which prescribes a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. Significant judgment is required to evaluate uncertain tax positions. Our evaluations of tax positions consider a variety of factors, including changes in facts or circumstances, changes in law, correspondence with taxing authorities, and effective settlements of audit issues. Changes in the recognition or measurement of uncertain tax positions could result in material increases or decreases in income tax expense (benefit) in the period in which the change is made. Interest and penalties related to income taxes and unrecognized tax benefits are recognized as a component of income tax expense (benefit).

Self-insured risks

At any point in time, we are managing over 1,000 individual claims related to general liability, property, errors and omission, 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 product revenue is recognized for each home closing and periodically evaluate the recorded liabilities based on actuarial analyses of our historical claims. The actuarial analyses calculate estimates of the ultimate 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 \$758.8 million and \$831.1 million at December 31, 2017 and 2016, respectively, the vast majority of which relate to general liability claims. The recorded reserves include 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 65% and 70% of the total general liability reserves at December 31, 2017 and 2016, 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. Because of the inherent uncertainty in estimating future losses related to these claims, actual costs could differ significantly from estimated costs. Based on the actuarial analyses performed, we believe the range of reasonably possible losses related to these claims is \$650 million to \$875 million. While this range represents our best estimate of our ultimate liability related to these claims, due to a variety of factors, including those factors described above, there can be no assurance that the ultimate costs realized by us will fall within this range.

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. During 2017, 2016, and 2015, we reduced general liability reserves by \$95.1 million, \$55.2 million, and \$29.6 million, respectively, as a result of changes in estimates resulting from actual claim experience observed being less than anticipated in previous actuarial projections. The changes in actuarial estimates were driven by changes in actual claims experience that, in

turn, impacted actuarial estimates for potential future claims. 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. During 2015, we also recorded a general liability reserve reversal of \$32.6 million, resulting from a legal settlement relating to plumbing claims initially reported to us in 2008 and for which our recorded liabilities were adjusted over time based on changes in facts and circumstances. These claims ultimately resulted in a class action lawsuit involving a national vendor and numerous other homebuilders, homebuyers, and insurance companies. In 2015, a global settlement was reached, pursuant to which we funded our agreed upon share of settlement costs, which were significantly lower than our previously estimated exposure.

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. Our receivables from insurance carriers totaled \$213.4 million and \$307.3 million at December 31, 2017 and 2016, respectively, and

we recorded write-offs of \$29.6 million of insurance receivables associated with the resolution of certain insurance matters in 2017. The insurance receivables relate to costs incurred or to be incurred to perform corrective repairs, settle claims with customers, and other costs related to the continued progression of both known and anticipated future construction defect claims that we believe to be insured related to previously closed homes. We believe collection of these insurance receivables is probable based on the legal merits of our positions after review by legal counsel, favorable legal rulings received to date, the credit quality of our carriers, and our long history of collecting significant amounts of insurance reimbursements under similar insurance policies related to similar claims, including significant amounts funded by the above carriers under different policies. While the outcome 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.

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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 our 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 tables set forth the principal cash flows by scheduled maturity, weighted-average interest rates, and estimated fair value of our debt obligations as of December 31, 2017 and 2016 (\$000's omitted).

As of December 31, 2017 for the Years ending December 31,								
	2018	2019	2020	2021	2022	Thereafter	Total	Fair Value
Rate-sensitive liabilities:								
Fixed rate debt	\$ 508	\$ 8,423	\$ 9,539	\$ 700,000	\$ —	\$ 2,300,000	\$ 3,018,470	\$ 3,262,221
Average interest rate	3.00	% 4.07	% 3.98	% 4.25	% —	% 5.90	% 5.50	%
Variable rate debt (a)	\$ 438,657	\$ 701	\$ —	\$ —	\$ —	\$ —	\$ 439,358	\$ 439,358
Average interest rate	3.72	% 7.3	% —	% —	% —	% —	% 3.7	%
As of December 31, 2016 for the Years ending December 31,								
	2017	2018	2019	2020	2021	Thereafter	Total	Fair Value
Rate-sensitive liabilities:								
Fixed rate debt	\$ 134,482	\$ —	\$ 3,900	\$ 3,900	\$ 700,000	\$ 2,300,000	\$ 3,142,282	\$ 3,131,579
Average interest rate	7.12	% —	% 5.00	% 5.00	% 4.25	% 7.19	% 5.58	%
Variable rate debt (a)	\$ 331,621	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 331,621	\$ 331,621
Average interest rate	2.89	% —	% —	% —	% —	% —	% 2.89	%

(a) Includes the Pulte Mortgage Repurchase Agreement. There were no amounts outstanding under our Revolving Credit Facility at either December 31, 2017 or 2016.

Derivative instruments and hedging activities

Pulte Mortgage is exposed to market risks from commitments to lend, movements in interest rates, and canceled or modified commitments to lend. A commitment to lend at a specific interest rate (an interest rate lock commitment) is a derivative financial instrument (interest rate is locked to the borrower). The interest rate risk continues through the loan closing and until the loan is sold to an investor. We are generally not exposed to variability in cash flows of derivative instruments for more than approximately 60 days. In periods of rising interest rates, the length of exposure will generally increase due to customers locking in an interest rate sooner as opposed to letting the interest rate float. In periods of low or decreasing interest rates, the length of exposure will also generally increase as customers desire to lock before the possibility of rising rates.

In order to reduce these risks, we use other derivative financial instruments, principally cash forward placement contracts on mortgage-backed securities and whole loan investor commitments, to economically hedge the interest rate lock commitment. We generally enter into one of the aforementioned derivative financial instruments upon accepting interest rate lock commitments. Changes in the fair value of interest rate lock commitments and the other derivative financial instruments are recognized in Financial Services revenues. We do not use any derivative financial instruments for trading purposes.

At December 31, 2017 and 2016, residential mortgage loans available-for-sale had an aggregate fair value of \$570.6 million and \$539.5 million, respectively. At December 31, 2017 and 2016, we had aggregate interest rate lock commitments of \$210.9 million and \$273.9 million, respectively, which were originated at interest rates prevailing at the date of commitment. Unexpired forward contracts totaled \$522.0 million and \$610.0 million at December 31, 2017 and 2016, respectively, and whole loan investor commitments totaled \$203.1 million and \$157.6 million, respectively, at such dates. Hypothetical changes

in the fair values of our financial instruments arising from immediate parallel shifts in long-term mortgage rates would not be material to our financial results due to the offsetting nature in the movements in fair value of our financial instruments.

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 the impairment charge with respect to certain land parcels 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 [Item 1A – Risk Factors](#) 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 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

PULTEGROUP, INC.
CONSOLIDATED BALANCE SHEETS
December 31, 2017 and 2016
(\$000's omitted, except per share data)

	2017	2016
ASSETS		
Cash and equivalents	\$272,683	\$698,882
Restricted cash	33,485	24,366
Total cash, cash equivalents, and restricted cash	306,168	723,248
House and land inventory	7,147,130	6,770,655
Land held for sale	68,384	31,728
Residential mortgage loans available-for-sale	570,600	539,496
Investments in unconsolidated entities	62,957	51,447
Other assets	745,123	857,426
Intangible assets	140,992	154,792
Deferred tax assets, net	645,295	1,049,408
	\$9,686,649	\$10,178,200
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Accounts payable, including book overdrafts of \$72,800 and \$99,690 in 2017 and 2016, respectively	\$393,815	\$405,455
Customer deposits	250,779	187,891
Accrued and other liabilities	1,356,333	1,429,712
Income tax liabilities	86,925	34,860
Financial Services debt	437,804	331,621
Notes payable	3,006,967	3,129,298
Total liabilities	5,532,623	5,518,837
Shareholders' equity:		
Preferred shares, \$0.01 par value; 25,000,000 shares authorized, none issued	\$—	\$—
Common shares, \$0.01 par value; 500,000,000 shares authorized, 286,752,436 and 319,089,720 shares issued and outstanding at December 31, 2017 and 2016, respectively	2,868	3,191
Additional paid-in capital	3,171,542	3,116,490
Accumulated other comprehensive loss	(445	) (526
Retained earnings	980,061	1,540,208
Total shareholders' equity	4,154,026	4,659,363
	\$9,686,649	\$10,178,200

See Notes to Consolidated Financial Statements.

PULTEGROUP, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

For the years ended December 31, 2017, 2016, and 2015

(000's omitted, except per share data)

	2017	2016	2015
Revenues:			
Homebuilding			
Home sale revenues	\$8,323,984	\$7,451,315	\$5,792,675
Land sale revenues	57,106	36,035	48,536
	8,381,090	7,487,350	5,841,211
Financial Services	192,160	181,126	140,753
Total revenues	8,573,250	7,668,476	5,981,964
Homebuilding Cost of Revenues:			
Home sale cost of revenues	(6,461,152)	(5,587,974)	(4,235,945)
Land sale cost of revenues	(134,449)	(32,115)	(35,858)
	(6,595,601)	(5,620,089)	(4,271,803)
Financial Services expenses	(119,289)	(108,573)	(82,047)
Selling, general, and administrative expenses	(891,581)	(957,150)	(794,728)
Other expense, net	(27,951)	(48,814)	(17,363)
Income before income taxes	938,828	933,850	816,023
Income tax expense	(491,607)	(331,147)	(321,933)
Net income	\$447,221	\$602,703	\$494,090
Net income per share:			
Basic	\$1.45	\$1.76	\$1.38
Diluted	\$1.44	\$1.75	\$1.36
Cash dividends declared	\$0.36	\$0.36	\$0.33
Number of shares used in calculation:			
Basic	305,089	339,747	356,576
Effect of dilutive securities	1,725	2,376	3,217
Diluted	306,814	342,123	359,793

See Notes to Consolidated Financial Statements.

PULTEGROUP, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2017, 2016, and 2015

(\$000's omitted)

	2017	2016	2015
Net income	\$447,221	\$602,703	\$494,090
Other comprehensive income, net of tax:			
Change in value of derivatives	81	83	81
Other comprehensive income	81	83	81
Comprehensive income	\$447,302	\$602,786	\$494,171

See Notes to Consolidated Financial Statements.

PULTEGROUP, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

For the years ended December 31, 2017, 2016, and 2015

(000's omitted, except per share data)

	Common Shares		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Total
	Shares	\$				
Shareholders' Equity, December 31, 2014	369,459	\$3,695	\$3,072,996	\$ (690)	\$ 1,728,953	\$4,804,954
Stock option exercises	904	9	10,525	—	—	10,534
Share issuances, net of cancellations	428	4	7,420	—	—	7,424
Dividends declared	—	—	8	—	(117,881)	(117,873)
Share repurchases	(21,642)	(217)	—	—	(442,521)	(442,738)
Share-based compensation	—	—	16,888	—	—	16,888
Excess tax benefits (deficiencies) from share-based compensation	—	—	(14,035)	—	—	(14,035)
Net income	—	—	—	—	494,090	494,090
Other comprehensive income	—	—	—	81	—	81
Shareholders' Equity, December 31, 2015	349,149	\$3,491	\$3,093,802	\$ (609)	\$ 1,662,641	\$4,759,325
Stock option exercises	498	5	5,840	—	—	5,845
Share issuances, net of cancellations	530	5	8,851	—	—	8,856
Dividends declared	—	—	—	—	(122,240)	(122,240)
Share repurchases	(31,087)	(310)	—	—	(602,896)	(603,206)
Share-based compensation	—	—	18,626	—	—	18,626
Excess tax benefits (deficiencies) from share-based compensation	—	—	(10,629)	—	—	(10,629)
Net income	—	—	—	—	602,703	602,703
Other comprehensive income	—	—	—	83	—	83
Shareholders' Equity, December 31, 2016	319,090	\$3,191	\$3,116,490	\$ (526)	\$ 1,540,208	\$4,659,363
Cumulative effect of accounting change (see Note 1)	—	—	(406)	—	18,644	18,238
Stock option exercises	2,352	24	27,696	—	—	27,720
Share issuances, net of cancellations	730	10	3,555	—	—	3,565
Dividends declared	—	—	—	—	(110,046)	(110,046)
Share repurchases	(35,420)	(357)	—	—	(915,966)	(916,323)
Share-based compensation	—	—	24,207	—	—	24,207
Net income	—	—	—	—	447,221	447,221
Other comprehensive income	—	—	—	81	—	81
Shareholders' Equity, December 31, 2017	286,752	\$2,868	\$3,171,542	\$ (445)	\$ 980,061	\$4,154,026

See Notes to Consolidated Financial Statements.

PULTEGROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended December 31, 2017, 2016, and 2015

(\$000's omitted)

	2017	2016	2015
Cash flows from operating activities:			
Net income	\$447,221	\$602,703	\$494,090
Adjustments to reconcile net income to net cash from operating activities:			
Deferred income tax expense	422,307	334,787	311,699
Land-related charges	191,913	19,357	11,467
Depreciation and amortization	50,998	54,007	46,222
Share-based compensation expense	33,683	22,228	24,752
Loss on debt retirements	—	657	—
Other, net	(1,789)	1,614	(4,865)
Increase (decrease) in cash due to:			
Inventories	(569,030)	(897,092)	(917,298)
Residential mortgage loans available-for-sale	(33,009)	(99,527)	(104,609)
Other assets	55,099	(45,721)	(175,150)
Accounts payable, accrued and other liabilities	65,684	75,257	(23,898)
Net cash provided by (used in) operating activities	663,077	68,270	(337,590)
Cash flows from investing activities:			
Capital expenditures	(32,051)	(39,295)	(45,440)
Investment in unconsolidated subsidiaries	(23,037)	(14,539)	(454)
Cash used for business acquisition	—	(430,458)	—
Other investing activities, net	4,846	13,100	11,330
Net cash used in investing activities	(50,242)	(471,192)	(34,564)
Cash flows from financing activities:			
Proceeds from debt issuance	—	1,995,937	498,087
Repayments of debt	(134,747)	(986,919)	(239,193)
Borrowings under revolving credit facility	2,720,000	619,000	125,000
Repayments under revolving credit facility	(2,720,000)	(619,000)	(125,000)
Financial Services borrowings, net	106,183	63,744	127,636
Stock option exercises	27,720	5,845	10,535
Share repurchases	(916,323)	(603,206)	(442,738)
Dividends paid	(112,748)	(124,666)	(115,958)
Net cash provided by (used in) financing activities	(1,029,915)	350,735	(161,631)
Net increase (decrease)	(417,080)	(52,187)	(533,785)
Cash, cash equivalents, and restricted cash at beginning of period	723,248	775,435	1,309,220
Cash, cash equivalents, and restricted cash at end of period	\$306,168	\$723,248	\$775,435
Supplemental Cash Flow Information:			
Interest paid (capitalized), net	\$(942)	\$(26,538)	\$(4,193)
Income taxes paid (refunded), net	\$14,875	\$2,743	\$(5,654)

See Notes to Consolidated Financial Statements.

PULTEGROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of significant accounting policies

Basis of presentation

PulteGroup, Inc. is one of the largest homebuilders in the 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 have mortgage banking operations, conducted principally through Pulte Mortgage LLC ("Pulte Mortgage"), and title operations.

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles and include the accounts of PulteGroup, Inc. and all of its direct and indirect subsidiaries and variable interest entities in which PulteGroup, Inc. is deemed to be the primary beneficiary. All significant intercompany accounts, transactions, and balances have been eliminated in consolidation.

Business acquisitions

We acquired substantially all of the assets of JW Homes ("Wieland") in January 2016, for \$430.5 million in cash and the assumption of certain payables related to such assets. The acquired net assets were located in Atlanta, Charleston, Charlotte, Nashville, and Raleigh, and included approximately 7,000 lots, including 375 homes in inventory, and control of approximately 1,300 lots through land option contracts. We also assumed a sales order backlog of 317 homes. The acquired net assets were recorded at their estimated fair values and resulted in goodwill of \$40.4 million and separately identifiable intangible assets of \$18.0 million comprised of the John Wieland Homes and Neighborhoods tradename, which is being amortized over a 20-year life. The acquisition of these assets was not material to our results of operations or financial condition.

Use of estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles 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

Effective with our fourth quarter 2017 reporting, we reclassified limited recourse notes payable to notes payable from accrued and other liabilities and also reclassified certain timing differences between deferred tax assets and deferred tax liabilities. All prior period amounts have been reclassified to conform to the current presentation.

Subsequent events

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

Cash and equivalents

Cash and equivalents include institutional money market investments and time deposits with a maturity of three months or less when acquired. Cash and equivalents at December 31, 2017 and 2016 also included \$80.3 million and \$66.5 million, respectively, of cash from home closings held in escrow for our benefit, typically for less than five days, which are considered deposits in-transit.

Restricted cash

We maintain certain cash balances that are restricted as to their use, including customer deposits on home sales that are temporarily restricted by regulatory requirements until title transfers to the homebuyer. Total cash, cash equivalents, and restricted cash includes restricted cash balances of \$33.5 million and \$24.4 million at December 31, 2017 and 2016, respectively.

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Investments in unconsolidated entities

We have investments in a number of unconsolidated entities, including joint ventures, with independent third parties. The equity method of accounting is used for unconsolidated entities over which we have significant influence; generally this represents ownership interests of at least 20% and not more than 50%. Under the equity method of accounting, we recognize our proportionate share of the earnings and losses of these entities. Certain of these entities sell land to us. We defer the recognition of profits from such activities until the time we ultimately sell the related land.

We evaluate our investments in unconsolidated entities for recoverability in accordance with Accounting Standards Codification (“ASC”) 323, “Investments – Equity Method and Joint Ventures” (“ASC 323”). If we determine that a loss in the value of the investment is other than temporary, we write down the investment to its estimated fair value. Any such losses are recorded to equity in (earnings) loss of unconsolidated entities, which is reflected in other expense, net. Due to uncertainties in the estimation process and the significant volatility in demand for new housing, actual results could differ significantly from such estimates. See [Note 4](#).

Intangible assets

Goodwill, which represents the cost of acquired businesses in excess of the fair value of the net assets of such businesses at the acquisition date, was recorded as the result of the Wieland acquisition and totaled \$40.4 million at December 31, 2017 and 2016. We assess goodwill for impairment annually in the fourth quarter and if events or changes in circumstances indicate the carrying amount may not be recoverable.

Intangible assets also include tradenames acquired in connection with the 2016 acquisition of Wieland, the 2009 acquisition of Centex, and the 2001 acquisition of Del Webb, all of which are being amortized over 20-year lives. The acquired cost and accumulated amortization of our tradenames were \$277.0 million and \$176.4 million, respectively, at December 31, 2017, and \$277.0 million and \$162.6 million, respectively, at December 31, 2016. Amortization expense totaled \$13.8 million, \$13.8 million and \$12.9 million in 2017, 2016, and 2015, respectively, and is expected to be \$13.8 million in 2018, \$13.8 million in 2019, \$13.8 million in 2020, \$10.4 million in 2021, and \$5.7 million in 2022. The ultimate realization of these assets is dependent upon the future cash flows and benefits that we expect to generate from their use. We assess tradenames for impairment if events or changes in circumstances indicate the carrying amount may not be recoverable.

Property and equipment, net, and depreciation

Property and equipment are recorded at cost. Maintenance and repair costs are expensed as incurred. Depreciation is computed by the straight-line method based upon estimated useful lives as follows: model home furniture - two years; office furniture and equipment - three to ten years; and leasehold improvements - life of the lease. Property and equipment are included in other assets and totaled \$70.7 million net of accumulated depreciation of \$206.5 million at December 31, 2017 and \$77.4 million net of accumulated depreciation of \$192.9 million at December 31, 2016. Depreciation expense totaled \$37.2 million, \$40.2 million, and \$33.3 million in 2017, 2016, and 2015, respectively.

Advertising costs

Advertising costs are expensed to selling, general, and administrative expense as incurred and totaled \$45.0 million, \$50.7 million, and \$45.3 million, in 2017, 2016, and 2015, respectively.

Employee benefits

We maintain a defined contribution retirement plan that covers substantially all of our employees. Company contributions to the plan totaled \$15.7 million, \$14.6 million, and \$12.6 million in 2017, 2016, and 2015, respectively.

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Other expense, net

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

	2017	2016	2015
Write-offs of deposits and pre-acquisition costs <u>(Note 2)</u>	\$11,367	\$17,157	\$5,021
Lease exit and related costs (a)	1,729	11,643	2,463
Amortization of intangible assets <u>(Note 1)</u>	13,800	13,800	12,900
Interest income	(2,537)	(3,236)	(3,107)
Interest expense	503	686	788
Equity in (earnings) loss of unconsolidated entities <u>(Note 4)</u> (b)	1,985	(8,337)	(7,355)
Miscellaneous, net (c)	1,104	17,101	6,653
Total other expense, net	\$27,951	\$48,814	\$17,363

(a) Lease exit and related costs resulted from actions taken to reduce overheads and the substantial completion of our corporate headquarters relocation from Michigan to Georgia, which began in 2013.

(b) Includes an \$8.0 million impairment of an investment in an unconsolidated entity in 2017 (see Note 2).

(c) Miscellaneous, net includes a charge of \$15.0 million in 2016 related to the settlement of a disputed land transaction and a charge of \$20.0 million in 2015 resulting from the Applecross matter (see Note 11).

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, 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 of our common shares are considered anti-dilutive and excluded from the diluted earnings per share calculation. Our earnings per share excluded 0.1 million, 1.8 million, and 3.9 million potentially dilutive instruments in 2017, 2016, and 2015, respectively.

In accordance with ASC 260 "Earnings Per Share" ("ASC 260"), the two-class method determines earnings per share for each class of common share 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):

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

	December 31, 2017	December 31, 2016	December 31, 2015
Numerator:			
Net income	\$ 447,221	\$ 602,703	\$ 494,090
Less: earnings distributed to participating securities	(1,192)	(1,100)	(755)
Less: undistributed earnings allocated to participating securities	(3,380)	(3,622)	(2,448)
Numerator for basic earnings per share	\$ 442,649	\$ 597,981	\$ 490,887
Add back: undistributed earnings allocated to participating securities	3,380	3,622	2,448
Less: undistributed earnings reallocated to participating securities	(3,361)	(3,602)	(2,429)
Numerator for diluted earnings per share	\$ 442,668	\$ 598,001	\$ 490,906
Denominator:			
Basic shares outstanding	305,089	339,747	356,576
Effect of dilutive securities	1,725	2,376	3,217
Diluted shares outstanding	306,814	342,123	359,793
Earnings per share:			
Basic	\$ 1.45	\$ 1.76	\$ 1.38
Diluted	\$ 1.44	\$ 1.75	\$ 1.36

Share-based compensation

We measure compensation cost for restricted shares and restricted share units at fair value on the grant date. Fair value is determined based on the quoted price of our common shares on the grant date. We recognize compensation expense for restricted shares and restricted share units, the majority of which cliff vest at the end of three years, ratably over the vesting period. For share-based awards containing performance conditions, we recognize compensation expense ratably over the vesting period when it is probable that the stated performance targets will be achieved and record cumulative adjustments in the period in which estimates change. Compensation expense related to our share-based awards is included in selling, general, and administrative expense, except for a small portion recognized in Financial Services expenses. See [Note 7](#).

Income taxes

The provision for income taxes is calculated using the asset and liability method, under which deferred tax assets and liabilities are recognized by identifying the temporary differences arising from the different treatment of items for tax and accounting purposes. In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is primarily dependent upon the generation of future taxable income. In determining the future tax consequences of events that have been recognized in the financial statements or tax returns, judgment is required. Differences between the anticipated and actual outcomes of these future tax consequences could have a material impact on our consolidated results of operations or financial position.

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. We follow the provisions of ASC 740 which prescribes a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. Significant judgment is required to evaluate uncertain tax positions. Our evaluations of tax positions consider a variety

of factors, including changes in facts or circumstances, changes in law, correspondence with taxing authorities, and effective settlements of audit issues. Changes in the recognition or measurement of uncertain tax positions could result in material increases or decreases in income tax expense (benefit) in the period in which the change is made. Interest and penalties related to unrecognized tax benefits are recognized as a component of income tax expense (benefit). See Note 8.

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PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Homebuilding revenue recognition

Homebuilding revenue and related profit are generally recognized when title to and possession of the property are transferred to the homebuyer. In situations where the homebuyer's financing is originated by Pulte Mortgage and the homebuyer has not made an adequate initial or continuing investment, the profit on such sale is deferred until the sale of the related loan to a third-party investor has been completed. If there is a loss on the sale of the property, the loss on such sale is recognized at the time of closing. The amount of such deferred profits was not material at either December 31, 2017 or 2016.

Sales incentives

When sales incentives involve a discount on the selling price of the home, we record the discount as a reduction of revenue at the time of house closing. If the sales incentive requires us to provide a free product or service to the customer, the cost of the free product or service is recorded as cost of revenues at the time of house closing. This includes the cost related to optional upgrades and seller-paid financing costs, closing costs, homeowners' association fees, or merchandise.

Inventory and cost of revenues

Inventory is stated at cost unless the carrying value is determined to not be recoverable, in which case the affected inventory is written down to fair value. Cost includes land acquisition, land development, and home construction costs, including interest, real estate taxes, and certain direct and indirect overhead costs related to development and construction. For those communities for which construction and development activities have been idled, applicable interest and real estate taxes are expensed as incurred. Land acquisition and development costs are allocated to individual lots using an average lot cost determined based on the total expected land acquisition and development costs and the total expected home closings for the community. The specific identification method is used to accumulate home construction costs.

We capitalize interest cost into homebuilding inventories. Each layer of capitalized interest is amortized over a period that approximates the average life of communities under development. Interest expense is allocated over the period based on the timing of home closings.

Cost of revenues includes the construction cost, average lot cost, estimated warranty costs, and closing costs applicable to the home. Sales commissions are classified within selling, general, and administrative expenses. The construction cost of the home includes amounts paid through the closing date of the home, plus an accrual for costs incurred but not yet paid. Total community land acquisition and development costs are based on an analysis of budgeted costs compared with actual costs incurred to date and estimates to complete. The development cycles for our communities range from under one year to in excess of ten years for certain master planned communities. Adjustments to estimated total land acquisition and development costs for the community affect the amounts costed for the community's remaining lots.

We test inventory for impairment when events and circumstances indicate that the cash flows estimated to be generated by the community are less than its carrying amount. Such indicators include gross margins or sales paces significantly below expectations, construction costs or land development costs significantly in excess of budgeted amounts, significant delays or changes in the planned development for the community, and other known qualitative

factors. Communities that demonstrate potential impairment indicators are tested for impairment by comparing the expected undiscounted cash flows for the community to its carrying value. For those communities whose carrying values exceed the expected undiscounted cash flows, we estimate the fair value of the community, and impairment charges are recorded if the fair value of the community's inventory is less than its carrying value.

We generally determine the fair value of a community's inventory 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. Our evaluations for impairments are based on our best estimates of the future cash flows for 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. See Note 2.

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Land held for sale

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 held for sale is recorded at the lower of cost or fair value less costs to sell. In determining the value of land held for sale, we consider recent offers received, prices for land in recent comparable sales transactions, and other factors. We record net realizable value adjustments for land held for sale within Homebuilding land sale cost of revenues. See [Note 2](#).

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 may serve to reduce 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. See [Note 2](#).

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 December 31, 2017 or 2016 because we determined that we were not the primary beneficiary. Our maximum exposure to loss related to these VIEs is generally limited to our deposits and pre-acquisition costs under the applicable land option agreements. The following provides a summary of our interests in land option agreements (\$000’s omitted):

	December 31, 2017		December 31, 2016	
	Deposits and Pre-acquisition Costs	Remaining Purchase Price	Deposits and Pre-acquisition Costs	Remaining Purchase Price
Land options with VIEs	\$78,889	\$977,480	\$68,527	\$849,901
Other land options	129,098	1,485,099	126,909	1,252,662
	\$207,987	\$2,462,579	\$195,436	\$2,102,563

Start-up costs

Costs and expenses associated with opening new communities are expensed to selling, general, and administrative expenses as incurred.

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 10 years. We estimate the costs to be incurred under these warranties and record a liability in the amount of such costs at the time revenue is recognized.

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PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Self-insured risks

We maintain, and require the majority of our subcontractors to maintain, general liability insurance coverage, including coverage for certain construction defects. 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, subject to certain self-insured per occurrence and aggregate retentions, deductibles, and available policy limits. However, we retain a significant portion of the overall risk for such claims. We reserve for these costs 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, which include estimates of claims incurred but not yet reported. Adjustments to estimated reserves are recorded in the period in which the change in estimate occurs. In certain instances, we have the ability to recover a portion of our costs under various insurance policies or from our subcontractors or other third parties. Estimates of such amounts are recorded when recovery is considered probable. See [Note 11](#).

Residential mortgage loans available-for-sale

Substantially all of the loans originated by us and their related servicing rights are sold in the secondary mortgage market within a short period of time after origination, generally within 30 days. In accordance with ASC 825, "Financial Instruments" ("ASC 825"), we use the fair value option to record residential mortgage loans available-for-sale. Election of the fair value option for these loans allows a better offset of the changes in fair values of the loans and the derivative instruments used to economically hedge them without having to apply complex hedge accounting provisions. We do not designate any derivative instruments as hedges or apply the hedge accounting provisions of ASC 815, "Derivatives and Hedging." See [Note 11](#) for discussion of the risks retained related to mortgage loan originations.

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. At December 31, 2017 and 2016, residential mortgage loans available-for-sale had an aggregate fair value of \$570.6 million and \$539.5 million, respectively, and an aggregate outstanding principal balance of \$553.5 million and \$529.7 million, respectively. The net gain (loss) resulting from changes in fair value of these loans totaled \$(2.2) million and \$2.8 million for the years ended December 31, 2017 and 2016, respectively. These changes in fair value were substantially offset by changes in fair value of the corresponding hedging instruments. Net gains from the sale of mortgages during 2017, 2016, and 2015 were \$110.9 million, \$109.6 million, and \$80.8 million, respectively, and have been included in Financial Services revenues.

Mortgage servicing, origination, and commitment fees

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 costs related to residential mortgage loans available-for-sale are recognized as incurred in Financial Services expenses while the associated mortgage origination fees are recognized in Financial Services revenues as earned, generally upon loan closing.

Mortgage servicing rights

We 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 servicing rights for only a short period of time. We recognize the fair value of our rights to service a loan as revenue at the time of entering into an interest rate lock commitment with a borrower. Due to the short period of time the servicing rights are held, we do not amortize the servicing asset. The servicing sales contracts provide for the reimbursement of payments made by the purchaser if loans prepay within specified periods of time, generally within 90 to 120 days after sale. We establish reserves for this liability at the time the sale is recorded. Such reserves were immaterial at December 31, 2017 and 2016.

Loans held for investment

We maintain a portfolio of loans that either have been repurchased from investors or were not saleable upon closing. We have the intent and ability to hold these loans for the foreseeable future or until maturity or payoff. These loans are reviewed

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PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

annually for impairment, or when recoverability becomes doubtful. Loans held for investment are included in other assets and totaled \$11.2 million and \$8.4 million at December 31, 2017 and 2016, respectively.

Interest income on mortgage loans

Interest income on mortgage loans is recorded in Financial Services revenues, accrued from the date a mortgage loan is originated until the loan is sold, and totaled \$9.5 million, \$8.0 million, and \$6.9 million in 2017, 2016, and 2015, respectively. Loans are placed on non-accrual status once they become greater than 90 days past due their contractual terms. Subsequent payments received are applied according to the contractual terms of the loan. Mortgage discounts are not amortized as interest income due to the short period the loans are held until sale to third party investors.

Title services

Revenues associated with our title operations are recognized within Financial Services revenues as closing services are rendered and title insurance policies are issued, both of which generally occur as each home is closed.

Derivative instruments and hedging activities

We are party to interest rate lock commitments ("IRLCs") with customers resulting from our mortgage origination operations. At December 31, 2017 and 2016, we had aggregate IRLCs of \$210.9 million and \$273.9 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 December 31, 2017 and 2016, we had unexpired forward contracts of \$522.0 million and \$610.0 million, respectively, and whole loan investor commitments of \$203.1 million and \$157.6 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 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 location in the Consolidated Balance Sheets are summarized below (\$000's omitted):

	December 31, 2017	December 31, 2016
Other Assets		
Other Liabilities		

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Interest rate lock commitments	\$5,990	\$ 407	\$9,194	\$ 501
Forward contracts	432	817	8,085	1,004
Whole loan commitments	794	941	1,135	863
	\$7,216	\$ 2,165	\$18,414	\$ 2,368

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PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

New accounting pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"). The standard is a comprehensive new revenue recognition model that requires revenue to be recognized in a manner to depict the transfer of goods or services to a customer at an amount that reflects the consideration expected to be received in exchange for those goods or services. The FASB has also issued a number of updates to this standard. The standard is effective for us for annual and interim periods beginning January 1, 2018, and we will apply the modified retrospective method of adoption to contracts that are not completed as of the date of initial adoption. We have substantially completed our evaluation of the impact of adopting the new revenue standard. Based on our assessment, we do not expect the adoption of ASU 2014-09 to have a material impact on our financial statements. Further, we do not expect significant changes to our business processes, systems, or internal controls as a result of adopting the standard.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)" ("ASU 2016-02"), which amends the existing accounting standards for lease accounting, including requiring lessees to recognize most leases on their balance sheets. ASU 2016-02 is effective for us for annual and interim periods beginning January 1, 2019, and early adoption is permitted. The standard requires a modified retrospective transition approach for all leases existing at, or entered into after, the date of initial application, with an option to use certain transition relief. 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 statement of operations. We continue to evaluate the full impact of the new standard, including the impact on our business processes, systems, and internal controls.

We adopted ASU No. 2016-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting" ("ASU 2016-09"), effective January 1, 2017. Excess tax benefits or deficiencies for stock-based compensation are now reflected in the Consolidated Statements of Operations as a component of income tax expense, whereas previously they were recognized in equity. We have also elected to account for forfeitures as they occur, rather than estimate expected forfeitures. As a result of adopting ASU 2016-09, we applied the modified retrospective approach and recorded a cumulative-effect adjustment that increased our retained earnings and deferred tax assets as of January 1, 2017 by \$18.6 million, as a result of previously unrecognized excess tax benefits (see [Note 8](#)). Additionally, the impact of recognizing excess tax benefits and deficiencies in the consolidated statement of operations resulted in a \$7.7 million reduction in our income tax expense for 2017. The remaining aspects of adopting ASU 2016-09 did not have a material impact on our financial statements.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASU 2016-13"), 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 and also requires that credit losses from available-for-sale debt securities be presented as an allowance instead of a write-down. ASU 2016-13 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 August 2016, the FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments" ("ASU 2016-15"), which addresses several specific cash flow issues. ASU 2016-15 is effective for us for annual and interim periods beginning January 1, 2018, with early adoption permitted, and requires full retrospective application on adoption. We do not expect ASU 2016-15 to have a material impact 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." ("ASU 2017-04"), which removes the requirement to perform a hypothetical purchase price allocation to measure goodwill impairment. A goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. ASU 2017-04 is effective for us for annual and interim periods beginning January 1, 2020, with early adoption permitted, and applied prospectively. We do not expect ASU 2017-04 to have a material impact on our financial statements.

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

2. Inventory and land held for sale

Major components of inventory at December 31, 2017 and 2016 were (\$000's omitted):

	2017	2016
Homes under construction	\$2,421,405	\$1,921,259
Land under development	4,135,814	4,072,109
Raw land	589,911	777,287
	\$7,147,130	\$6,770,655

In all periods presented, we capitalized all Homebuilding interest costs into inventory because the level of our active inventory exceeded our debt levels. Activity related to interest capitalized into inventory is as follows (\$000's omitted):

	Years Ended December 31,		
	2017	2016	2015
Interest in inventory, beginning of period	\$186,097	\$149,498	\$167,638
Interest capitalized	181,719	160,506	120,001
Interest expensed	(141,205)	(123,907)	(138,141)
Interest in inventory, end of period	\$226,611	\$186,097	\$149,498

Land-related charges

We recorded the following land-related charges (\$000's omitted):

	Statement of Operations Classification	2017	2016	2015
Land impairments	Home sale cost of revenues	\$88,952	\$1,074	\$7,347
Net realizable value adjustments ("NRV") - land held for sale	Land sale cost of revenues	83,576	1,105	(901)
Impairments of unconsolidated entities	Other expense, net	8,017	—	—
Write-offs of deposits and pre-acquisition costs	Other expense, net	11,367	17,157	5,021
Total land-related charges		\$191,912	\$19,336	\$11,467

The 2017 charges were primarily the result of a plan we announced in May 2017 to sell select non-core and underutilized land parcels following a strategic review of our land portfolio. 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. In addition to this strategic review, we recorded impairment charges related to certain communities due to operating performance that was significantly lower than expectations.

The estimated fair values of these land parcels were based on sales contracts or letters of intent, comparisons to market comparable transactions, estimated future net cash flows discounted for inherent risk associated with each underlying asset, or similar information. The estimated cash flows for certain parcels incorporate 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 valuations are specific to each community tested for impairment and typically do not assume improvements in market conditions in the near term. In certain instances, the determination of fair value requires discounting the estimated cash flows at a rate commensurate with the inherent risks associated with each of the assets and related estimated cash flow streams. The discount rate

used in determining each community's fair value depends on the stage of development of the community and other specific factors that increase or decrease the inherent risks associated with the community's cash flow streams and ranged from 12% to 25%.

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PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

Land held for sale

Land held for sale at December 31, 2017 and 2016 was as follows (\$000's omitted):

	2017	2016
Land held for sale, gross	\$142,070	\$38,157
Net realizable value reserves	(73,686)	(6,429)
Land held for sale, net	\$68,384	\$31,728

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. Home sale revenues for detached and attached homes were \$7.3 billion and \$1.1 billion in 2017, \$6.5 billion and \$996.4 million in 2016, and \$5.0 billion and \$841.5 million in 2015, respectively. 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. The Financial Services segment operates generally in the same markets as the Homebuilding segments. Evaluation of segment performance is generally based on income before income taxes. Each reportable segment generally follows the same accounting policies described in [Note 1](#).

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

	Operating Data by Segment (\$000's omitted)		
	Years Ended December 31,		
	2017	2016	2015
Revenues:			
Northeast	\$693,624	\$696,463	\$682,112
Southeast (a)	1,563,322	1,491,270	1,058,089
Florida	1,493,953	1,284,753	1,019,733
Midwest	1,449,466	1,234,650	1,020,691
Texas	1,167,750	1,034,673	845,772
West	2,012,975	1,745,541	1,214,814
	8,381,090	7,487,350	5,841,211
Financial Services	192,160	181,126	140,753
Consolidated revenues	\$8,573,250	\$7,668,476	\$5,981,964
Income before income taxes (b):			
Northeast (c)	\$21,190	\$81,991	\$82,616
Southeast (a)	122,532	145,011	172,330
Florida (d)	208,825	205,049	196,525
Midwest	178,231	120,159	91,745
Texas	182,862	152,355	121,329
West	229,504	225,771	169,394
Other homebuilding (e)	(77,812)	(69,570)	(76,622)
	865,332	860,766	757,317
Financial Services (f)	73,496	73,084	58,706
Consolidated income before income taxes	\$938,828	\$933,850	\$816,023

(a) Southeast includes the acquisition in January 2016 of substantially all of the assets of Wieland (see [Note 1](#)).

(b) Includes land-related charges of \$191.9 million, \$19.3 million and \$11.5 million in 2017, 2016, and 2015, respectively (see [Note 2](#)).

(c) Northeast includes a charge of \$15.0 million in 2016 related to the settlement of a disputed land transaction and a charge of \$20.0 million in 2015 resulting from the Applecross matter (see [Note 11](#)).

(d) Florida includes a warranty charge of \$12.4 million in 2017 related to a closed-out community (see [Note 11](#)).

Other homebuilding includes the amortization of intangible assets, amortization of capitalized interest, and other items not allocated to the operating segments. Also includes: write-offs of \$29.6 million of insurance receivables associated with the resolution of certain insurance matters in 2017; adjustments to general liability insurance reserves of \$95.1 million in 2017, \$55.2 million in 2016, and \$62.2 million in 2015 (see [Note 11](#)); and costs associated with the relocation of our corporate headquarters totaling \$8.3 million and \$4.4 million in 2016 and 2015, respectively.

(f) Financial Services included reductions in loan origination liabilities totaling \$11.4 million in 2015 (see [Note 11](#)).

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Operating Data by Segment
(\$000's omitted)
Years Ended December 31,

	2017	2016	2015
Land-related charges*:			
Northeast	\$51,362	\$2,079	\$3,301
Southeast	55,689	3,089	3,022
Florida	9,702	715	4,555
Midwest	8,917	3,383	2,319
Texas	2,521	515	295
West	56,995	8,960	(2,615)
Other homebuilding	6,726	595	590
	\$191,912	\$19,336	\$11,467

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

Operating Data by Segment (\$000's omitted)
Years Ended December 31,

	2017	2016	2015
Depreciation and amortization:			
Northeast	\$ 2,392	\$ 2,133	\$ 1,682
Southeast	5,117	5,350	3,492
Florida	4,883	4,955	3,536
Midwest	4,449	5,099	5,019
Texas	3,301	3,673	2,928
West	5,828	6,739	5,995
Other homebuilding (a)	21,326	22,467	20,254
	47,296	50,416	42,906
Financial Services	3,702	3,591	3,316
	\$ 50,998	\$ 54,007	\$ 46,222

(a) Other homebuilding includes amortization of intangible assets.

Operating Data by Segment
(\$000's omitted)
Years Ended December 31,

	2017	2016	2015
Equity in (earnings) loss of unconsolidated entities:			
Northeast	\$—	\$2	\$2
Southeast	—	—	—
Florida	(8)	(10)	2
Midwest	(513)	78	(337)
Texas	—	—	—
West (a)	4,913	(6,759)	(5,107)
Other homebuilding	(1,782)	(1,117)	(1,915)
	2,610	(7,806)	(7,355)

Financial Services (625) (531) —
\$1,985 \$(8,337) \$(7,355)

(a) Includes an \$8.0 million impairment of an investment in an unconsolidated entity in 2017 (see Note 2).

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PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Operating Data by Segment

(\$000's omitted)

December 31, 2017

	Homes Under Construction	Land Under Development	Raw Land	Total Inventory	Total Assets
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 (b)	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

December 31, 2016

	Homes Under Construction	Land Under Development	Raw Land	Total Inventory	Total Assets
Northeast	\$175,253	\$375,899	\$135,447	\$686,599	\$798,369
Southeast (a)	354,047	650,805	148,793	1,153,645	1,243,188
Florida	309,525	683,376	183,168	1,176,069	1,330,847
Midwest	256,649	474,287	50,302	781,238	851,457
Texas	219,606	413,312	74,750	707,668	793,917
West	580,082	1,226,190	159,387	1,965,659	2,200,058
Other homebuilding (b)	26,097	248,240	25,440	299,777	2,351,082
	1,921,259	4,072,109	777,287	6,770,655	9,568,918
Financial Services	—	—	—	—	609,282
	\$1,921,259	\$4,072,109	\$777,287	\$6,770,655	\$10,178,200

December 31, 2015

	Homes Under Construction	Land Under Development	Raw Land	Total Inventory	Total Assets
Northeast	\$163,173	\$292,631	\$121,522	\$577,326	\$688,610
Southeast	196,456	367,577	139,246	703,279	765,933
Florida	227,910	574,092	97,185	899,187	1,013,543
Midwest	197,738	414,386	68,918	681,042	734,834
Texas	191,424	317,702	107,737	616,863	691,342
West	413,208	1,094,112	222,920	1,730,240	1,924,958
Other homebuilding (b)	18,351	198,566	25,204	242,121	2,861,197
	1,408,260	3,259,066	782,732	5,450,058	8,680,417
Financial Services	—	—	—	—	508,989
	\$1,408,260	\$3,259,066	\$782,732	\$5,450,058	\$9,189,406

- (a) Southeast includes the acquisition in January 2016 of substantially all of the assets of Wieland (see Note 1).
- (b) 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.

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. Investments in unconsolidated entities

We participate in a number of joint ventures with independent third parties. These joint ventures generally purchase, develop, and sell land, including selling land to us for use in our homebuilding operations. A summary of our joint ventures is presented below (\$000's omitted):

	December 31,	
	2017	2016
Investments in Joint ventures with limited recourse debt	\$37,063	\$—
Investments in joint ventures with debt non-recourse to PulteGroup	3,567	33,436
Investments in other active joint ventures	22,327	18,011
Total investments in unconsolidated entities	\$62,957	\$51,447
Total joint venture debt	\$59,544	\$4,605
PulteGroup proportionate share of joint venture debt:		
Joint venture debt with limited recourse guaranties	\$28,157	\$—
Joint venture debt non-recourse to PulteGroup	700	1,349
PulteGroup's total proportionate share of joint venture debt	\$28,857	\$1,349

In 2017, 2016, and 2015, we recognized earnings (losses) from unconsolidated joint ventures of \$(2.0) million, \$8.3 million, and \$7.4 million, respectively. We received distributions from our unconsolidated joint ventures of \$9.4 million, \$10.9 million, and \$6.0 million, in 2017, 2016, and 2015, respectively. We made capital contributions of \$23.0 million and \$14.5 million during 2017 and 2016, respectively, with no significant contributions in 2015.

At December 31, 2017, aggregate outstanding debt of unconsolidated joint ventures was \$59.5 million, of which \$56.3 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. 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.

The timing of cash flows related to a joint venture and any related financing agreements varies by agreement. If additional capital contributions are required and approved by the joint venture, we would need to contribute our pro rata portion of those capital needs in order to not dilute our ownership in the joint ventures. While future capital contributions may be required, we believe the total amount of such contributions will be limited. Our maximum financial exposure related to joint ventures is unlikely to exceed the combined investment and limited recourse guaranty totals.

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

5. Debt

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

	December 31,	
	2017	2016
7.625% unsecured senior notes due October 2017	\$—	\$123,000
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)	(13,057)	(12,984)
Total senior notes	\$2,986,943	\$3,110,016
Other notes payable	20,024	19,282
Notes payable	\$3,006,967	\$3,129,298
Estimated fair value	\$3,263,774	\$3,131,579

(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.

The indentures governing the senior notes impose certain restrictions on the incurrence of additional debt along with other limitations. At December 31, 2017, we were in compliance with all of the covenants and requirements under the senior notes. Our senior note principal maturities are as follows: 2018 through 2020 - none; 2021 - \$700.0 million; thereafter - \$2.3 billion. Refer to Note 12 for supplemental consolidating financial information of the Company.

In February 2016, we issued \$1.0 billion of unsecured senior notes, consisting of \$300.0 million of 4.25% senior notes due March 1, 2021, and \$700.0 million of 5.50% senior notes due March 1, 2026. The net proceeds from this senior notes issuance were used to fund the retirement of \$465.2 million of our senior notes that matured in May 2016, with the remaining net proceeds used for general corporate purposes. In July 2016, we issued an additional \$1.0 billion of unsecured senior notes, consisting of an additional \$400.0 million of the 4.25% senior notes due March 1, 2021, and \$600.0 million of 5.00% senior notes due January 15, 2027. The net proceeds from the July senior notes issuance were used for general corporate purposes and to pay down approximately \$500.0 million of outstanding debt, including the remainder of a then existing term loan facility, which resulted in a write-off of \$0.7 million of remaining debt issuance costs in 2016. The senior notes issued in 2016 are unsecured obligations, and rank equally in right of payment with the existing and future senior unsecured indebtedness of the Company and each of the guarantors, respectively. The notes are redeemable at our option at any time up to the date of maturity.

We retired outstanding debt totaling \$134.7 million, \$986.9 million, and \$239.2 million during 2017, 2016, and 2015, respectively. Certain debt retirements occurred prior to the stated maturity dates and resulted in losses totaling \$0.7 million in 2016. Losses on debt repurchase transactions include the write-off of unamortized discounts, premiums, and transaction fees related to the repurchased debt and are reflected in other expense, net.

Other notes payable include non-recourse and limited recourse collateralized notes with third parties that totaled \$20.0 million and \$19.3 million at December 31, 2017 and 2016, 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 7.30%.

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Revolving credit facility

We maintain a senior unsecured revolving credit facility (the “Revolving Credit Facility”) that matures in June 2019. The Revolving Credit Facility contains an uncommitted accordion feature that could increase the size of the Revolving Credit Facility to \$1.25 billion, subject to certain conditions and availability of additional bank commitments. In October 2017, we exercised the accordion feature to increase the maximum borrowing capacity from \$750.0 million to \$1.0 billion. 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 December 31, 2017. The interest rate on borrowings under the Revolving Credit Facility may be based on either the LIBOR or Base Rate plus an applicable margin, as defined therein. We had no borrowings outstanding and \$235.5 million and \$219.1 million of letters of credit issued under the Revolving Credit Facility at December 31, 2017 and 2016, 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 December 31, 2017, we were in compliance with all covenants. Outstanding balances under the Revolving Credit Facility are guaranteed by certain of our wholly-owned subsidiaries. Our available and unused borrowings under the Revolving Credit Facility, net of outstanding letters of credit, amounted to \$764.5 million and \$530.9 million as of December 31, 2017 and 2016, respectively.

Pulte Mortgage

Pulte Mortgage maintains a master repurchase agreement with third party lenders. In August 2017, Pulte Mortgage entered into an amended and restated repurchase agreement (the “Repurchase Agreement”) that extended the termination date to August 2018. The maximum aggregate commitment was \$475.0 million (with a \$50.0 million uncommitted accordion feature to allow for a temporary increase up to \$525.0 million) during the seasonally high borrowing period from December 26, 2017 through January 11, 2018. At all other times, the maximum aggregate commitment ranges from \$250.0 million to \$400.0 million. The purpose of the 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 \$437.8 million and \$331.6 million outstanding under the Repurchase Agreement at December 31, 2017, and 2016, respectively, and was in compliance with its covenants and requirements as of such dates.

The following is aggregate borrowing information for our mortgage operations (\$000’s omitted):

	December 31,			
	2017	2016		
Available credit lines	\$475,000	\$360,000		
Unused credit lines	\$37,196	\$28,379		
Weighted-average interest rate	3.55	% 2.89	%	%

6. Shareholders’ equity

Our declared quarterly cash dividends totaled \$110.0 million, \$122.2 million, and \$117.9 million in 2017, 2016, and 2015, respectively. Under the share repurchase program authorized by our Board of Directors, we repurchased 35.4 million, 30.9 million, and 21.2 million shares in 2017, 2016, and 2015, respectively, for a total of \$910.3 million, \$600.0 million, and \$433.7 million in 2017, 2016, and 2015, respectively. At December 31, 2017, we had remaining authorization to repurchase \$94.4 million of common shares. On January 25, 2018 our Board of Directors increased our repurchase authorization by \$500.0 million.

Under our stock-based compensation plans, we accept shares as payment under certain conditions related to stock option exercises and vesting of restricted shares and share units, generally related to the payment of tax obligations. During 2017, 2016, and 2015, employees surrendered shares valued at \$6.0 million, \$3.2 million, and \$9.0 million, respectively, under these plans. Such share transactions are excluded from the above noted share repurchase authorization.

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

7. Stock compensation plans

We maintain a stock award plan for both employees and non-employee directors. The plan provides for the grant of a variety of equity awards, including options (generally non-qualified options), restricted shares, restricted share units ("RSUs"), and performance shares to key employees (as determined by the Compensation and Management Development Committee of the Board of Directors) for periods not to exceed ten years. Non-employee directors are awarded an annual distribution of common shares. Options granted to employees generally vest incrementally over four years and are generally exercisable for ten years from the vest date. RSUs represent the right to receive an equal number of common shares and are converted into common shares upon distribution. Restricted shares and RSUs generally cliff vest after three years. Both restricted share and RSU holders receive cash dividends during the vesting period. Performance shares vest upon attainment of the stated performance targets and minimum service requirements and are converted into common shares upon distribution. As of December 31, 2017, there were 25.0 million shares that remained available for grant under the plan. Our stock compensation expense for the three years ended December 31, 2017, is presented below (\$000's omitted):

	2017	2016	2015
Stock options	\$—	\$—	\$37
Restricted shares (including RSUs and performance shares)	24,207	18,626	16,852
Long-term incentive plans	9,476	3,602	7,863
	\$33,683	\$22,228	\$24,752

Stock options

A summary of stock option activity for the three years ended December 31, 2017, is presented below (000's omitted, except per share data):

	2017		2016		2015	
	Shares	Weighted-Average Per Share	Shares	Weighted-Average Per Share	Shares	Weighted-Average Per Share
	Exercise Price		Exercise Price		Exercise Price	
Outstanding, beginning of year	3,623	12	6,040	19	9,370	23
Granted	—	—	—	—	—	—
Exercised	(2,352)		(498)		(904)	
Forfeited	(102)		(1,914)		(2,426)	
Outstanding, end of year	1,168	11	3,623	12	6,040	19
Options exercisable at year end	1,168	11	3,623	12	6,040	19
Weighted-average per share fair value of options granted during the year	\$—		\$—		\$—	

The following table summarizes information about our options outstanding at December 31, 2017:

	Options Outstanding			Options Exercisable		
	Number Outstanding (000's)	Weighted-Average Remaining Contract Life (in years)	Weighted-Average Per Share Exercise Price	Number Exercisable (000's omitted)	Weighted-Average Per Share Exercise Price	
\$0.01 to \$10.00	264	2.9	\$ 8	264	\$ 8	

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\$10.01 to \$20.00	904	1.6	12	904	12
	1,168	1.9	\$ 11	1,168	\$ 11

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PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

We did not issue any stock options during 2017, 2016, or 2015. As a result, there is no unrecognized compensation cost related to stock option awards at December 31, 2017. The intrinsic value of a stock option is the amount by which the market value of the underlying stock exceeds the exercise price of the option. The aggregate intrinsic value of stock options that were exercised during 2017, 2016, and 2015 was \$31.1 million, \$4.5 million, and \$9.4 million, respectively. As of December 31, 2017, options outstanding, all of which were exercisable, had an intrinsic value of \$25.8 million.

Restricted shares (including RSUs and performance shares)

A summary of restricted share activity, including RSUs and performance shares, for the three years ended December 31, 2017, is presented below (000's omitted, except per share data):

	2017		2016		2015	
	Shares	Weighted-Average Per Share Grant Date Fair Value	Shares	Weighted-Average Per Share Grant Date Fair Value	Shares	Weighted-Average Per Share Grant Date Fair Value
Outstanding, beginning of year	2,974	\$ 19	2,576	\$ 18	2,890	\$ 15
Granted	1,251	21	1,853	17	932	22
Distributed	(775)	) 19	(546)	) 20	(1,090)	) 10
Forfeited	(179)	) 19	(909)	) 12	(156)	) 19
Outstanding, end of year	3,271	\$ 19	2,974	\$ 19	2,576	\$ 18
Vested, end of year	152	\$ 17	123	\$ 15	89	\$ 14

During 2017, 2016, and 2015, the total fair value of shares vested during the year was \$15.0 million, \$11.0 million, and \$10.2 million, respectively. Unamortized compensation cost related to restricted share awards was \$18.6 million at December 31, 2017. These costs will be expensed over a weighted-average period of approximately 2 years. Additionally, there were 152,472 RSUs outstanding at December 31, 2017, that had vested but had not yet been paid out because the payout date had been deferred by the holders.

Long-term incentive plans

We maintain long-term incentive plans for senior management and other employees that provide awards based on the achievement of stated performance targets over three-year periods. Awards are stated in dollars but are settled in common shares based on the stock price at the end of the performance period. If the share price falls below a floor of \$5.00 per share at the end of the performance period or we do not have a sufficient number of shares available under our stock incentive plans at the time of settlement, then a portion of each award will be paid in cash. We adjust the liabilities and recognize the expense associated with the awards based on the probability of achieving the stated performance targets at each reporting period. Liabilities for these awards totaled \$14.0 million and \$11.2 million at December 31, 2017 and 2016, respectively.

8. Income taxes

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the “Tax Act”). The Tax Act makes broad and complex changes to the U.S. tax code, including, but not limited to, the following that impact us: (1) reducing the U.S. federal corporate income tax rate from 35 percent to 21 percent; (2) eliminating the corporate alternative minimum tax (“AMT”) and changing how existing AMT credits can be realized; (3) creating a new limitation on deductible interest expense; (4) repealing the domestic production activities deduction; (5) limiting the deductibility of certain executive compensation; and (6) limiting certain other deductions.

The SEC staff issued Staff Accounting Bulletin No. 118 (“SAB 118”), which provides guidance on accounting for the tax effects of the Tax Act. SAB 118 provides a measurement period that should not extend beyond one year from the Tax Act enactment date for companies to complete the accounting relating to the Tax Act under ASC 740. In accordance with SAB 118, a company must reflect the income tax effects of those aspects of the Tax Act for which the accounting under ASC 740 is complete. To the extent that a company’s accounting for certain income tax effects of the Tax Act is incomplete but it is able to determine a reasonable estimate, it must record a provisional estimate in its financial statements. If a company cannot determine

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

a provisional estimate to be included in its financial statements, it should continue to apply ASC 740 on the basis of the provisions of the tax laws that were in effect immediately before the enactment of the Tax Act.

In connection with our initial analysis of the impact of the Tax Act, we have recorded a provisional amount of net tax expense of \$172.1 million in the year ended December 31, 2017 related to the remeasurement of our deferred tax balance and other effects. For various reasons including those discussed below, we have not fully completed our accounting for the income tax effects of the Tax Act. As we were able to make reasonable estimates of the effects of the Tax Act, we recorded provisional amounts.

In connection with the adoption of the Tax Act, we:

Remeasured certain deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future, which is generally at a federal rate of 21%. However, we are still analyzing certain aspects of the Tax Act and refining our calculations, which could potentially affect the measurement of these balances or potentially give rise to new deferred tax amounts. Our financial statements include provisional amounts for the impacts of deferred tax revaluation.

Evaluated the future deductibility of executive compensation due to the elimination of the performance-based exception as well as the modification of who is treated as a covered person in connection with limiting the deduction. As part of the Tax Act, there is a transition rule for written, binding contracts in place prior to November 2, 2017 related to executive compensation, that have not been modified in any material respect. Further guidance is needed to fully determine the impact of these provisions. Our financial statements include provisional amounts for the impacts of the changes to the deductibility of executive compensation.

Performed initial evaluations of the state conformity to the Tax Act. We continue to assess the conformity of each state in which we operate to the Tax Act along with the changes in deductibility of certain expenses at the federal level in order to finalize the impacts on the realizability of our state net NOLs and our related valuation allowances. Our financial statements include provisional amounts for the impacts of state conformity.

Components of current and deferred income tax expense (benefit) are as follows (\$000's omitted):

	2017	2016	2015
Current expense (benefit)			
Federal	\$81,101	\$9,464	\$8,760
State and other	(11,801)	(13,104)	1,474
	\$69,300	\$(3,640)	\$10,234
Deferred expense (benefit)			
Federal	\$444,695	\$312,288	\$277,895
State and other	(22,388)	22,499	33,804
	\$422,307	\$334,787	\$311,699
Income tax expense (benefit)	\$491,607	\$331,147	\$321,933

The deferred tax expense associated with the remeasurement of the state NOL carryforwards and related valuation allowances as well as other deferred tax assets are net of federal benefit and included in state deferred tax expense.

The following table reconciles the statutory federal income tax rate to the effective income tax rate:

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	2017	2016	2015
Income taxes at federal statutory rate	35.0 %	35.0 %	35.0%
State and local income taxes, net of federal tax	3.1	3.3	2.8
Changes in tax laws, including the Tax Act	18.3	0.5	0.3
Deferred tax asset valuation allowance	(1.1)	(2.2)	0.4
Tax contingencies	(1.0)	(1.3)	0.1
Other	(1.9)	0.2	0.9
Effective rate	52.4 %	35.5 %	39.5 %

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Our effective tax rate was 52.4%, 35.5% and 39.5% for 2017, 2016, and 2015, respectively. The 2017 effective tax rate differs from the federal statutory rate primarily due to the impacts of the Tax Act, state income tax expense on current year earnings, the favorable resolution of certain state income tax matters, the domestic production activities deduction, and state tax law changes. The 2016 effective tax rate exceeds the federal statutory rate primarily due to state income taxes, the reversal of a portion of our valuation allowance related to a legal entity restructuring, the favorable resolution of certain state income tax matters, the impact on our net deferred tax assets due to changes in business operations and state tax laws, and recognition of energy efficient home credits. The 2015 effective tax rate exceeds the federal statutory rate primarily due to state income taxes and the impact of changes in business operations and state tax laws to our net deferred tax assets.

As a result of the adoption of ASU No. 2016-09 (see [Note 1](#)), excess tax benefits related to equity compensation are recorded as a component of income tax expense. Additionally, we recorded a cumulative-effect adjustment to increase retained earnings and deferred tax assets as of January 1, 2017 by \$18.6 million for previously unrecognized excess tax benefits.

Deferred tax assets and liabilities reflect temporary differences arising from the different treatment of items for tax and accounting purposes. Components of our net deferred tax asset are as follows (\$000's omitted):

	At December 31,	
	2017	2016
Deferred tax assets:		
Accrued insurance	\$ 117,133	\$ 220,823
Inventory valuation reserves	202,791	359,964
Other reserves	78,271	132,597
NOL carryforwards:		
Federal	41,282	187,817
State	248,224	224,316
Alternative minimum tax credit carryforwards	54,965	53,917
Energy and other credit carryforwards	41,763	45,673
	784,429	1,225,107
Deferred tax liabilities:		
Capitalized items, including real estate basis differences, deducted for tax, net	(17,895)	(13,054)
Deferral of profit on home sales	(34,769)	(69,391)
Intangibles	(17,860)	(28,391)
	(70,524)	(110,836)
Valuation allowance	(68,610)	(64,863)
Net deferred tax asset	\$ 645,295	\$ 1,049,408

Our federal NOL carryforward deferred tax asset of \$41.3 million expires, if unused, between 2031 and 2032. We also have state NOLs in various jurisdictions which may generally be carried forward from 5 to 20 years, depending on the jurisdiction. Our NOL carryforward deferred tax assets will expire if unused at various dates as follows: \$26.9 million from 2018 to 2022 and \$221.3 million from 2023 and thereafter. In addition, we have federal energy credit carryforwards that expire, if unused, between 2027 and 2036, and alternative minimum tax credits that, if unused in 2018, can be refunded beginning in 2019.

We evaluate our deferred tax assets each period to determine if a valuation allowance is required based on whether it is "more likely than not" that some portion of the deferred tax assets would not be realized. The ultimate realization of these deferred tax assets is dependent upon the generation of sufficient taxable income during future periods. We conduct our evaluation by considering all available positive and negative evidence. This evaluation considers, among other factors, historical operating results, forecasts of future profitability, the duration of statutory carryforward periods, and the outlooks for the U.S. housing industry and broader economy.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Our ability to use certain of Centex's federal losses and credits is limited by Section 382 of the Internal Revenue Code. We do not believe that this limitation will prevent us from utilizing these Centex losses and credits. We do believe that full utilization of certain state NOL carryforwards will be limited due to Section 382.

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 our 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. We had \$48.6 million and \$21.5 million of gross unrecognized tax benefits at December 31, 2017 and 2016, respectively. If recognized, \$23.4 million and \$14.0 million, respectively, of these amounts would impact our effective tax rate. Additionally, we had accrued interest and penalties of \$4.9 million and \$12.2 million at December 31, 2017 and 2016, respectively.

It is reasonably possible within the next twelve months that our gross unrecognized tax benefits may decrease by up to \$40.0 million, excluding interest and penalties, primarily due to potential settlements. A reconciliation of the change in the unrecognized tax benefits is as follows (\$000's omitted):

	2017	2016	2015
Unrecognized tax benefits, beginning of period	\$21,502	\$38,992	\$32,911
Increases related to tax positions taken during a prior period	20,555	224	5,763
Decreases related to tax positions taken during a prior period	(9,665)	(13,218)	—
Increases related to tax positions taken during the current period	18,895	114	318
Decreases related to settlements with taxing authorities	—	(707)	—
Reductions as a result of a lapse of the applicable statute of limitations	(2,683)	(3,903)	—
Unrecognized tax benefits, end of period	\$48,604	\$21,502	\$38,992

We continue to participate in the Compliance Assurance Process ("CAP") with the IRS as an alternative to the traditional IRS examination process. As a result of our participation in CAP, federal tax years 2015 and prior are closed. Tax year 2016 is expected to close by the second quarter of 2018. We are also currently under examination by various state taxing jurisdictions and anticipate finalizing certain of the examinations within the next twelve months. The final outcome of these examinations is not yet determinable. The statute of limitations for our major tax jurisdictions remains open for examination for tax years 2005 to 2017.

9. 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

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PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

Financial Instrument	Fair Value Hierarchy	Fair Value	
		December 31, 2017	December 31, 2016
Measured at fair value on a recurring basis:			
Residential mortgage loans available-for-sale	Level 2	\$ 570,600	\$ 539,496
Interest rate lock commitments	Level 2	5,583	8,693
Forward contracts	Level 2	(385)	7,081
Whole loan commitments	Level 2	(147)	272
Measured at fair value on a non-recurring basis:			
House and land inventory	Level 3	\$ 11,045	\$ 8,920
Land held for sale	Level 2	8,600	1,670
Disclosed at fair value:			
Cash and equivalents (including restricted cash)	Level 1	\$ 306,168	\$ 723,248
Financial Services debt	Level 2	437,804	331,621
Other notes payable	Level 2	20,024	19,282
Senior notes payable	Level 2	3,243,750	3,112,297

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 value 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 1](#) for a more detailed discussion of the valuation methods used for inventory.

The carrying amounts of cash and equivalents, Financial Services debt, Other notes payable and the Revolving Credit Facility approximate their fair values due to their short-term nature and floating interest rate terms. The fair values of the Senior notes payable 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 the senior notes payable was \$3.0 billion and \$3.1 billion at December 31, 2017 and 2016, respectively.

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

10. Other assets and accrued and other liabilities

Other assets are presented below (\$000's omitted):

	December 31,	
	2017	2016
Accounts and notes receivable:		
Insurance receivables <u>(Note 11)</u>	\$213,407	\$307,344
Notes receivable	16,768	29,111
Other receivables	76,309	90,714
	306,484	427,169
Prepaid expenses	116,912	106,748
Deposits and pre-acquisition costs <u>(Note 1)</u>	207,987	195,436
Property and equipment, net <u>(Note 1)</u>	70,706	77,444
Income taxes receivable <u>(Note 8)</u>	6,964	9,272
Other	36,070	41,357
	\$745,123	\$857,426

We record receivables from various parties in the normal course of business, including amounts due from insurance companies (see Note 11), municipalities, and vendors. In certain instances, we may accept consideration for land sales or other transactions in the form of a note receivable.

Accrued and other liabilities are presented below (\$000's omitted):

	December 31,	
	2017	2016
Self-insurance liabilities <u>(Note 11)</u>	\$758,812	\$831,058
Compensation-related liabilities	134,008	123,730
Warranty liabilities <u>(Note 11)</u>	72,709	66,134
Accrued interest	50,620	50,793
Loan origination liabilities <u>(Note 11)</u>	34,641	35,114
Other	305,543	322,883
	\$1,356,333	\$1,429,712

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

11. Commitments and contingencies

Leases

We lease certain property and equipment under non-cancelable operating leases. The future minimum lease payments required under operating leases that have initial or remaining non-cancelable terms in excess of one year as of December 31, 2017, are as follows (\$000's omitted):

Years Ending December 31,	
2018	\$25,040
2019	23,561
2020	16,798
2021	11,674
2022	9,543
Thereafter	31,509
Total minimum lease payments	\$118,125

Net rental expense for 2017, 2016, and 2015 was \$30.8 million, \$33.0 million, and \$27.7 million, respectively. Certain leases contain renewal or purchase options and generally provide that we pay for insurance, taxes, and maintenance.

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. If a loan is determined to be faulty, we either repurchase the loans from the investors or reimburse the investors' losses (a "make-whole" payment). Estimating the required liability for these potential losses requires a significant level of management judgment. During 2015, we reduced our loan origination liabilities by net reserve releases of \$11.4 million based on probable settlements of various repurchase requests and existing conditions. Reserves provided (released) are reflected in Financial Services expenses. Given the volatility in the mortgage industry, changes in values of underlying collateral over time, and other uncertainties regarding the ultimate resolution of these claims, actual costs could differ from our current estimates. Changes in these liabilities were as follows (\$000's omitted):

	2017	2016	2015
Liabilities, beginning of period	\$35,114	\$46,381	\$58,222
Reserves provided (released), net	(50)	506	(11,433)
Payments	(423)	(11,773)	(408)
Liabilities, end of period	\$34,641	\$35,114	\$46,381

Community development and other special district obligations

A community development district or similar development authority ("CDD") is a unit of local government created under various state statutes that utilizes the proceeds from the sale of bonds to finance the construction or acquisition of infrastructure assets of a development. A portion of the liability associated with the bonds, including principal and interest, is assigned to each parcel of land within the development. This debt is typically paid by subsequent special

assessments levied by the CDD on the landowners. Generally, we are only responsible for paying the special assessments for the period during which we are the landowner of the applicable parcels.

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

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 \$235.5 million and \$1.2 billion, respectively, at December 31, 2017, and \$219.1 million and \$1.1 billion, respectively, at December 31, 2016. In the event any such letter of credit or surety bonds 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 the applicable projects but has 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. During 2016, we settled a contract dispute related to a land transaction that we terminated over ten years ago in response to a collapse in housing demand. As a result of the settlement, we recorded a charge of \$15.0 million, which is reflected in other expense, net.

In September 2012, Applecross Club Operations ("Applecross") filed a complaint for breach of contract and promissory estoppel in Applecross v. Pulte Homes of PA, et al. The complaint alleged that we induced Applecross to purchase a golf course from us in 2010 by promising to build over 1,000 residential units in a planned community located outside Philadelphia, Pennsylvania. In September 2015, the jury in the case found in favor of Applecross and awarded damages in the amount of \$20.0 million, which we recorded to other expense, net. We have appealed the award and accrued the interest that would be applicable under the award since the date of the verdict.

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 projected 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.

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Changes to warranty liabilities were as follows (\$000's omitted):

	2017	2016	2015
Warranty liabilities, beginning of period	\$66,134	\$61,179	\$65,389
Reserves provided	50,014	67,169	52,684
Payments	(58,780)	(55,892)	(60,968)
Other adjustments (a)	15,341	(6,322)	4,074
Warranty liabilities, end of period	\$72,709	\$66,134	\$61,179

(a) Includes a charge of \$12.4 million in 2017 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 companies 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 the 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 omission, 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 \$758.8 million and \$831.1 million at December 31, 2017 and 2016, respectively, the vast majority of which relate to general liability claims. The recorded reserves include 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 65% and 70% of the total general liability reserves at December 31, 2017 and 2016, 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

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

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. During 2017, 2016, and 2015, we reduced general liability reserves by \$95.1 million, \$55.2 million, and \$29.6 million, respectively, as a result of changes in estimates resulting from actual claim experience observed being less than anticipated in previous actuarial projections. The changes in actuarial estimates were driven by changes in actual claims experience that, in turn, impacted actuarial estimates for potential future claims. 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. During 2015, we also recorded a general liability reserve reversal of \$32.6 million, resulting from a legal settlement relating to plumbing claims initially reported to us in 2008 and for which our recorded liabilities were adjusted over time based on changes in facts and circumstances. These claims ultimately resulted in a class action lawsuit involving a national vendor and numerous other homebuilders, homebuyers, and insurance companies. In 2015, a global settlement was reached, pursuant to which we funded our agreed upon share of settlement costs, which were significantly lower than our previously estimated exposure. Costs associated with our insurance programs are classified within selling, general, and administrative expenses.

Changes in these liabilities were as follows (\$000's omitted):

	2017	2016	2015
Balance, beginning of period	\$831,058	\$924,563	\$995,692
Net reserves provided	81,503	97,916	80,860
Adjustments to previously recorded reserves (a)	(97,789)	(57,132)	(64,775)
Payments, net (b)	(55,960)	(134,289)	(87,214)
Balance, end of period	\$758,812	\$831,058	\$924,563

(a) Includes general liability reserve reversals of \$95.1 million, \$55.2 million, and \$62.2 million in 2017, 2016, and 2015, respectively.

(b) Includes net changes in amounts expected to be recovered from our insurance carriers, which are recorded to 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. As reflected in Note 10, our receivables from insurance carriers totaled \$213.4 million and \$307.3 million at December 31, 2017 and 2016, respectively. The insurance receivables relate to costs incurred or to be incurred to perform corrective repairs, settle claims with customers, and other costs related to the continued progression of both known and anticipated future construction defect claims that we believe to be insured related to previously closed homes. 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. The majority of the decrease in our insurance receivables during 2017 resulted from cash received from our insurance carriers. However, we also recorded write-offs of \$29.6 million of insurance receivables associated with the resolution of these matters in 2017.

We are the plaintiff in litigation with certain of our insurance carriers in regard to \$71.6 million of recorded insurance receivables relating to the applicability of coverage to such costs under their policies. We believe collection of these insurance receivables, including those in litigation, is probable based on the legal merits of our positions after review by legal counsel, favorable legal rulings received to date, 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 outcome 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.

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

12. 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.

CONSOLIDATING BALANCE SHEET

DECEMBER 31, 2017

(\$000's omitted)

	Unconsolidated PulteGroup, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	Consolidated PulteGroup, Inc.
ASSETS					
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
LIABILITIES AND SHAREHOLDERS' EQUITY					
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 CONSOLIDATED FINANCIAL STATEMENTS (continued)

CONSOLIDATING BALANCE SHEET

DECEMBER 31, 2016

(\$000's omitted)

	Unconsolidated PulteGroup, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	Consolidated PulteGroup, Inc.
ASSETS					
Cash and equivalents	\$—	\$588,353	\$ 110,529	\$—	\$ 698,882
Restricted cash	—	22,832	1,534	—	24,366
Total cash, cash equivalents, and restricted cash	—	611,185	112,063	—	723,248
House and land inventory	—	6,707,392	63,263	—	6,770,655
Land held for sale	—	31,218	510	—	31,728
Residential mortgage loans available- for-sale	—	—	539,496	—	539,496
Investments in unconsolidated entities	105	46,248	5,094	—	51,447
Other assets	12,364	716,923	128,139	—	857,426
Intangible assets	—	154,792	—	—	154,792
Deferred tax assets, net	1,051,351	—	(1,943)	—	1,049,408
Investments in subsidiaries and intercompany accounts, net	6,835,075	(376,748)	6,845,781	(13,304,108)	—
	\$7,898,895	\$7,891,010	\$ 7,692,403	\$(13,304,108)	\$ 10,178,200
LIABILITIES AND SHAREHOLDERS' EQUITY					
Liabilities:					
Accounts payable, customer deposits, accrued and other liabilities	\$94,656	\$1,738,454	\$ 189,948	\$—	\$ 2,023,058
Income tax liabilities	34,860	—	—	—	34,860
Financial Services debt	—	—	331,621	—	331,621
Notes payable	3,110,016	17,302	1,980	—	3,129,298
Total liabilities	3,239,532	1,755,756	523,549	—	5,518,837
Total shareholders' equity	4,659,363	6,135,254	7,168,854	(13,304,108)	4,659,363
	\$7,898,895	\$7,891,010	\$ 7,692,403	\$(13,304,108)	\$ 10,178,200

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

For the year ended December 31, 2017

(\$000's omitted)

	Unconsolidated				Consolidated
	PulteGroup, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	PulteGroup, Inc.
Revenues:					
Homebuilding					
Home sale revenues	\$—	\$8,229,392	\$ 94,592	\$—	\$8,323,984
Land sale revenues	—	53,280	3,826	—	57,106
	—	8,282,672	98,418	—	8,381,090
Financial Services	—	—	192,160	—	192,160
	—	8,282,672	290,578	—	8,573,250
Homebuilding Cost of Revenues:					
Home sale cost of revenues	—	(6,385,167)	(75,985)	—	(6,461,152)
Land sale cost of revenues	—	(131,363)	(3,086)	—	(134,449)
	—	(6,516,530)	(79,071)	—	(6,595,601)
Financial Services expenses	—	(527)	(118,762)	—	(119,289)
Selling, general, and administrative expenses	—	(785,266)	(106,315)	—	(891,581)
Other expense, net	(482)	(58,619)	31,150	—	(27,951)
Intercompany interest	(2,485)	—	2,485	—	—
Income (loss) before income taxes and equity in income (loss) of subsidiaries	(2,967)	921,730	20,065	—	938,828
Income tax (expense) benefit	1,127	(483,435)	(9,299)	—	(491,607)
Income (loss) before equity in income (loss) of subsidiaries	(1,840)	438,295	10,766	—	447,221
Equity in income (loss) of subsidiaries	449,061	58,559	226,864	(734,484)	—
Net income (loss)	447,221	496,854	237,630	(734,484)	447,221
Other comprehensive income (loss)	81	—	—	—	81
Comprehensive income (loss)	\$447,302	\$496,854	\$ 237,630	\$(734,484)	\$447,302

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

For the year ended December 31, 2016

(\$000's omitted)

	Unconsolidated				Consolidated
	PulteGroup, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	PulteGroup, Inc.
Revenues:					
Homebuilding					
Home sale revenues	\$—	\$7,427,757	\$ 23,558	\$—	\$7,451,315
Land sale revenues	—	33,598	2,437	—	36,035
	—	7,461,355	25,995	—	7,487,350
Financial Services	—	—	181,126	—	181,126
	—	7,461,355	207,121	—	7,668,476
Homebuilding Cost of Revenues:					
Home sale cost of revenues	—	(5,566,653)	(21,321)	—	(5,587,974)
Land sale cost of revenues	—	(30,156)	(1,959)	—	(32,115)
	—	(5,596,809)	(23,280)	—	(5,620,089)
Financial Services expenses	—	(533)	(108,040)	—	(108,573)
Selling, general, and administrative expenses	—	(907,748)	(49,402)	—	(957,150)
Other expense, net	(1,321)	(69,345)	21,852	—	(48,814)
Intercompany interest	(1,980)	—	1,980	—	—
Income (loss) before income taxes and equity in income (loss) of subsidiaries	(3,301)	886,920	50,231	—	933,850
Income tax (expense) benefit	1,254	(312,486)	(19,915)	—	(331,147)
Income (loss) before equity in income (loss) of subsidiaries	(2,047)	574,434	30,316	—	602,703
Equity in income (loss) of subsidiaries	604,750	58,078	457,716	(1,120,544)	—
Net income (loss)	602,703	632,512	488,032	(1,120,544)	602,703
Other comprehensive income (loss)	83	—	—	—	83
Comprehensive income (loss)	\$602,786	\$632,512	\$ 488,032	\$(1,120,544)	\$602,786

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

For the year ended December 31, 2015

(\$000's omitted)

	Unconsolidated PulteGroup, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	Consolidated PulteGroup, Inc.
Revenues:					
Homebuilding					
Home sale revenues	\$—	\$5,792,675	\$ —	\$—	\$5,792,675
Land sale revenues	—	48,536	—	—	48,536
	—	5,841,211	—	—	5,841,211
Financial Services	—	1	140,752	—	140,753
	—	5,841,212	140,752	—	5,981,964
Homebuilding Cost of Revenues:					
Home sale cost of revenues	—	(4,235,945)	—	—	(4,235,945)
Land sale cost of revenues	—	(35,858)	—	—	(35,858)
	—	(4,271,803)	—	—	(4,271,803)
Financial Services expenses	(313)	276	(82,010)	—	(82,047)
Selling, general, and administrative expenses	(3)	(790,818)	(3,907)	—	(794,728)
Other expense, net	(760)	(17,424)	821	—	(17,363)
Intercompany interest	(2,110)	(7,922)	10,032	—	—
Income (loss) before income taxes and equity in income (loss) of subsidiaries	(3,186)	753,521	65,688	—	816,023
Income tax (expense) benefit	1,210	(297,485)	(25,658)	—	(321,933)
Income (loss) before equity in income (loss) of subsidiaries	(1,976)	456,036	40,030	—	494,090
Equity in income (loss) of subsidiaries	496,066	40,484	411,699	(948,249)	—
Net income (loss)	494,090	496,520	451,729	(948,249)	494,090
Other comprehensive income (loss)	81	—	—	—	81
Comprehensive income (loss)	\$494,171	\$496,520	\$ 451,729	\$(948,249)	\$494,171

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

CONSOLIDATING STATEMENT OF CASH FLOWS

For the year ended December 31, 2017

(\$000's omitted)

	Unconsolidated PulteGroup, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	Consolidated PulteGroup, Inc.
Net cash provided by (used in) operating activities	\$309,757	\$ 328,163	\$ 25,157	\$	—\$ 663,077
Cash flows from investing activities:					
Capital expenditures	—	(25,432)	(6,619)	—	(32,051)
Investment in unconsolidated subsidiaries	—	(23,037)	—	—	(23,037)
Other investing activities, net	—	5,778	(932)	—	4,846
Net cash provided by (used in) investing activities	—	(42,691)	(7,551)	—	(50,242)
Cash flows from financing activities:					
Financial Services borrowings (repayments)	—	—	106,183	—	106,183
Repayments of debt	(123,000)	(10,301)	(1,446)	—	(134,747)
Borrowings under revolving credit facility	2,720,000	—	—	—	2,720,000
Repayments under revolving credit facility	(2,720,000)	—	—	—	(2,720,000)
Stock option exercises	27,720	—	—	—	27,720
Share repurchases	(916,323)	—	—	—	(916,323)
Dividends paid	(112,748)	—	—	—	(112,748)
Intercompany activities, net	814,594	(728,555)	(86,039)	—	—
Net cash provided by (used in) financing activities	(309,757)	(738,856)	18,698	—	(1,029,915)
Net increase (decrease)	—	(453,384)	36,304	—	(417,080)
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	\$—	\$ 157,801	\$ 148,367	\$	—\$ 306,168

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

CONSOLIDATING STATEMENT OF CASH FLOWS

For the year ended December 31, 2016

(\$000's omitted)

	Unconsolidated PulteGroup, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	Consolidated PulteGroup, Inc.
Net cash provided by (used in) operating activities	\$256,722	\$(102,054)	\$(86,398)	) \$	—\$ 68,270
Cash flows from investing activities:					
Capital expenditures	—	(36,297)	(2,998)	) —	(39,295)
Investment in unconsolidated subsidiaries	—	(14,539)	—	) —	(14,539)
Cash used for business acquisitions	—	(430,458)	—	) —	(430,458)
Other investing activities, net	—	11,189	1,911	) —	13,100
Net cash provided by (used in) investing activities	—	(470,105)	(1,087)	) —	(471,192)
Cash flows from financing activities:					
Financial Services borrowings (repayments)	—	—	63,744	) —	63,744
Proceeds from debt issuance	1,991,937	4,000	—	) —	1,995,937
Repayments of debt	(965,245)	(21,235)	(439)	) —	(986,919)
Borrowings under revolving credit facility	619,000	—	—	) —	619,000
Repayments under revolving credit facility	(619,000)	—	—	) —	(619,000)
Stock option exercises	5,845	—	—	) —	5,845
Share repurchases	(603,206)	—	—	) —	(603,206)
Dividends paid	(124,666)	—	—	) —	(124,666)
Intercompany activities, net	(561,387)	541,703	19,684) —	—
Net cash provided by (used in) financing activities	(256,722)	524,468	82,989	) —	350,735
Net increase (decrease)	—	(47,691)	(4,496)	) —	(52,187)
Cash, cash equivalents, and restricted cash at beginning of year	—	658,876	116,559	) —	775,435
Cash, cash equivalents, and restricted cash at end of year	\$—	\$611,185	\$112,063	) \$	—\$ 723,248

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

CONSOLIDATING STATEMENT OF CASH FLOWS

For the year ended December 31, 2015

(\$000's omitted)

	Unconsolidated				Consolidated
	PulteGroup, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Entries	PulteGroup, Inc.
Net cash provided by (used in) operating activities	\$ 185,946	\$(430,940)	\$(92,596)	\$	—\$(337,590)
Cash flows from investing activities:					
Capital expenditures	—	(41,857)	(3,583)	—	(45,440)
Investment in unconsolidated subsidiaries	—	(454)	—	—	(454)
Other investing activities, net	—	2,391	8,939	—	11,330
Net cash provided by (used in) investing activities	—	(39,920)	5,356	—	(34,564)
Cash flows from financing activities:					
Financial Services borrowings (repayments)	—	—	127,636	—	127,636
Proceeds from debt issuance	498,087	—	—	—	498,087
Repayments of debt	(237,995)	(1,198)	—	—	(239,193)
Borrowings under revolving credit facility	125,000	—	—	—	125,000
Repayments under revolving credit facility	(125,000)	—	—	—	(125,000)
Stock option exercises	10,535	—	—	—	10,535
Share repurchases	(442,738)	—	—	—	(442,738)
Dividends paid	(115,958)	—	—	—	(115,958)
Intercompany activities, net	90,959	(27,886)	(63,073)	—	—
Net cash provided by (used in) financing activities	(197,110)	(29,084)	64,563	—	(161,631)
Net increase (decrease)	(11,164)	(499,944)	(22,677)	—	(533,785)
Cash, cash equivalents, and restricted cash at beginning of year	11,164	1,158,820	139,236	—	1,309,220
Cash, cash equivalents, and restricted cash at end of year	\$—	\$658,876	\$ 116,559	\$	—\$775,435

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

13. Quarterly results (unaudited)

UNAUDITED QUARTERLY INFORMATION

(000's omitted, except per share data)

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Total (a)
2017					
Homebuilding:					
Revenues	\$1,587,061	\$1,973,571	\$2,083,067	\$2,737,391	\$8,381,090
Cost of revenues (b)	(1,220,906)	(1,637,536)	(1,589,728)	(2,147,431)	(6,595,601)
Income before income taxes (c)	125,762	103,599	250,463	385,508	865,332
Financial Services:					
Revenues	\$41,767	\$47,275	\$46,952	\$56,166	\$192,160
Income before income taxes	13,503	18,948	17,786	23,259	73,496
Consolidated results:					
Revenues	\$1,628,828	\$2,020,846	\$2,130,019	\$2,793,557	\$8,573,250
Income before income taxes	139,265	122,547	268,249	408,767	938,828
Income tax expense	(47,747)	(21,798)	(90,710)	(331,352)	(491,607)
Net income	\$91,518	\$100,749	\$177,539	\$77,415	\$447,221
Net income per share:					
Basic	\$0.29	\$0.32	\$0.59	\$0.26	\$1.45
Diluted	\$0.28	\$0.32	\$0.58	\$0.26	\$1.44
Number of shares used in calculation:					
Basic	317,756	312,315	298,538	292,174	305,089
Effect of dilutive securities	2,329	1,565	1,690	1,318	1,725
Diluted	320,085	313,880	300,228	293,492	306,814

(a) Due to rounding, the sum of quarterly results may not equal the total for the year. Additionally, quarterly and year-to-date computations of per share amounts are made independently.

(b) Cost of revenues includes land inventory impairments of \$31.5 million and \$57.5 million in the 2nd and 4th Quarters, respectively (see [Note 2](#)); net realizable value adjustments on land held for sale of \$81.0 million in the 2nd Quarter (see [Note 2](#)); and a warranty charge of \$12.4 million related to a closed-out community in the 2nd Quarter (see [Note 11](#)).

(c) Homebuilding income before income taxes includes an \$8.0 million impairment of an investment in an unconsolidated entity in the 2nd Quarter (see [Note 2](#)); write-offs of insurance receivables of \$15.0 million, \$5.3 million, and \$9.3 million for the 1st, 3rd, and 4th Quarters, respectively (see [Note 11](#)); and reversals of general liability insurance reserves of \$19.8 million and \$75.3 million in the 2nd and 4th Quarters, respectively (see [Note 11](#)).

PULTEGROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

UNAUDITED QUARTERLY INFORMATION

(000's omitted, except per share data)

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Total (a)
2016					
Homebuilding:					
Revenues	\$1,396,730	\$1,756,832	\$1,894,885	\$2,438,903	\$7,487,350
Cost of revenues	(1,040,056)	(1,314,972)	(1,429,133)	(1,835,928)	(5,620,089)
Income before income taxes (b)	108,433	172,546	191,063	388,724	860,766
Financial Services:					
Revenues	\$35,848	\$43,082	\$48,020	\$54,175	\$181,126
Income before income taxes	9,780	17,034	21,272	24,997	73,084
Consolidated results:					
Revenues	\$1,432,578	\$1,799,914	\$1,942,905	\$2,493,078	\$7,668,476
Income before income taxes	118,213	189,580	212,335	413,721	933,850
Income tax expense	(34,913)	(71,820)	(83,865)	(140,549)	(331,147)
Net income	\$83,300	\$117,760	\$128,470	\$273,172	\$602,703
Net income per share:					
Basic	\$0.24	\$0.34	\$0.37	\$0.83	\$1.76
Diluted	\$0.24	\$0.34	\$0.37	\$0.83	\$1.75
Number of shares used in calculation:					
Basic	347,815	345,240	340,171	325,975	339,747
Effect of dilutive securities	2,662	2,759	2,250	1,834	2,376
Diluted	350,477	347,999	342,421	327,809	342,123

(a) Due to rounding, the sum of quarterly results may not equal the total for the year. Additionally, quarterly and year-to-date computations of per share amounts are made independently.

Homebuilding income before income taxes includes a charge of \$15.0 million in the 3rd Quarter related to the (b) settlement of a disputed land transaction (see [Note 11](#)) and an adjustment to general liability insurance reserves relating to a reserve reversal of \$55.2 million in the 4th Quarter.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of PulteGroup, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of PulteGroup, Inc. (the Company) as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2017 and 2016, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) and our report dated February 7, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1973.

Atlanta, Georgia
February 7, 2018

ITEM CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND
9. FINANCIAL DISCLOSURE

This Item is not applicable.

ITEM 9A. 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 December 31, 2017. 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 December 31, 2017.

Internal Control Over Financial Reporting

(a) Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for the preparation and fair presentation of the consolidated financial statements included in this annual report. The consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles and reflect management's judgments and estimates concerning events and transactions that are accounted for or disclosed.

Management is also responsible for establishing and maintaining effective internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Management recognizes that there are inherent limitations in the effectiveness of any internal control and effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Additionally, because of changes in conditions, the effectiveness of internal control over financial reporting may vary over time.

In order to ensure that the Company's internal control over financial reporting is effective, management regularly assesses such controls and did so most recently for its financial reporting as of December 31, 2017. Management's assessment was based on criteria for effective internal control over financial reporting described in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework). Based on this assessment, management asserts that the Company has maintained effective internal control over financial reporting as of December 31, 2017.

Ernst & Young LLP, the independent registered public accounting firm that audited the Company's consolidated financial statements included in this annual report, has issued its report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2017.

(b) Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of PulteGroup, Inc.

Opinion on Internal Control over Financial Reporting

We have audited PulteGroup, Inc.'s internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control- Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, PulteGroup, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of PulteGroup, Inc. as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2017 of the Company and our report dated February 7, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Atlanta, Georgia
February 7, 2018

(c) Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during the quarter ended December 31, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

This Item is not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information required by this Item with respect to our executive officers is set forth in Item 4A of this Annual Report on Form 10-K. Information required by this Item with respect to members of our Board of Directors and with respect to our audit committee will be contained in the Proxy Statement for the 2018 Annual Meeting of Shareholders (“2018 Proxy Statement”), which will be filed no later than 120 days after December 31, 2017, under the captions “Election of Directors” and “Committees of the Board of Directors - Audit Committee” and in the chart disclosing Audit Committee membership and is incorporated herein by this reference. Information required by this Item with respect to compliance with Section 16(a) of the Securities Exchange Act of 1934 will be contained in the 2018 Proxy Statement under the caption “Beneficial Security Ownership - Section 16(a) Beneficial Ownership Reporting Compliance,” and is incorporated herein by this reference. Information required by this Item with respect to our code of ethics will be contained in the 2018 Proxy Statement under the caption “Corporate Governance - Governance Guidelines; Code of Ethical Business Conduct; Code of Ethics” and is incorporated herein by this reference.

Our code of ethics for principal officers, our code of ethical business conduct, our corporate governance guidelines, and the charters of the Audit, Compensation and Management Development, Nominating and Governance, and Finance and Investment committees of our Board of Directors are also posted on our website and are available in print, free of charge, upon request.

ITEM 11. EXECUTIVE
COMPENSATION

Information required by this Item will be contained in the 2018 Proxy Statement under the captions “2017 Executive Compensation” and “2017 Director Compensation” and is incorporated herein by this reference, provided that the Compensation and Management Development Committee Report shall not be deemed to be “filed” with this Annual Report on Form 10-K.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND
RELATED STOCKHOLDER MATTERS

Information required by this Item will be contained in the 2018 Proxy Statement under the captions “Beneficial Security Ownership” and “Equity Compensation Plan Information” and is incorporated herein by this reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Information required by this Item will be contained in the 2018 Proxy Statement under the captions “Certain Relationships and Related Transactions” and “Board of Directors Information” and is incorporated herein by this reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information required by this Item will be contained in the 2018 Proxy Statement under the captions “Audit and Non-Audit Fees” and “Audit Committee Preapproval Policies” and is incorporated herein by reference.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Annual Report on Form 10-K:

(1) Financial Statements

<u>Consolidated Balance Sheets at December 31, 2017 and 2016</u>	<u>43</u>
<u>Consolidated Statements of Operations for the years ended December 31, 2017, 2016, and 2015</u>	<u>44</u>
<u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2017, 2016, and 2015</u>	<u>45</u>
<u>Consolidated Statements of Shareholders' Equity for the years ended December 31, 2017, 2016, and 2015</u>	<u>46</u>
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2017, 2016, and 2015</u>	<u>47</u>
<u>Notes to Consolidated Financial Statements</u>	<u>48</u>

(2) Financial Statement Schedules

All schedules are omitted because the required information is not present, is not present in amounts sufficient to require submission of the schedule, or because the required information is included in the financial statements or notes thereto.

(3) Exhibits

The following exhibits are filed with this Annual Report on Form 10-K or are incorporated herein by reference:

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) PulteGroup, Inc. 401(k) Plan (Incorporated by reference to Exhibit 4.3 of our Registration Statement on Form S-8, No. 333-115570)*
- (b) PulteGroup, Inc. 2002 Stock Incentive Plan (Incorporated by reference to our Proxy Statement dated April 3, 2002 and as Exhibit 4.3 of our Registration Statement on Form S-8, No. 333-123223)*
- (c) PulteGroup, Inc. 2013 Senior Management Incentive Plan (Incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K, filed with the SEC on May 13, 2013)*
- (d) PulteGroup, Inc. Long-Term Incentive Program (Incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K, filed with the SEC on May 20, 2008)*
- (e) Form of PulteGroup, Inc. Long Term Incentive Award Agreement (Incorporated by reference to Exhibit 10.3 of our Current Report on Form 8-K, filed with the SEC on May 20, 2008)*
- (f) Form of PulteGroup, Inc. 2008-2010 Grant Acceptance Agreement - Company Performance Measures (Incorporated by reference to Exhibit 10.4 of our Current Report on Form 8-K, filed with the SEC on May 20, 2008)*
- (g) Form of PulteGroup, Inc. 2008-2010 Grant Acceptance Agreement - Individual Performance Measures (Incorporated by reference to Exhibit 10.5 of our Current Report on Form 8-K, filed with the SEC on May 20, 2008)*
- (h) PulteGroup, Inc. 2013 Stock Incentive Plan (Incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K, filed with the SEC on May 13, 2013)*
- (i) Amendment Number One to the PulteGroup, Inc. 2013 Stock Incentive Plan dated February 10, 2017 (Incorporated by reference to Exhibit 10 of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2017)*
- (j) PulteGroup, Inc. 2004 Stock Incentive Plan (as Amended and Restated as of July 9, 2009) (Incorporated by reference to Exhibit 10(a) of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2009)*
- (k) Form of Restricted Stock Unit Award Agreement (as Amended) under PulteGroup, Inc. 2013 Stock Incentive Plan (Filed herewith)*
- (l) Form of Restricted Stock Award Agreement (as amended) under PulteGroup, Inc. 2004 Stock Incentive Plan (Incorporated by reference to Exhibit 10(p) of our Annual Report on Form 10-K for the year ended December 31, 2013)*
- (m) Form of Stock Option Agreement under PulteGroup, Inc. 2002 and 2004 Stock Incentive Plans (Incorporated by reference to Exhibit 10(s) of our Annual Report on Form 10-K for the year ended December 31, 2007)*
- (n) Form of Stock Option Agreement (as amended) under PulteGroup, Inc. 2002 and 2004 Stock Incentive Plans (Incorporated by reference to Exhibit 10(t) of our Annual Report on Form 10-K for the year ended

December 31, 2007)*

- (o) Form of Performance Share Award Agreement under PulteGroup, Inc. 2004 Stock Incentive Plan (Incorporated by reference to Exhibit 10(w) of our Annual Report on Form 10-K for the year ended December 31, 2011)*
- (p) PulteGroup, Inc. Long Term Compensation Deferral Plan (As Amended and Restated Effective January 1, 2004) (Incorporated by reference to Exhibit 10(a) of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2006)*
- (q) PulteGroup, Inc. Deferred Compensation Plan For Non-Employee Directors, as amended and restated effective as of January 1, 2017 (Incorporated by reference to Exhibit 10(b) of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2017)*
- (r) Assignment and Assumption Agreement dated as of August 18, 2009 between PulteGroup, Inc. and Centex Corporation (Incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K, filed with the SEC on August 20, 2009)

- (s) Form of Performance Award Agreement under PulteGroup, Inc. 2008 Senior Management Incentive Plan (Incorporated by reference to Exhibit 10(a) of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2012)*
- (t) PulteGroup, Inc. Executive Severance Policy (Incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K, filed with the SEC on February 12, 2013)*
- (u) PulteGroup, Inc. Amended Retirement Policy (Effective November 30, 2017) (Filed herewith)*
- (v) Amended and Restated Credit Agreement dated as of June 30, 2016 among PulteGroup, Inc., as Borrower, Bank of America, N.A., as Administrative Agent, Swing Line Lender and an L/C Issuer, and the other Lenders party thereto (Incorporated by reference to Exhibit 10.1 of PulteGroup, Inc.'s Current Report on Form 8-K, filed with the SEC on July 1, 2016)
- (w) Increase Certificate effective as of October 13, 2017, delivered pursuant to the Amended and Restated Credit Agreement dated as of June 30, 2016 among PulteGroup, Inc., as Borrower, Bank of America, N.A., as Administrative Agent, Swing Line Lender and an L/C Issuer, and the other Lenders party thereto (Incorporated by reference to Exhibit 10(c) of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2017)
- (x) Amended and Restated Master Repurchase Agreement dated September 4, 2015, among Comerica Bank, as Agent, Lead Arranger and a Buyer, the other Buyers party hereto and Pulte Mortgage LLC, as Seller (Incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K, filed with the SEC on September 8, 2015)
- (y) Second Amendment to Amended and Restated Master Repurchase Agreement dated June 24, 2016 (Incorporated by reference to Exhibit 10.1 of PulteGroup, Inc.'s Current Report on Form 8-K, filed with the SEC on June 29, 2016)
- (z) Third Amendment to Amended and Restated Master Repurchase Agreement dated August 15, 2016 (Incorporated by reference to Exhibit 10.1 of PulteGroup, Inc.'s Current Report on Form 8-K, filed with the SEC on August 17, 2016)
- (aa) Fourth Amendment to Amended and Restated Master Repurchase Agreement dated December 27, 2016 (Incorporated by reference to Exhibit 10.1 of PulteGroup, Inc.'s Current Report on Form 8-K, filed with the SEC on December 29, 2016)
- (ab) Fifth Amendment to Amended and Restated Master Repurchase Agreement dated August 14, 2017 (Incorporated by reference to Exhibit 10.1 of PulteGroup, Inc.'s Current Report on Form 8-K, filed with the SEC on August 15, 2017)
- (ac) Letter Agreement, dated July 20, 2016, by and between Elliott Associates, L.P., Elliott International, L.P. and PulteGroup, Inc. (Incorporated by reference to Exhibit 10(d) of PulteGroup, Inc.'s Form 10-Q, filed with the SEC on July 21, 2016)
- (ad) Letter Agreement by and among William J. Pulte (grandson of the founder), William J. Pulte (founder), William J. Pulte Trust dtd 01/26/90, Joan B. Pulte Trust dtd 01/26/90 and PulteGroup, Inc., dated September 8, 2016 (Incorporated by reference to Exhibit 10.1 of PulteGroup, Inc.'s Current Report on Form 8-K, filed with the SEC on September 8, 2016)

- (ae) Transition Agreement by and between PulteGroup, Inc. and Richard J. Dugas, Jr., dated September 8, 2016 (Incorporated by reference to Exhibit 10.2 of PulteGroup, Inc.'s Current Report on Form 8-K, filed with the SEC on September 8, 2016)*
- (12) Ratio of Earnings to Fixed Charges at December 31, 2017 (Filed herewith)
- (21) Subsidiaries of the Registrant (Filed herewith)
- (23) Consent of Independent Registered Public Accounting Firm (Filed herewith)
- (24) Power of Attorney (Filed herewith)
- (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

* Indicates a management contract or compensatory plan or arrangement

ITEM 16. FORM 10-K SUMMARY

None.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

(Registrant)

February 7, 2018 By: /s/ Robert T. O'Shaughnessy
 Robert T. O'Shaughnessy
 Executive Vice President
 and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated:

February 7, 2018

/s/ Ryan R. Marshall Ryan R. Marshall	/s/ Robert T. O'Shaughnessy Robert T. O'Shaughnessy	/s/ James L. Ossowski James L. Ossowski
President and Chief Executive Officer (Principal Executive Officer), and Member of Board of Directors	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	Senior Vice President, Finance (Principal Accounting Officer)
Brian P. Anderson	Member of Board of Directors	}
Bryce Blair	Non-Executive Chairman of Board of Directors	}
Richard W. Dreiling	Member of Board of Directors	}
Thomas J. Folliard	Member of Board of Directors	} /s/ Robert T. O'Shaughnessy
Joshua Gotbaum	Member of Board of Directors	} Robert T. O'Shaughnessy
Cheryl W. Grisé	Member of Board of Directors	} Executive Vice President and
André J. Hawaux	Member of Board of Directors	} Chief Financial Officer
Patrick J. O'Leary	Member of Board of Directors	}
John R. Peshkin	Member of Board of Directors	}
Scott F. Powers	Member of Board of Directors	}
William J. Pulte	Member of Board of Directors	}

