TRI Pointe Homes, Inc. Form SC 13G/A July 10, 2014 SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

TRI Pointe Homes, Inc. (Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

87265H109 (CUSIP Number)

July 10, 2014<sup>1</sup> (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

x Rule	13d-1(b)
" Rule	13d-1(c)
" Rule	13d-1(d)

(Page 1 of 14 Pages)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<sup>\*</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

<sup>&</sup>lt;sup>1</sup> The Reporting Persons are making this filing voluntarily. This date reflects the date that the filing is being made rather than an event which requires the filing of this Statement.

## CUSIP No. 87265H109 13G/A Page 2 of 14 Pages

```
NAMES OF
             REPORTING
             PERSONS
1
             Double Black
             Diamond Offshore
             Ltd.
             CHECK
             THE
             APPROPRIATE
2
             BOX IF A
             MEMBER (b) "
             OF A
             GROUP
             SEC USE ONLY
3
             CITIZENSHIP OR
             PLACE OF
4
             ORGANIZATION
             Cayman Islands
                   SOLE
                   VOTING
             5
                   POWER
                   - 0 -
                   SHARED
                   VOTING
                   POWER
             6
NUMBER OF
                   3,557,598
SHARES
                   shares of
BENEFICIALLY
                   Common Stock
OWNED BY
                   SOLE
EACH
                   DISPOSITIVE
REPORTING
                   POWER
PERSON WITH:
                   - 0 -
                   SHARED
                   DISPOSITIVE
                   POWER
             8
                   3,557,598
                   shares of
                  Common Stock
9
             AGGREGATE
             AMOUNT
             BENEFICIALLY
             OWNED BY EACH
```

REPORTING PERSON

3,557,598 shares of Common Stock CHECK BOX IF THE

AGGREGATE AMOUNT IN ..

ROW (9)
EXCLUDES
CERTAIN

CERTAIN SHARES PERCENT OF

**CLASS** 

REPRESENTED BY AMOUNT IN ROW

(9)

2.2% TYPE OF REPORTING

12 PERSON

11

# CUSIP No. 87265H109 13G/A Page 3 of 14 Pages

1		ES OF PRTING ONS
2	Black Diamond Offshore Ltd. CHECK THE APPROPRIATE BOX IF A	
3	OF A GROU	BER (b) " JP JSE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayma	an Islands SOLE
	5	VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	6	- 0 - SHARED VOTING POWER 206,177 shares of Common Stock SOLE
REPORTING PERSON WITH:	7	DISPOSITIVE POWER
	8	- 0 - SHARED DISPOSITIVE POWER
	J	206,177 shares of Common Stock
9	AMOU BENE OWN	REGATE

## **PERSON**

206,177 shares of Common Stock CHECK BOX

IF THE

AGGREGATE AMOUNT IN ..

10 ROW (9) EXCLUDES **CERTAIN SHARES** 

PERCENT OF

**CLASS** 

REPRESENTED BY

11 AMOUNT IN ROW

(9)

0.1% TYPE OF REPORTING

**12 PERSON** 

# CUSIP No. 87265H109 13G/A Page 4 of 14 Pages

	NAMI REPO PERS	RTING	
1	Relativ Offsho	Black Diamond Relative Value Offshore Ltd. CHECK	
2	THE APPROPRICATE BOX IF A MEMBER (b) " OF A		
3	GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION		
4			
	Cayma	an Islands SOLE	
	5	VOTING POWER	
		- 0 - SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY	6	517,168 shares of Common Stock	
EACH REPORTING PERSON WITH:	7	SOLE DISPOSITIVE POWER	
	0	- 0 - SHARED DISPOSITIVE POWER	
	8	517,168 shares of Common Stock	
9	AMO	REGATE	
		ED BY EACH	

REPORTING PERSON

517,168 shares of Common Stock CHECK BOX IF THE

IF I HE

AGGREGATE AMOUNT IN ..

 $\begin{array}{c}
\text{AMOUNT IN} \\
\text{ROW (9)}
\end{array}$ 

EXCLUDES CERTAIN SHARES PERCENT OF

**CLASS** 

REPRESENTED BY AMOUNT IN ROW

(9)

11

**12** 

0.3% TYPE OF REPORTING PERSON

	NAMI REPO	ES OF RTING
1	PERS	ONS
1		Diamond
		age Offshore
	Ltd.	(T.7
	CHEC	CK.
	THE	
2	BOX I	OPRIANTE
2		BER (b) "
	OF A	BLK (b)
	GROU	JΡ
3		JSE ONLY
		ENSHIP OR
	PLAC	E OF
4	ORGA	ANIZATION
	Cayma	an Islands
	•	SOLE
		VOTING
	5	POWER
		- 0 -
		SHARED
		VOTING
		POWER
NUMBER OF	6	
SHARES		24,327 shares
BENEFICIALLY		of Common
OWNED BY		Stock
EACH		SOLE
REPORTING	7	DISPOSITIVE POWER
PERSON WITH:	7	POWEK
		- 0 -
		SHARED
		DISPOSITIVE
		POWER
	8	24.225.1
		24,327 shares
		of Common
9	۸۵۵۲	Stock REGATE
7	AMO	
	AMO	U1 <b>11</b>

BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,327 shares of Common Stock CHECK BOX IF THE

AGGREGATE

AMOUNT IN ...
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF

**CLASS** 

REPRESENTED BY AMOUNT IN ROW

(9)

10

11

**12** 

.0002% TYPE OF REPORTING PERSON

# CUSIP No. 87265H109 13G/A Page 6 of 14 Pages

```
NAMES OF
             REPORTING
             PERSONS
1
             Black Diamond
             Thematic Offshore
             Ltd.
             CHECK
             THE
             APPROPRIATE
2
             BOX IF A
             MEMBER (b) "
             OF A
             GROUP
             SEC USE ONLY
3
             CITIZENSHIP OR
             PLACE OF
4
             ORGANIZATION
             Cayman Islands
                   SOLE
                   VOTING
             5
                   POWER
                   - 0 -
                   SHARED
                   VOTING
                   POWER
             6
NUMBER OF
                   410,458 shares
SHARES
                   of Common
BENEFICIALLY
                   Stock
OWNED BY
                   SOLE
EACH
                   DISPOSITIVE
REPORTING
                   POWER
PERSON WITH:
                   - 0 -
                   SHARED
                   DISPOSITIVE
                   POWER
             8
                   410,458 shares
                   of Common
                   Stock
9
             AGGREGATE
             AMOUNT
             BENEFICIALLY
             OWNED BY EACH
```

REPORTING PERSON

410,458 shares of Common Stock CHECK BOX IF THE

AGGREGATE

AMOUNT IN ...
ROW (9)
EXCLUDES
CERTAIN
SHARES

10

11

**12** 

PERCENT OF

**CLASS** 

REPRESENTED BY AMOUNT IN ROW

(9)

0.3% TYPE OF REPORTING PERSON

CO

12

# CUSIP No. 87265H109 13G/A Page 7 of 14 Pages

1	NAMES OF REPORTING PERSONS		
2	Carlson Capital, L.P. CHECK THE APPROPRICATE BOX IF A MEMBER (b) " OF A GROUP SEC USE ONLY		
		ENSHIP OR	
4	PLAC ORGA	E OF ANIZATION	
	Delaw	are	
		SOLE	
	_	VOTING	
	5	POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	6	- 0 - SHARED VOTING POWER 4,861,830 shares of Common Stock SOLE	
REPORTING	7	DISPOSITIVE POWER	
PERSON WITH:	8	- 0 - SHARED DISPOSITIVE POWER	
	•	4,861,830	
9	AMO BENE	shares of Common Stock REGATE UNT EFICIALLY	
		ED BY EACH PRTING ON	

4,861,830 shares of Common Stock CHECK BOX

IF THE

**AGGREGATE** AMOUNT IN ..

ROW (9)

10

11

**12** 

**EXCLUDES CERTAIN SHARES** PERCENT OF

**CLASS** 

REPRESENTED BY AMOUNT IN ROW

(9)

3.0% TYPE OF REPORTING **PERSON** 

PN; IA

# CUSIP No. 87265H109 13G/A Page 8 of 14 Pages

1	NAMES OF REPORTING PERSONS  Asgard Investment Corp. CHECK THE		
2	APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP SEC USE ONLY CITIZENSHIP OR		
3			
4	PLAC ORGA	E OF ANIZATION	
	Delaw		
	5	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6	- 0 - SHARED VOTING POWER 4,861,830 shares of Common Stock SOLE DISPOSITIVE POWER	
	8	- 0 - SHARED DISPOSITIVE POWER	
9	AGGF AMO BENE	4,861,830 shares of Common Stock REGATE UNT FICIALLY ED BY EACH	
	REPO	RTING	

## **PERSON**

4,861,830 shares of Common Stock CHECK BOX IF THE

AGGREGATE AMOUNT IN ...

AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

11

PERCENT OF

**CLASS** 

REPRESENTED BY AMOUNT IN ROW

(9)

3.0% TYPE OF REPORTING

12 PERSON

# CUSIP No. 87265H109 13G/A Page 9 of 14 Pages

1	NAMI REPO PERSO	RTING
2 3 4	Asgard Investment Corp. II CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaw	are SOLE
	5	VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6	- 0 - SHARED VOTING POWER 4,861,830 shares of Common Stock SOLE DISPOSITIVE POWER
9	AMOU BENE OWN	FICIALLY ED BY EACH
	<b>REPO</b>	RTING

## **PERSON**

4,861,830 shares of Common Stock CHECK BOX IF THE

AGGREGATE AMOUNT IN ...

ROW (9)
EXCLUDES
CERTAIN
SHARES

PERCENT OF

**CLASS** 

REPRESENTED BY AMOUNT IN ROW

(9)

3.0% TYPE OF REPORTING

12 PERSON

11

# CUSIP No. 87265H109 13G/A Page 10 of 14 Pages

1	NAMI REPO PERSO	RTING
	Clint I	D. Carlson
	THE	·K
		OPRI <b>AT</b> E
2	BOX I	
		BER (b) "
	OF A	TD.
3	GROU	JP JSE ONLY
3		ENSHIP OR
	PLAC	
4	ORGANIZATION	
	United	l States
		SOLE
		VOTING
	5	POWER
		- 0 -
		SHARED
		VOTING
		POWER
	6	TOWER
NUMBER OF	Ü	4,861,830
SHARES		shares of
BENEFICIALLY		Common Stock
OWNED BY		SOLE
EACH		DISPOSITIVE
REPORTING	7	POWER
PERSON WITH:		
		- 0 -
		SHARED
		DISPOSITIVE
		POWER
	8	
		4,861,830
		shares of
_		Common Stock
9		REGATE
	AMOU	
		FICIALLY
		ED BY EACH
		RTING
	PERS	ON

4,861,830 shares of Common Stock CHECK BOX IF THE

**AGGREGATE** AMOUNT IN ..

ROW (9)

10

**EXCLUDES CERTAIN SHARES** 

PERCENT OF

**CLASS** 

REPRESENTED BY

11 AMOUNT IN ROW

(9)

3.0% TYPE OF REPORTING

**12 PERSON** 

IN

#### CUSIP No. 87265H109 13G/APage 11 of 14 Pages

This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on Schedule 13G, filed with the Securities and Exchange Commission on July 10, 2014 (the "Original Schedule 13G" and together with this Amendment No. 1, the "Schedule 13G") with respect to the common stock, par value \$0.01 per share (the "Common Stock"), of TRI Pointe Homes, Inc. (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13G. This Amendment No. 1 amends Items 4 and 5 as set forth below. This Amendment No. 1 constitutes an "exit filing" with respect to the Schedule 13G for the Reporting Persons.

# Item 4. OWNERSHIP.

- A. Double Offshore:
- (a) Amount beneficially owned: 3,577,598 shares of Common Stock
- (b) Percent of class: 2.2%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 3,577,598 shares of Common Stock
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 3,577,598 shares of Common Stock B. Offshore:
- (a) Amount beneficially owned: 206,177 shares of Common Stock
- (b) Percent of class: 0.1%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 206,177 shares of Common Stock
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 206,177 shares of Common Stock
- C. Relative Value Offshore:
- (a) Amount beneficially owned: 517,168 shares of Common Stock
- (b) Percent of class: 0.3%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 517,168 shares of Common Stock

- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 517,168 shares of Common Stock
- D. Arbitrage:
- (a) Amount beneficially owned: 24,327 shares of Common Stock
- (b) Percent of class: .0002%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 24,327 shares of Common Stock
  - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 24,327 shares of Common Stock
- E. Thematic:
- (a) Amount beneficially owned: 410,458 shares of Common Stock
- (b) Percent of class: 0.3%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 410,458 shares of Common Stock
  - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 410,458 shares of Common Stock

#### CUSIP No. 87265H109 13G/APage 12 of 14 Pages

- F. Carlson Capital:
- (a) Amount beneficially owned: 4,861,830 shares of Common Stock
- (b) Percent of class: 3.0%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 4,861,830 shares of Common Stock
  - (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 4,861,830 shares of Common Stock G. Asgard II:
- (a) Amount beneficially owned: 4,861,830 shares of Common Stock
- (b) Percent of class: 3.0%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 4,861,830 shares of Common Stock
  - (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 4,861,830 shares of Common Stock H. Asgard:
- (a) Amount beneficially owned: 4,861,830 shares of Common Stock
- (b) Percent of class: 3.0%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 4,861,830 shares of Common Stock
  - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 4,861,830 shares of Common Stock
- I. Mr. Carlson:
- (a) Amount beneficially owned: 4,861,830 shares of Common Stock
- (b) Percent of class: 3.0%
- (c) (i) Sole power to vote or direct the vote: -0-

- (ii) Shared power to vote or direct the vote: 4,861,830 shares of Common Stock
- (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 4,861,830 shares of Common Stock

The percentages used herein are based upon 161,332,533 shares of Common Stock outstanding, which number includes (i) 31,632,533 shares of Common Stock outstanding as of May 15, 2014, as reported in the Issuer's Prospectus filed pursuant to Rule 424(b)(3) with the Securities and Exchange Commission ("SEC") on May 22, 2014, plus (ii) 129,700,000 shares of Common Stock issued on July 7, 2014, as reported in the Issuer's Current Report on Form 8-K filed with the SEC on July 7, 2014. As of July 10, 2014, the Reporting Persons beneficially own 4,861,830 shares of Common Stock in the aggregate, representing approximately 3.0% of the outstanding Common Stock.

# Item OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting persons has ceased to be the beneficial owner of more than 5% of the class of securities, check the following [X].

CUSIP No. 87265H109 13G/A Page 13 of 14 Pages

#### **SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: July 10, 2014

#### DOUBLE BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson Name: Clint D. Carlson

Title: President

#### BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson Name: Clint D. Carlson

Title: President

#### BLACK DIAMOND RELATIVE VALUE OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson Name: Clint D. Carlson

Title: President

#### BLACK DIAMOND ARBITRAGE OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson Name: Clint D. Carlson

Title: President

## CUSIP No. 87265H109 13G/A Page 14 of 14 Pages

#### BLACK DIAMOND THEMATIC OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson Name: Clint D. Carlson

Title: President

#### CARLSON CAPITAL, L.P.

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson Name: Clint D. Carlson

Title: President

#### ASGARD INVESTMENT CORP.

/s/ Clint D. Carlson Name: Clint D. Carlson

Title: President

#### ASGARD INVESTMENT CORP. II

/s/ Clint D. Carlson
Name: Clint D. Carlson

Title: President

By: /s/ Clint D. Carlson

Name: Clint D. Carlson