

Forestar Group Inc.  
Form 8-A12B/A  
April 14, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A/A**

(Amendment No. 1)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**FORESTAR GROUP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)  
**6300 Bee Cave Road, Building 2, Suite 500**  
**Austin, Texas**  
(Address of principal executive offices)

**26-1336998**  
(I.R.S. Employer  
Identification No.)

**78746**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
Preferred Stock Purchase Rights	New York Stock Exchange

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  O

Securities Act registration statement file number to which this form relates: **Not applicable**

Securities to be registered pursuant to Section 12(g) of the Act:

**None**  
(Title of class)

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**Item 1. Description of Registrant's Securities to be Registered.**

Reference is hereby made to (i) the Registration Statement on Form 8-A filed by Forestar Group Inc. (the "Company"), with the Securities and Exchange Commission (the "SEC") on January 5, 2017 (the "Original Registration Statement"), relating to the Tax Benefits Preservation Plan (the "Plan"), dated January 5, 2017, by and between the Company and Computershare Trust Company, N.A., as rights agent (the "Rights Agent"). The Original Registration Statement is hereby incorporated by reference.

On April 13, 2017, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with Terra Firma Merger Parent, L.P., a Delaware limited partnership ("Parent"), and Terra Firma Merger Sub, L.P., a Delaware limited partnership and a wholly owned subsidiary of Parent ("Merger Sub"). Parent and Merger Sub are affiliates of Starwood Capital Group ("Starwood"). Pursuant to the terms and subject to the conditions set forth in the Merger Agreement, the Company will merge with and into Merger Sub (the "Merger"), with Merger Sub surviving the Merger as a wholly-owned subsidiary of Parent.

At the effective time of the Merger, each share of the Company's common stock, par value \$1.00 per share ("Company Common Stock"), issued and outstanding immediately prior to the effective time (other than shares owned by (i) the Company as treasury stock or by the Company or Parent or any direct or indirect wholly-owned subsidiary of either (which will be cancelled without any conversion), or (ii) stockholders who have properly exercised and perfected appraisal rights under Delaware law) will be converted into the right to receive \$14.25 per share in cash, without interest (the "Per Share Merger Consideration").

In connection with the Merger Agreement and the transactions contemplated thereby, the Company and the Rights Agent have entered into Amendment No. 1 to Tax Benefits Preservation Plan, dated as of April 13, 2017 (the "Plan Amendment"), with respect to the Plan to provide that (i) none of Parent, Merger Sub or any of their Affiliates or Associates (as such terms are defined in the Plan), individually or collectively, shall be an Acquiring Person (as defined in the Plan) under the Plan solely by reason of the public announcement or disclosure, approval, adoption, execution or delivery of the Merger Agreement, the consummation of the Merger or the consummation of any of the other transactions contemplated by the Merger Agreement (each an Exempt Event), (ii) neither a Stock Acquisition Date nor a Distribution Date (each term as defined in the Plan) shall occur solely as a result of an Exempt Event, (iii) none of Parent, Merger Sub, or any of their Affiliates or Associates, individually or collectively, shall be deemed the Beneficial Owner of or shall be deemed to have beneficial ownership of or to beneficially own (as such terms are defined in the Plan) any shares of the Company Common Stock solely as a result of an Exempt Event, (iv) an Exempt Event shall not be, be deemed to be, or result in a Section 11(a)(ii) Event or a Section 13 Event (as such terms are defined in the Plan), and (v) the definition of Expiration Date has been amended to mean the earliest of (1) the Final Expiration Date (as defined in the Plan), (2) the time at which the Rights (as defined in the Plan) are redeemed or exchanged as provided in Section 23 and Section 24 of the Plan, (3) the time at which the Board determines that the Plan is no longer necessary or desirable for the preservation of Tax Benefits (as defined in the Plan), (4) the close of business on the first day of a taxable year of the Company to which the Board

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determines that no Tax Benefits, once realized, as applicable, may be carried forward, and (5) immediately prior to the effective time of the Merger (but only if the Merger does occur).

The foregoing description of the Amendment and the Plan, including the description in the Original Registration Statement, is only a summary, and does not purport to be complete, and is qualified in its entirety by reference to the Plan and the Amendment, which have been filed as exhibits hereto and are incorporated by reference herein.

### Item 2. Exhibits.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on December 11, 2007).
3.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed with the Commission on December 11, 2007).
3.3	First Amendment to Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on February 19, 2008).
3.4	Second Amendment to Amended and Restated Bylaws (incorporated by reference to Exhibit 3.5 of the Company's Annual Report on Form 10-K filed with the Commission on March 5, 2009).
3.5	Third Amendment to Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed with the Commission on November 24, 2008).
3.6	Certificate of Ownership and Merger, dated November 21, 2008 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on November 24, 2008).
3.7	Fourth Amendment to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on November 26, 2012).
3.8	Fifth Amendment to Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on September 28, 2015).
3.9	Certificate of Amendment to Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q filed with the Commission on November 6, 2015).
3.10	Certificate of Elimination (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on March 13, 2015).

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- 3.11 Certificate of Designations, Preferences and Rights of Series B Junior Participating Preferred Stock of Forestar Group Inc. (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on January 5, 2017).
- 3.12 Sixth Amendment to Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Commission on April 13, 2017).
- 4.1 Specimen Certificate for shares of common stock, par value \$1.00 per share (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed with the Commission on January 5, 2017).
- 4.2 Tax Benefits Preservation Plan, dated as of January 5, 2017, between Forestar Group Inc. and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed with the Commission on January 5, 2017).
- 4.3 Amendment No. 1 to Tax Benefits Preservation Plan, dated as of April 13, 2017, by and between Forestar Group Inc. and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed with the Commission on April 13, 2017).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: April 13, 2017

FORESTAR GROUP INC.

By:

/s/ Charles D. Jehl

Name: Charles D. Jehl

Title: Chief Financial Officer

**EXHIBIT INDEX**

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