

Forestar Group Inc.  
Form 8-A12B/A  
October 05, 2017

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

Washington, D.C. 20549

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**FORM 8-A/A**

(Amendment No. 3)

**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)

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

**6300 Bee Cave Road, Building 2, Suite 500**  
**Austin, Texas**  
(Address of principal executive offices)

**78746**  
(Zip Code)

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

**Title of each class  
to be so registered**

**Name of each exchange on  
which each class is to be registered**

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 (as amended, the "Plan"), dated January 5, 2017, by and between the Company and Computershare Trust Company, N.A., as rights agent (the "Rights Agent"), (ii) Amendment No. 1 to the Original Registration Statement filed by the Company with the SEC on April 14, 2017 ("Amendment No. 1") relating to the Plan and (iii) Amendment No. 2 to the Original Registration Statement filed by the Company with the SEC on June 29, 2017 ("Amendment No. 2"). The Original Registration Statement, Amendment No. 1 and Amendment No. 2 are hereby incorporated by reference.

On June 29, 2017, the Company entered into an Agreement and Plan of Merger (the "Horton Merger Agreement") with D.R. Horton, Inc., a Delaware corporation ("D.R. Horton"), and Force Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of D.R. Horton ("Merger Sub"). Pursuant to the terms and subject to the conditions set forth in the Horton Merger Agreement, Merger Sub will merge with and into the Company (the "Merger"), with the Company surviving the Merger (the "Surviving Company").

Pursuant to the terms of the Plan, the "Expiration Date" of the Plan shall occur, among other events, immediately prior to the effective time of the Merger (but only if the Merger does occur). The effective time of the Merger occurred on October 5, 2017 at 9:56 a.m. Eastern time. As such, as of immediately prior to 9:56 a.m. Eastern time on October 5, 2017, the Series B Junior Participating Preferred Stock purchase rights (the "Rights") expired and were no longer outstanding and the Plan has terminated and is of no further force and effect.

**Item 2. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
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).

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- 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).
- 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).
- 3.13 Certificate of Elimination of Series B Junior Participating Preferred Stock of Forestar Group Inc.
- 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).

- 4.4 Amendment No. 2 to Tax Benefits Preservation Plan, dated as of June 29, 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 June 29, 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: October 5, 2017

FORESTAR GROUP INC.

By:

/s/ Charles D. Jehl  
Name: Charles D. Jehl  
Title: Chief Financial Officer