

BROOKFIELD HOMES CORP  
Form 8-K  
March 25, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
March 24, 2009**

(Date of Report date of earliest event reported)  
**BROOKFIELD HOMES CORPORATION**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**001-31524**  
(Commission File Number)

**37-1446709**  
(I.R.S. Employer  
Identification No.)

**8500 Executive Park Avenue  
Suite 300  
Fairfax, Virginia**  
(Address of Principal Executive  
Offices)

**22031**  
(Zip Code)

**(703) 270-1700**  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 24, 2009, Brookfield Homes Corporation (the Company ) filed with the Secretary of State of the State of Delaware a Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Company with respect to the increase in the total number of shares of common stock that the Company is authorized to issue from 65,000,000 shares to 200,000,000 shares (the Amendment ). The Amendment was approved by our stockholders on March 24, 2009. The additional common stock authorized by the Amendment have rights identical to the currently outstanding common stock.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

3.1 Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Brookfield Homes Corporation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 25, 2009

**BROOKFIELD HOMES  
CORPORATION**

By: /s/ CRAIG J. LAURIE  
Craig L. Laurie  
Chief Financial Officer

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**EXHIBIT INDEX**

Exhibit Number	Exhibit
3.1	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Brookfield Homes Corporation.