
Section 1: 8-K (FORM 8-K)

**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**

Date of Report (Date of earliest event reported): May 9, 2019

CENTURY COMMUNITIES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-36491
(Commission File Number)

68-0521411
(I.R.S. Employer Identification Number)

**8390 East Crescent Parkway, Suite 650
Greenwood Village, Colorado**
(Address of principal executive offices)

80111
(Zip Code)

Registrant's telephone number, including area code: (303) 770-8300

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933, as amended, or Rule 12b-2 of the Securities Exchange Act of 1934, as amended.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	CCS	New York Stock Exchange

Item 8.01. Other Events.***Press Release Announcing Launch of New Issuance of Senior Notes Due 2027***

On May 9, 2019, Century Communities, Inc. (the “Company”) issued a press release announcing the launch of its offering (the “Offering”), subject to market and other conditions, of \$400 million in aggregate principal amount of new Senior Notes due 2027 (the “Senior Notes”). The Offering will be unregistered and is being conducted pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”).

The Company intends to use the net proceeds from the Offering to finance the Company’s cash tender offer (the “Tender Offer”) for any and all of the \$385 million aggregate principal amount of the Company’s 6.875% Senior Notes due 2022 (the “2022 Notes”) outstanding. To the extent that less than all of the \$385 million aggregate principal amount of the 2022 Notes are tendered in the Tender Offer, the Company intends to redeem all of the remaining outstanding 2022 Notes using a portion of the net proceeds from the Offering. Following the Tender Offer and any redemption thereafter, the Company intends to use the remaining net proceeds from the Offering, if any, for general corporate purposes.

The Senior Notes will be offered and sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and outside the United States to non-U.S. persons in compliance with Regulation S under the Securities Act. The Senior Notes have not been registered under the Securities Act or the securities laws of any jurisdiction. Unless they are registered, the Senior Notes may be offered only in transactions that are exempt from registration under the Securities Act and the applicable securities laws of any jurisdiction.

This Current Report on Form 8-K does not constitute an offer to sell or a solicitation of an offer to purchase the Senior Notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Press Release Announcing a Cash Tender Offer for Any and All of 6.875% Senior Notes Due 2022

On May 9, 2019, the Company issued a press release announcing the commencement of the Tender Offer to purchase any and all of the 2022 Notes, pursuant to an Offer to Purchase, dated May 9, 2019, and related Notice of Guaranteed Delivery. Upon the terms and subject to the conditions described in the Offer to Purchase and the Notice of Guaranteed Delivery, the Company is offering to purchase for cash any and all of the 2022 Notes. Tenders of the 2022 Notes may be withdrawn at any time at or prior to 5:00 p.m., New York City time, on May 22, 2019, unless extended or earlier terminated, but may not be withdrawn thereafter. The Tender Offer for any and all of the 2022 Notes will expire at 5:00 p.m., New York City time, on May 22, 2019, unless extended or earlier terminated (such date and time, as it may be extended or earlier terminated, the “Expiration Date”). The consideration for each \$1,000 principal amount of 2022 Notes validly tendered, not validly withdrawn and accepted for purchase will be \$1,018.90. In addition, all holders of 2022 Notes accepted for purchase in the Tender Offer will also receive accrued and unpaid interest on such purchased 2022 Notes from the last interest payment date up to, but not including, the settlement date.

The Company anticipates that it will accept for purchase and pay for 2022 Notes validly tendered and not validly withdrawn pursuant to the Tender Offer at or prior to the Expiration Date, one business day following the Expiration Date, which first business day is expected to occur on or about May 23, 2019, or (ii) to the extent that such 2022 Notes are not delivered at or prior to the Expiration Date but are delivered pursuant to the guaranteed delivery provisions set forth in the Offer to Purchase, three business days following the Expiration Date, which third business day is expected to occur on or about May 28, 2019.

The Company has retained J.P. Morgan Securities LLC to serve as the dealer manager, directly and through its respective affiliates, for the Tender Offer. The Company has retained D.F. King & Co., Inc. to act as the tender agent and information agent in respect of the Tender Offer.

This Current Report on Form 8-K does not constitute an offer to buy or a solicitation of an offer to sell any securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

A copy of the press release is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Forward-Looking Statements

This Current Report on Form 8-K, including the Exhibits hereto, contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, and, as such, may involve known and unknown risks, uncertainties and assumptions. These forward-looking statements relate to the Company's current expectations and are subject to the limitations and qualifications set forth in the Company's other documents filed with the U.S. Securities and Exchange Commission. Actual events and/or results may differ materially from those projected in such forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release, dated May 9, 2019, announcing launch of new issuance of Senior Notes due 2027.
99.2	Press release, dated May 9, 2019, announcing a cash tender offer for any and all of 6.875% Senior Notes due 2022.

SIGNATURES

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

Date: May 9, 2019

CENTURY COMMUNITIES, INC.

By: /s/ David Messenger

Name: David Messenger

Title: Chief Financial Officer

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



Century Communities Announces Launch of its New Issuance of Senior Notes due 2027

GREENWOOD VILLAGE, Colorado (May 9, 2019) – Century Communities, Inc. (NYSE: CCS), a leading national homebuilder, today announced that it has launched an offering of \$400 million in aggregate principal amount of new Senior Notes due 2027 (the “Notes”).

The net proceeds from the offering are expected to be used to finance the Company’s cash tender offer (the “Tender Offer”) for any and all of the \$385.0 million aggregate principal amount of the Company’s 6.875% Senior Notes due 2022 (the “2022 Notes”) outstanding. To the extent that less than all of the \$385.0 million aggregate principal amount of the 2022 Notes are tendered in the Tender Offer, the Company intends to redeem all of the remaining outstanding 2022 Notes using a portion of the net proceeds from the offering of the Notes. Following the Tender Offer and any redemption thereafter, the Company intends to use the remaining net proceeds from the offering, if any, for general corporate purposes.

Consummation of the offering of the Notes and the Tender Offer are subject to market and other conditions, and there can be no assurance that Century Communities will be able to successfully complete these transactions on the terms described above, or at all.

This press release does not constitute an offer to sell or buy, or the solicitation of an offer to buy or sell any security, and shall not constitute an offer, solicitation, sale or purchase of any securities in any jurisdiction in which such offering, solicitation, sale or purchase would be unlawful.

The Notes mentioned herein have not been and will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), any state securities laws or the laws of any other jurisdiction, and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. The Notes mentioned herein may be offered and sold in the United States only to persons reasonably believed to be qualified institutional buyers in accordance with Rule 144A under the Securities Act, and outside the United States in reliance on Regulation S under the Securities Act.

The Tender Offer mentioned herein will be conducted in accordance with a separate Offer to Purchase relating thereto.

About Century Communities

Century Communities, Inc. (NYSE: CCS) is a top 10 national home builder. Century Communities is engaged in all aspects of homebuilding, including the acquisition, entitlement and development of land, along with the construction, innovative marketing and sale of quality homes designed to appeal to a wide range of homebuyers. The Colorado-based Company sells its Century Communities and Wade Jurney Homes in 15 states across the West, Mountain, Texas and Southeast U.S. regions and offers title, insurance, and lending services in select markets through its Parkway Title, IHL Insurance Agency, and Inspire Home Loan subsidiaries. To learn more about Century Communities, please visit www.centurycommunities.com.

Forward-Looking Statements

Certain statements in this announcement are forward-looking statements based on current expectations. By their nature, forward-looking statements require us to make assumptions and are subject to important known and unknown risks and uncertainties, which may cause our actual results in future periods to differ materially from those set forth in the forward-looking statements.

Contact Information:

Investor Relations:
303-268-8398
InvestorRelations@CenturyCommunities.com

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Section 3: EX-99.2 (EX-99.2)

Exhibit 99.2



Century Communities Announces a Cash Tender Offer for Any and All of its 6.875% Senior Notes due 2022

May 9, 2019 - Greenwood Village, Colorado

Century Communities, Inc. (the "Company") today announced the commencement of a cash tender offer (the "Tender Offer") to purchase any and all of the Company's 6.875% Senior Notes due 2022 (CUSIP No. 156504 AD4 / U15662 AC0 (144A) / ISIN No. US156504AD48 / USU15662AC06 (Reg. S)) (the "2022 Notes"). The Tender Offer is being made pursuant to an Offer to Purchase, dated May 9, 2019, and the related Notice of Guaranteed Delivery.

Upon the terms and subject to the conditions described in the Offer to Purchase and the Notice of Guaranteed Delivery, the Company is offering to purchase for cash any and all of the 2022 Notes. Tenders of the 2022 Notes may be withdrawn at any time at or prior to 5:00 p.m., New York City time, on May 22, 2019, unless extended or earlier terminated (such date and time, as it may be extended or earlier terminated, the "Withdrawal Deadline"), but may not be withdrawn thereafter. The Tender Offer for any and all of the 2022 Notes will expire at 5:00 p.m., New York City time, on May 22, 2019, unless extended or earlier terminated (such date and time, as it may be extended or earlier terminated, the "Expiration Date").

The consideration for each US\$1,000 principal amount of 2022 Notes validly tendered, not validly withdrawn and accepted for purchase will be as set forth in the table below under "Tender Offer Consideration." In addition, all holders of 2022 Notes accepted for purchase in the Tender Offer will also receive accrued and unpaid interest on such purchased 2022 Notes from the last interest payment date up to, but not including, the settlement date.

Title of Note	CUSIP No. / ISIN (144A)	CUSIP No. / ISIN (Reg S)	Principal Amount Outstanding	Tender Offer Consideration ⁽¹⁾
6.875% Senior Notes due 2022	156504 AD4 / US156504AD48	U15662 AC0 / USU15662AC06	\$385,000,000.00	\$ 1,018.90

(1) Per \$1,000 principal amount of Notes accepted for purchase. This number excludes accrued and unpaid interest which will be paid as described in the Offer to Purchase.

The Tender Offer is not conditioned on any minimum amount of the 2022 Notes being tendered. However, the Company's obligation to accept for purchase and to pay for the 2022 Notes validly tendered pursuant to the Tender Offer is subject to the satisfaction or waiver of a number of conditions, including the Company's completion, at or prior to the Expiration Date, of a financing transaction on terms satisfactory to the Company. Following consummation of the Tender Offer, the 2022 Notes that are purchased pursuant to the Tender Offer will be retired and cancelled and no longer remain outstanding obligations. To the extent that less than \$385 million aggregate principal amount of the 2022 Notes are tendered in the Tender Offer, we intend to redeem all of the remaining outstanding 2022 Notes. The Company reserves the right, subject to applicable law, to (i) waive any and all conditions to the Tender Offer, (ii) extend or terminate the Tender Offer, or (iii) otherwise amend the Tender Offer in any respect.

The Company anticipates that it will accept for purchase and pay for 2022 Notes validly tendered and not validly withdrawn pursuant to the Tender Offer at or prior to the Expiration Date, one business day following the Expiration Date, which first business day is expected to occur on or about May 23, 2019, or (ii) to the extent that such 2022 Notes are not delivered at or prior to the Expiration Date but are delivered pursuant to the guaranteed delivery provisions set forth in the Offer to Purchase, three business days following the Expiration Date, which third business day is expected to occur on or about May 28, 2019.

None of the Company, its subsidiaries or its affiliates, its or their respective boards of directors, officers or employees, the dealer manager, tender agent and information agent or the trustee for the 2022 Notes makes any recommendation that holders tender or refrain from tendering all or any portion of the principal amount of their 2022 Notes, and no one has been authorized by the Company or any of them to make such a recommendation. Holders must make their own decision as to whether to tender their 2022 Notes, and, if so, the principal amount of 2022 Notes to tender.

All of the 2022 Notes are held in book-entry form through the facilities of The Depository Trust Company (“DTC”). If you hold 2022 Notes through a broker, dealer, bank, trust company or other intermediary or nominee, you must contact such broker, dealer, bank, trust company or other intermediary or nominee if you wish to tender 2022 Notes pursuant to the Tender Offer. You should check with such broker, dealer, bank, trust company or other intermediary or nominee to determine whether they will charge you a fee for tendering 2022 Notes on your behalf. You should also confirm with the broker, dealer, bank, trust company or other intermediary or nominee any deadlines by which you must provide your tender instructions, because the relevant deadline set by such nominee will be earlier than the deadlines set forth herein.

The Company has retained J.P. Morgan Securities LLC to serve as the dealer manager for the Tender Offer. The Company has retained D.F. King & Co., Inc. to act as the tender agent and information agent in respect of the Tender Offer.

For additional information regarding the terms of the Tender Offer, please contact J.P. Morgan Securities LLC at (212) 834-3260 or toll free at (866) 834-4666. Copies of the Offer to Purchase and the Notice of Guaranteed Delivery are available at www.dfking.com/ccs, or may be obtained by contacting D.F. King & Co., Inc. at its offices at 48 Wall Street, New York, New York 10005, by telephone at (212) 269-5550 for banks and brokers or at (800) 967-7510 for all others or by email at ccs@dfking.com.

This press release does not constitute an offer to buy or the solicitation of an offer to sell any securities in any jurisdiction or in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made by the dealer manager or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

Forward-Looking Statements

Certain statements in this announcement are forward-looking statements based on current expectations. By their nature, forward-looking statements require us to make assumptions and are subject to important known and unknown risks and uncertainties, which may cause our actual results in future periods to differ materially from those set forth in the forward-looking statements. For additional information regarding these risks and uncertainties, and the assumptions underlying the forward-looking statements, please refer to the Offer to Purchase.

For Information:

Investor Relations

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