

MDC HOLDINGS INC  
Form 8-K  
September 24, 2012

**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): September 21, 2012**

**M.D.C. Holdings, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-8951**  
**(Commission**  
  
**file number)**

**84-0622967**  
**(I.R.S. employer**  
  
**identification no.)**

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4350 South Monaco Street, Suite 500, Denver, Colorado 80237

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (303) 773-1100

Not Applicable

(Former name or former address, if changed since last report)

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))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Effective September 21, 2012, HomeAmerican Mortgage Corporation ( HomeAmerican ), a wholly-owned subsidiary of M.D.C. Holdings, Inc., entered into a Sixth Amendment (the Sixth Amendment ) to HomeAmerican s Master Repurchase Agreement dated as of November 12, 2008, as amended (the Repurchase Agreement ), with U.S. Bank National Association. Among other things, the Sixth Amendment: (i) extends the termination date of the Repurchase Agreement to September 20, 2013; (ii) lowers the LIBOR floor from 3.75% to 3.25%; (iii) eliminates the HUD Compare Ratio negative covenant; and (iv) provides for a reduction in Buyers Margin Percentage in the event HomeAmerican s HUD Compare Ratio increases above certain levels.

The Sixth Amendment is filed herewith and is incorporated by reference.

ITEM 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT

The disclosure contained in Item 1.01 is incorporated by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| Exhibit 10.1          | Sixth Amendment to Master Repurchase Agreement between HomeAmerican Mortgage Corporation, as Seller, and U.S. Bank National Association, as Agent and Buyer, dated as of September 21, 2012. |

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 thereunto duly authorized.

Dated: September 24, 2012

M.D.C. HOLDINGS, INC.

By: /s/ Joseph H. Fretz  
Joseph H. Fretz  
Secretary and Corporate Counsel

INDEX TO EXHIBITS

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