

PULTEGROUP INC/MI/
Form SC 13D/A
April 04, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED

PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 15)*

PulteGroup, Inc.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

745867101

(CUSIP Number)

William J. Pulte

6515 Thomas Jefferson Court

Naples, Florida 34108

(248) 647-2750

Copy to:

**Joel L. Rubinstein, Esq.
Winston & Strawn LLP**

200 Park Avenue

New York, New York 10166-4193

(212) 294-6700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 4, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 745867101

1 NAMES OF
REPORTING PERSONS

William J. Pulte
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP
(see instructions)

2 (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
(see instructions)

5 N/A
CHECK IF
DISCLOSURE OF
LEGAL PROCEEDINGS
IS REQUIRED

PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

United States of America

7 SOLE
VOTING
POWER

8 NUMBER OF
SHARES
BENEFICIALLY

30,740,239
SHARED
VOTING
POWER

9 OWNED BY
EACH

0
SOLE
DISPOSITIVE
POWER

10 REPORTING
PERSON WITH

12,760,639
SHARED
DISPOSITIVE
POWER

11 17,979,600
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

12 30,740,239
CHECK IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES (see
instructions) x
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

14 8.87%*
TYPE OF REPORTING
PERSON (see
instructions)

IN

*The calculation of such percentage is based on 346,383,194 Common Shares issued and outstanding on March 10, 2016, as disclosed by PHM in its Proxy Statement on Schedule 14A, filed with the U.S. Securities and Exchange

Commission on April 4, 2016.

The Amendment No. 15 to Schedule 13D (this "Amendment No. 15") amends and restates, where indicated, Amendment No. 14 to the statement on Schedule 13D relating to the Common Shares of PHM filed by the Reporting Person with the U.S. Securities and Exchange Commission on September 24, 2015 (the "Prior Schedule"). Capitalized terms used in this Amendment No. 15 but not otherwise defined herein have the meanings given to them in the Prior Schedule.

Except as otherwise set forth herein, this Amendment No. 15 does not modify any of the information previously reported by the Reporting Person on the Prior Schedule.

Item 4. Purpose of Transaction.

Item 4 is amended and supplemented by the addition of the following:

The Reporting Person has, from time to time, engaged in discussions with Richard J. Dugas, Jr., PHM's Chairman and Chief Executive Officer, members of the board of directors of PHM (the "Board") and PHM's management with respect to a change in PHM's Chief Executive Officer and certain business strategy matters.

On April 4, 2016, the Reporting Person delivered a letter to the Board (the "letter") reiterating the Reporting Person's extreme disappointment in the leadership of Mr. Dugas, the lack of performance of PHM under his watch and the Board's response thereto. A copy of the letter is filed herewith as Exhibit 99.1 and is incorporated by reference into this Item 4.

On April 4, 2016, the Reporting Person also issued a press release (the "press release") announcing the delivery of the letter to the Board. A copy of the press release is filed herewith as Exhibit 99.2 and is incorporated by reference into this Item 4.

Item 7. Material to Be Filed as Exhibits.

Item 7 is amended and supplemented by the addition of the following:

Exhibit No. Description

- 99.1 Letter from the Reporting Person to the board of directors of PulteGroup, Inc., dated April 4, 2016.
- 99.2 Press Release issued on April 4, 2016 by the Reporting Person.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 4, 2016

WILLIAM J. PULTE

/s/ William J. Pulte