

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **June 30, 2015**

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____.

Commission file number **001-36126**

LGI HOMES, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

46-3088013

(I.R.S. Employer Identification No.)

1450 Lake Robbins Drive, Suite 430, The Woodlands, Texas

(Address of principal executive offices)

77380

(Zip code)

(281) 362-8998

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of August 3, 2015, there were 19,908,482 shares of the registrant's common stock, par value \$.01 per share, outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

LGI HOMES, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	June 30, 2015	December 31, 2014
	(Unaudited)	
ASSETS		
Cash and cash equivalents	\$ 49,747	\$ 31,370
Accounts receivable	14,773	7,365
Real estate inventory	407,072	367,908
Pre-acquisition costs and deposits	7,936	9,878
Property and equipment, net	2,076	1,610
Other assets	9,187	7,515
Goodwill and intangible assets, net	12,358	12,481
Total assets	\$ 503,149	\$ 438,127
LIABILITIES AND EQUITY		
Accounts payable	\$ 24,685	\$ 15,479
Accrued expenses and other liabilities	31,491	21,365
Deferred tax liabilities, net	1,980	2,685
Notes payable	239,931	216,099
Total liabilities	298,087	255,628
COMMITMENTS AND CONTINGENCIES		
EQUITY		
Common stock, par value \$0.01, 250,000,000 shares authorized, 20,908,482 shares issued and 19,908,482 shares outstanding as of June 30, 2015 and 20,849,044 shares issued and 19,849,044 shares outstanding as of December 31, 2014	209	208
Additional paid-in capital	164,403	163,520
Retained earnings	57,000	35,321
Treasury stock, at cost, 1,000,000 shares	(16,550)	(16,550)
Total equity	205,062	182,499
Total liabilities and equity	\$ 503,149	\$ 438,127

See accompanying notes to the consolidated financial statements.

LGI HOMES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Revenues	\$ 158,826	\$ 106,412	\$ 279,516	\$ 182,332
Cost of sales	116,253	78,016	205,481	134,405
Selling expenses	13,393	9,186	24,975	16,549
General and administrative	7,943	5,337	16,148	10,442
Operating income	21,237	13,873	32,912	20,936
Other income, net	9	31	55	35
Net income before income taxes	21,246	13,904	32,967	20,971
Income tax provision	(7,269)	(4,867)	(11,288)	(7,340)
Net income	\$ 13,977	\$ 9,037	\$ 21,679	\$ 13,631
Basic and diluted earnings per share data:				
Basic	\$ 0.70	\$ 0.44	\$ 1.09	\$ 0.66
Diluted	\$ 0.66	\$ 0.43	\$ 0.97	\$ 0.65
Weighted average number of shares of common stock:				
Basic	19,908,482	20,763,449	19,880,569	20,763,449
Diluted	21,246,875	20,868,910	22,536,841	20,867,337

See accompanying notes to the consolidated financial statements.

LGI HOMES, INC.
CONSOLIDATED STATEMENT OF EQUITY
(Unaudited)
(In thousands, except share data)

	<u>Common Stock</u>		<u>Additional Paid- In Capital</u>	<u>Retained Earnings</u>	<u>Treasury Stock</u>	<u>Total Equity</u>
	<u>Shares</u>	<u>Amount</u>				
BALANCE—December 31, 2014	20,849,044	\$ 208	\$ 163,520	\$ 35,321	\$ (16,550)	\$ 182,499
Net income	—	—	—	21,679	—	21,679
Issuance of equity awards in settlement of accrued bonuses	—	—	238	—	—	238
Compensation expense for equity awards	—	—	671	—	—	671
Tax deficiencies from equity awards	—	—	(25)	—	—	(25)
Stock issued under employee incentive plans	59,438	1	(1)	—	—	—
BALANCE—June 30, 2015	20,908,482	\$ 209	\$ 164,403	\$ 57,000	\$ (16,550)	\$ 205,062

See accompanying notes to the consolidated financial statements.

LGI HOMES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Six Months Ended	
	June 30,	
	2015	2014
Cash flows from operating activities:		
Net income	\$ 21,679	\$ 13,631
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	422	301
Loss on disposal of assets	—	10
Compensation expense for equity awards	671	380
Tax deficiencies from equity awards	25	—
Deferred income taxes	(704)	(159)
Changes in assets and liabilities:		
Accounts receivable	(7,409)	(3,823)
Real estate inventory	(33,729)	(75,309)
Pre-acquisition costs and deposits	1,942	(9,615)
Other assets	155	(240)
Accounts payable	9,465	5,352
Accrued expenses and other liabilities	5,641	1,996
Net cash used in operating activities	(1,842)	(67,476)
Cash flows from investing activities:		
Purchases of property and equipment	(417)	(539)
Net cash used in investing activities	(417)	(539)
Cash flows from financing activities:		
Proceeds from notes payable	177,802	60,765
Payments on notes payable	(154,706)	(2,374)
Loan issuance costs	(1,827)	(1,594)
Payment for earnout obligation	(608)	—
Tax deficiencies from equity awards	(25)	—
Net cash provided by financing activities	20,636	56,797
Net increase (decrease) in cash and cash equivalents	18,377	(11,218)
Cash and cash equivalents, beginning of period	31,370	54,069
Cash and cash equivalents, end of period	\$ 49,747	\$ 42,851

See accompanying notes to the consolidated financial statements.

LGI HOMES, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. ORGANIZATION AND BASIS OF PRESENTATION

Organization and Description of the Business

LGI Homes, Inc., a Delaware corporation (the “Company”, “us,” “we,” or “our,”), is engaged in the development of communities and design, construction, marketing and sale of new homes. At June 30, 2015, we had operations in Texas, Arizona, Florida, Georgia, New Mexico, Colorado, North Carolina and South Carolina.

Basis of Presentation

The unaudited consolidated financial statements have been prepared in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. These financial statements should be read in conjunction with the consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014. The accompanying unaudited consolidated financial statements include all adjustments that are of a normal recurring nature and necessary for the fair presentation of our results for the interim periods presented. Results for interim periods are not necessarily indicative of results to be expected for the full year.

The accompanying unaudited financial statements as of and for the three and six months ended June 30, 2015 and 2014, include the accounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates, and these differences could have a significant impact on the financial statements. The significant accounting estimates include real estate inventory and cost of sales, impairment of real estate inventory and property and equipment, warranty reserves, earnout liability for a completed homebuilder acquisition and loss contingencies.

Recently Issued Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) No. 2015-03, “*Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*” (“ASU 2015-03”) as part of its initiative to reduce complexity in accounting standards (the “Simplification Initiative”). ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts and does not affect the recognition and measurement guidance for debt issuance costs. ASU 2015-03 will be effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. We are currently evaluating the method and impact the adoption of ASU 2015-03 will have on our consolidated financial statements and disclosures.

In February 2015, the FASB issued ASU No. 2015-02, “*Consolidation (Topic 810): Amendments to the Consolidation Analysis*” (“ASU 2015-02”), which amends the consolidation requirements in ASC 810, primarily related to limited partnerships and variable interest entities (“VIEs”). ASU 2015-02 will be effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted. The adoption of ASU 2015-02 is not expected to have a material effect on our consolidated financial statements and disclosures.

In August 2014, the FASB issued ASU No. 2014-15, “*Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern*” (“ASU 2014-15”), which requires management to evaluate, at each reporting period, whether there are conditions or events that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date the financial statements are issued and provide related disclosures. This ASU applies to all entities and is effective for periods ending after December 15, 2016. The adoption of ASU 2014-15 is not expected to have any effect on our consolidated financial statements or disclosures.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers” (“ASU 2014-09”), which provides guidance for revenue recognition. ASU 2014-09 affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets and supersedes the revenue recognition requirements in Topic 605, “Revenue Recognition,” and most industry-specific guidance. This ASU also supersedes some cost guidance included in Subtopic 605-35, “Revenue Recognition-Construction-Type and Production-Type Contracts.” ASU 2014-09’s core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under today’s guidance, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 is effective for us beginning January 1, 2018 and, at that time, we may adopt the new standard under the full retrospective approach or the modified retrospective approach. Early adoption of this ASU is not permitted. We are currently evaluating the method and impact the adoption of ASU 2014-09 will have on our consolidated financial statements and disclosures.

2. ACQUISITION

Oakmont Acquisition

On October 2, 2014, we acquired certain home building assets and liabilities of Oakmont Home Builders, Inc. (“Oakmont”) and certain land positions of EST Properties, LLC, an affiliate of Oakmont (the “Oakmont Acquisition”). As a result of the Oakmont Acquisition, we established an immediate presence in residential homebuilding in the Charlotte, North Carolina, market acquiring 150 homes under construction and more than 1,000 owned and controlled lots. The total purchase price for the Oakmont Acquisition was approximately \$17.3 million, consisting of approximately \$15.2 million in cash and a contingent earnout based on home closings through December 31, 2017. During the quarter ended June 30, 2015, we closed 60 homes attributable to the Oakmont Acquisition resulting in a \$240,000 earnout obligation to be paid during the third quarter of 2015. The earnout liability is included in other liabilities on the consolidated balance sheet and will be subject to adjustment based on revisions to the forecasted absorption rate and the actual number of homes closed during the earnout period.

3. REAL ESTATE INVENTORY

Our real estate inventory consists of the following (in thousands):

	<u>June 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Land, land under development, and finished lots	\$ 262,649	\$ 244,658
Sales offices	8,563	6,978
Homes in progress	95,527	55,807
Completed homes	40,333	60,465
Total real estate inventory	<u>\$ 407,072</u>	<u>\$ 367,908</u>

Inventory consists of land, land under development, finished lots, sales offices, homes in progress, and completed homes. Inventory is stated at cost unless the carrying amount is determined not to be recoverable, in which case the affected inventory is written down to fair value.

Land, development and other project costs, including interest and property taxes incurred during development and home construction and net of expected reimbursements of development costs, are capitalized to real estate inventory. Land development and other common costs that benefit the entire community, including field construction supervision and related direct overhead, are allocated to individual lots or homes, as appropriate. The costs of lots are transferred to homes in progress when home construction begins. Home construction costs and related carrying charges are allocated to the cost of individual homes using the specific identification method. Costs that are not specifically identifiable to a home are allocated on a pro rata basis using either the lot size or relative sales value. Inventory costs for completed homes are expensed to cost of sales as homes are sold. Changes to estimated total development costs subsequent to initial home closings in a community are generally allocated to the remaining unsold lots and homes in the community on a pro rata basis.

The life cycle of a community generally ranges from two to five years, commencing with the acquisition of land, continuing through the land development phase, and concluding with the construction and sale of homes. A constructed home is used as the community sales office during the life of the community and then sold. Actual individual community lives will vary based on the size of the community, the sales absorption rate, and whether the property was purchased as raw land or finished lots.

Interest and financing costs incurred under our debt obligations, as more fully discussed in Note 5, are capitalized to qualifying real estate projects under development and homes in progress.

4. ACCRUED EXPENSES AND OTHER LIABILITIES

Accrued and other current liabilities consist of the following (in thousands):

	<u>June 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Inventory related obligations	\$ 11,972	\$ 7,275
Retentions payable	1,391	2,696
Accrued compensation, bonuses and benefits	3,284	2,434
Earnout liability	1,838	2,196
Taxes payable	5,524	1,448
Warranty reserve	1,000	900
Other	6,482	4,416
Total accrued expenses and other liabilities	<u>\$ 31,491</u>	<u>\$ 21,365</u>

Inventory Related Obligations

We own lots in certain communities that have Community Development Districts (“CDD”) or similar utility and infrastructure development special assessment programs that allocate a fixed amount of debt service associated with development activities to each lot. This obligation for infrastructure development is attached to the land, is typically payable over a 30 year period, and is ultimately assumed by the homebuyer when home sales are closed. Such obligations represent a non-cash cost of the lots.

Estimated Warranty Reserve

We typically provide homebuyers with a one-year warranty on the house and a ten-year limited warranty for major defects in structural elements such as framing components and foundation systems.

Changes to our warranty accrual are as follows (in thousands):

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Warranty reserves, beginning of period	\$ 900	\$ 700	\$ 900	\$ 630
Warranty provision	654	184	1,042	356
Warranty expenditures	(554)	(59)	(942)	(161)
Warranty reserves, end of period	<u>\$ 1,000</u>	<u>\$ 825</u>	<u>\$ 1,000</u>	<u>\$ 825</u>

5. NOTES PAYABLE

Revolving Credit Agreement

In May 2015, we entered into a Credit Agreement (the “Credit Agreement”) with several financial institutions, and Wells Fargo Bank, National Association, as administrative agent. The Credit Agreement provides for a \$225.0 million revolving credit facility, which can be increased upon our request up to \$300.0 million, subject to the terms and conditions of the Credit Agreement. The revolving credit facility matures on May 26, 2018. Prior to each annual anniversary of the Credit Agreement, we may request a one year extension of the maturity date. The Credit Agreement is guaranteed by each of our subsidiaries having gross assets equal to or greater than \$500,000. Prior to the occurrence of a trigger event under the Credit Agreement, the revolving credit facility will be unsecured except that the facility will be secured by a first priority lien in land held for development, lots under development and/or finished lots with an aggregate land value of at least \$35.0 million. As of June 30, 2015, the borrowing base was \$225.0 million, of which \$162.5 million was outstanding, \$3.7 million represents letter of credit assurances, and \$58.8 million was available to borrow.

Interest on borrowings under the Credit Agreement is paid monthly at LIBOR plus 3.50%. At June 30, 2015, LIBOR was 0.19%.

The Credit Agreement contains various financial covenants including a tangible net worth ratio; a leverage ratio; a minimum liquidity amount; and an EBITDA to interest expense ratio. The Credit Agreement also prohibits us from making any investments, other than as permitted under the Credit Agreement. In addition, the Credit Agreement contains various covenants that, among other restrictions, limit the amount of our additional debt. At June 30, 2015, we were in compliance with all of the covenants contained in the Credit Agreement.

Convertible Notes

In November 2014, we issued \$85.0 million aggregate principal amount of our 4.25% Convertible Notes due 2019 (the "Convertible Notes"). The Convertible Notes mature on November 15, 2019 and bear interest at a rate of 4.25%, payable semiannually in May and November. Prior to May 15, 2019, the Convertible Notes will be convertible only upon satisfaction of any of the specified conversion events. On or after May 15, 2019, note holders can convert their Convertible Notes at any time at their option.

When issued, the conversion of the Convertible Notes could only be settled in shares of our common stock. On April 30, 2015, our stockholders approved the flexible settlement provisions of the Convertible Notes at our 2015 Annual Meeting of Stockholders, which allows us to elect any combination of cash and shares of our common stock upon the conversion of the Convertible Notes. The initial conversion rate of the Convertible Notes is 46.4792 shares of our common stock for each \$1,000 principal amount of Convertible Notes, which represents an initial conversion price of approximately \$21.52 per share of our common stock. The conversion rate is subject to adjustments upon the occurrence of specific events.

When the Convertible Notes were issued, the fair value of \$76.5 million was recorded to notes payable. \$5.5 million of the remaining proceeds was recorded to additional paid in capital to reflect the equity component and the remaining \$3.0 million of debt issuance cost was recorded as a deferred tax liability. The carrying amount of the Convertible Notes is being accreted to face value over the term to maturity.

Notes payable consist of the following (in thousands):

	June 30, 2015	December 31, 2014
LGI Homes, Inc. —Notes payable to Wells Fargo Bank, National Association and several financial institutions under the Credit Agreement (\$225.0 million revolving credit facility) maturing on May 26, 2018; interest paid monthly at LIBOR plus 3.50%; collateralized by certain land, land under development, and finished lots (carrying value of \$42.5 million at June 30, 2015)	\$ 162,500	\$ —
LGI Homes, Inc. —Notes payable to Texas Capital Bank, National Association and a syndication of lenders under the Credit Agreement (\$200.0 million secured revolving credit facility) repaid and terminated on May 27, 2015; interest paid monthly at LIBOR plus 2.75%, with a LIBOR floor of 1.00%	—	139,404
LGI Homes, Inc. —4.25% Convertible Notes due November 15, 2019; interest paid semi-annually at 4.25%; net of approximately \$7.6 million and \$8.3 million in unamortized discount at June 30, 2015 and December 31, 2014, respectively	77,431	76,695
Total notes payable	<u>\$ 239,931</u>	<u>\$ 216,099</u>

Capitalized Interest

Interest activity, including other financing costs and accretion of discount, for notes payable for the periods presented is as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Interest incurred	\$ 3,519	\$ 1,078	\$ 6,879	\$ 1,677
Less: Amounts capitalized	(3,519)	(1,078)	(6,879)	(1,677)
Interest expense	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Cash paid for interest	\$ 3,260	\$ 769	\$ 4,638	\$ 1,435

Included in interest incurred was amortization of deferred financing costs for notes payable and amortization of Convertible Notes discount of \$1.1 million and \$0.3 million for the three months ended June 30, 2015 and 2014, respectively, and \$2.0 million and \$0.3 million for the six months ended June 30, 2015 and 2014, respectively.

6. INCOME TAXES

We utilize the liability method of accounting for income taxes. Under the liability method, deferred tax assets and liabilities are recognized using enacted tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that some portion or all of the net deferred tax assets will not be realized. Our ability to realize deferred tax assets is assessed throughout the year and a valuation allowance is established, if required. We recognize the impact of a tax position only if it is more likely than not to be sustained upon examination based on the technical merits of the position. We recognize potential interest and penalties related to uncertain tax positions in income tax expense.

We file U.S. federal income tax returns as well as income tax returns in various states. As of June 30, 2015 we have no unrecognized tax benefits. We are not presently under exam for income tax by any taxing jurisdiction, and no longer remain subject to exam for years before 2012 (2011 for Texas).

Our effective tax rate of 34.2% is lower than the statutory rate primarily as a result of a decrease in the rate for the federal Domestic Production Activity Deduction offset by an increase in rate for state income taxes, net of the federal benefit.

Income taxes paid were \$4.4 million and \$6.8 million for the three months ended June 30, 2015 and 2014, respectively. Income taxes paid were \$8.4 million and \$7.7 million for the six months ended June 30, 2015 and 2014, respectively.

7. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share for the three and six months ended June 30, 2015 and 2014:

	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
Numerator (in thousands):				
Numerator for basic earnings per share	\$ 13,977	\$ 9,037	\$ 21,679	\$ 13,631
Effect of dilutive securities:				
Interest expense associated with Convertible Notes, net of taxes	39	—	190	—
Numerator for diluted earnings per share	\$ 14,016	\$ 9,037	\$ 21,869	\$ 13,631
Denominator:				
Basic weighted average shares outstanding	19,908,482	20,763,449	19,880,569	20,763,449
Effect of dilutive securities:				
Convertible Notes	1,302,439	—	2,619,270	—
Restricted stock units	35,954	105,461	37,002	103,888
Diluted weighted average shares outstanding	21,246,875	20,868,910	22,536,841	20,867,337
Basic earnings per share	\$ 0.70	\$ 0.44	\$ 1.09	\$ 0.66
Diluted earnings per share	\$ 0.66	\$ 0.43	\$ 0.97	\$ 0.65

In accordance with ASC 260-10, *Earnings Per Share*, we calculated the dilutive effect of the Convertible Notes using the “if-converted” method through April 30, 2015. The interest expense related to the Convertible Notes through April 30, 2015 is the amount included in cost of sales. On April 30, 2015, our stockholders approved the flexible settlement provisions of the Convertible Notes at our 2015 Annual Meeting of Stockholders which allows us to elect any combination of cash and shares of our common stock upon the conversion of the Convertible Notes. Therefore, subsequent to April 30, 2015, the treasury stock method has been used to calculate the dilutive effect of the Convertible Notes, since we have the intent and ability to settle the principal amount of the outstanding Convertible Notes in cash. Under the treasury stock method, the Convertible Notes will have a dilutive impact on diluted earnings per share to the extent that the average market price of our common stock for a given period exceeds the conversion price of \$21.52 per share.

5,805 and 10,637 non-vested restricted stock units were excluded from the computation of diluted earnings per share for the three and six months ended June 30, 2015, respectively, and 118 and 94 non-vested restricted stock units were excluded from the computation of diluted earnings per share for the three and six months ended June 30, 2014, respectively, because their effect was antidilutive.

8. STOCK-BASED COMPENSATION

Non-performance Based Restricted Stock Units

The following table summarizes the activity of our restricted stock units ("RSUs"):

	Six months ended June 30,			
	2015		2014	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Beginning balance	102,786	\$ 15.43	140,222	\$ 11.00
Granted	65,436	\$ 15.10	63,372	\$ 17.24
Vested	(59,438)	\$ 17.20	—	\$ —
Forfeited	(1,952)	\$ 14.51	(1,478)	\$ 11.00
Ending balance	106,832	\$ 14.26	202,116	\$ 12.96

In March 2015, we issued 56,611 RSUs for 2014 bonuses to certain officers and managers under the Annual Bonus Plan. The RSUs vest over three years and will be settled in shares of our common stock. In addition, during the six months ended June 30, 2015, we issued 8,825 RSUs to certain employees and executives which vest over three years. The RSUs will be settled in shares of our common stock.

We recognized \$0.1 million and \$0.2 million of stock-based compensation expense related to outstanding RSUs grants for the three months ended June 30, 2015 and 2014, respectively. We recognized \$0.3 million and \$0.2 million of stock-based compensation expense related to outstanding RSUs grants for the six months ended June 30, 2015 and 2014, respectively. At June 30, 2015, we had unrecognized compensation cost of \$1.1 million related to unvested RSUs, which is expected to be recognized over a weighted average period of 2.5 years.

Performance Based Restricted Stock Units

The Compensation Committee of our Board of Directors has granted awards of Performance-Based RSUs ("PSUs") under the LGI Homes, Inc. Equity Incentive Plan to certain members of senior management for each of the three-year performance cycles: 2014 - 2016 and 2015 - 2017. The PSUs provides for shares of our common stock to be issued based on the attainment of certain performance metrics over a three-year period. The number of shares of our common stock that may be issued to the recipients for the PSUs range from 0% to 200% of the target amount depending on actual results as compared to the target performance metrics. The PSUs vest upon the determination date for the actual results at the end of the three-year period and require the recipients continue to be employed by us through the determination date. The PSUs will be settled in shares of our common stock.

The following table summarizes the activity of our PSUs:

Period Granted	Target PSUs Outstanding December 31, 2014	Target PSUs Granted	Target PSUs Vested	Target PSUs Forfeited	Target PSUs Outstanding at June 30, 2015	Weighted Average Grant Date Fair Value
2014	62,906	—	—	—	62,906	\$ 17.09
2015	—	127,111	—	—	127,111	\$ 13.34
Total	62,906	127,111	—	—	190,017	

As of June 30, 2015, the target amount represents management's best estimate of the number of shares of our common stock expected to be issued at the end of each three-year performance cycle. We recognized \$0.2 million and \$0.1 million of total stock-based compensation expense related to outstanding PSU grants for the three months ended June 30, 2015 and 2014, respectively. We recognized \$0.4 million and \$0.1 million of total stock-based compensation expense related to outstanding PSU grants for the six months ended June 30, 2015 and 2014, respectively. At June 30, 2015, we had unrecognized compensation cost of \$2.0 million, based on the target amount, related to PSUs, which is expected to be recognized over a weighted average period of 1.6 years.

9. FAIR VALUE DISCLOSURES

ASC Topic 820, *Fair Value Measurements* ("ASC 820"), defines fair value as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date" within an entity's principal market, if any. The principal market is the market in which the reporting entity would sell the asset or transfer the liability with the greatest volume and level of activity, regardless of whether it is the market in which the entity will ultimately transact for a particular asset or liability or if a different market is potentially more advantageous. Accordingly, this exit price concept may result in a fair value that differs from the transaction price or market price of the asset or liability.

ASC 820 provides a framework for measuring fair value under GAAP, expands disclosures about fair value measurements, and establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of the fair value hierarchy are summarized as follows:

Level 1 - Fair value is based on quoted prices in active markets for identical assets or liabilities.

Level 2 - Fair value is determined using significant observable inputs, generally either quoted prices in active markets for similar assets or liabilities, or quoted prices in markets that are not active.

Level 3 - Fair value is determined using one or more significant inputs that are unobservable in active markets at the measurement date, such as a pricing model, discounted cash flow, or similar technique.

We utilize fair value measurements to account for certain items and account balances within our consolidated financial statements. Fair value measurements may also be utilized on a nonrecurring basis, such as for the impairment of long-lived assets. The fair value of financial instruments, including cash and cash equivalents and accounts receivable and accounts payable, approximate their carrying amounts due to the short term nature of these instruments. As of June 30, 2015, the revolving credit facility's carrying value approximates market value since it has a floating interest rate, which increases or decreases with market interest rates.

The Convertible Notes, as discussed in Note 5, were initially recorded at estimated fair value determined using Level 2 measurements. No significant changes occurred through December 31, 2014 and the recorded value of \$76.7 million at December 31, 2014 approximated fair value. The fair value of the Convertible Notes was \$75.9 million as of June 30, 2015 using Level 2 measurements compared to the carrying value of \$77.4 million.

The fair value of the Oakmont Acquisition earnout, discussed in Note 2, is determined using Level 3 measurements based on the forecasted number of home closings adjusted to reflect probability weighted absorption scenarios and a 10% discount rate and has been estimated to be approximately \$1.8 million and \$2.2 million as of June 30, 2015 and December 31, 2014, respectively. Significant assumptions impacting our estimates of the fair value of the earnout include absorption rates, the timing of the completion of development activities and the discount rate.

10. RELATED PARTY TRANSACTIONS

Consulting Fees

We have a three year consulting agreement with a family member of our chief executive officer for \$100,000 per year payable on a monthly basis, which expires November 2016. Consulting fees were approximately \$25,000 for each of the three month periods ended June 30, 2015 and 2014 and approximately \$50,000 for each of the six month periods ended June 30, 2015 and 2014.

11. COMMITMENTS AND CONTINGENCIES

Contingencies

In the ordinary course of doing business, we become subject to claims or proceedings from time to time relating to the purchase, development, and sale of real estate. Management believes that these claims include usual obligations incurred by real estate developers and home builders in the normal course of business. In the opinion of management, these matters will not have a material effect on our consolidated financial position, results of operations or cash flows.

We have provided unsecured environmental indemnities to certain lenders. In each case, we have performed due diligence on the potential environmental risks including obtaining an independent environmental review from outside environmental consultants. These indemnities obligate us to reimburse the guaranteed parties for damages related to environmental matters. There is no term or damage limitation on these indemnities; however, if an environmental matter arises, we may have recourse against previous owners. Management is not aware of any environmental claims or occurrences and has recorded no reserves for environmental matters at June 30, 2015 and December 31, 2014.

Land Deposits

We have land purchase option contracts, generally through cash deposits, for the right to purchase land or lots at a future point in time with predetermined terms. Amounts paid for land options and deposits on land purchase contracts are capitalized and classified as deposits to purchase. Upon acquisition of the land, these deposits are applied to the acquisition price of the land and recorded as a cost component of the land in real estate inventory. To the extent that any deposits are nonrefundable and the associated land acquisition process is terminated or no longer determined probable, the deposit and related pre-acquisition costs are charged to general and administrative expense. Management reviews the likelihood of the acquisition of contracted lots in conjunction with its periodic real estate impairment analysis.

Under ASC Topic 810, *Consolidation* ("ASC 810"), a nonrefundable deposit paid to an entity is deemed to be a variable interest that will absorb some or all of the entity's expected losses if they occur. Non-refundable land purchase and lot option deposits generally represent our maximum exposure if we elect not to purchase the optioned property. In most instances, we will also expend funds for due diligence, development and construction activities with respect to optioned land prior to close. Such costs are classified as preacquisition costs, which we would have to absorb should the option not be exercised. Therefore, whenever we enter into a land option or purchase contract with an entity and make a nonrefundable deposit, we may have a variable interest in a VIE. In accordance with ASC 810, we perform ongoing reassessments of whether we are the primary beneficiary of a VIE and would consolidate the VIE if we are deemed to be the primary beneficiary. As of June 30, 2015 and December 31, 2014, we determined we were not the primary beneficiary for any VIEs associated with non-refundable land deposit and option contracts.

The table below presents a summary of our lots under option or contract (in thousands, except for lot count):

	<u>June 30, 2015</u>	<u>December 31, 2014</u>
Land deposits and option payments	\$ 7,507	\$ 9,591
Commitments under the land purchase option and deposit contracts if the purchases are consummated	\$ 130,022	\$ 86,277
Lots under land options and land purchase contracts	5,780	3,921

As of June 30, 2015 and December 31, 2014, approximately \$4.3 million and \$7.4 million of the land deposits are related to purchase contracts to deliver finished lots and these deposits are refundable under certain circumstances and secured by mortgages on the related property.

Bonding and Letters of Credit

We have outstanding letters of credit and performance and surety bonds totaling \$17.3 million (including \$3.7 million under our revolving credit facility) and \$7.7 million at June 30, 2015 and December 31, 2014, respectively, related to our obligations for site improvements at various projects. Management does not believe that draws upon the letters of credit or bonds, if any, will have a material effect on our consolidated financial position, results of operations, or cash flows.

12. SEGMENT INFORMATION

We operate one principal homebuilding business which is organized and reports by division. We have five operating segments at June 30, 2015: the Texas division, the Southwest division, the Southeast division, the Florida division and the Northwest division. The Northwest division was formed during the second quarter of 2015 but the Northwest division had no operations as of June 30, 2015. The Texas division is the largest division and it comprised approximately 58% and 70% of total home sales revenues for the six months ended June 30, 2015, and 2014, respectively.

In accordance with ASC Topic 280, *Segment Reporting* ("ASC Topic 280"), operating segments are defined as components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision-maker ("CODM") in deciding how to allocate resources and in assessing performance. The CODM primarily evaluates performance based on the number of homes sold, gross margin and net income.

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The operating segments qualify for aggregation as one reporting segment. In determining the reportable segment, we concluded that all operating segments have similar economic and other characteristics, including similar home floor plans, average selling prices, gross margin, production construction processes, suppliers, subcontractors, regulatory environments, customer type, and underlying demand and supply. Each operating segment follows the same accounting policies and is managed by our management team. We have no inter-segment sales, as all sales are to external customers.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For purposes of this Management's Discussion and Analysis of Financial Condition and Results of Operation, references to "we," "our," "us" or similar terms refer to LGI Homes, Inc. and its subsidiaries.

Business Overview

We are one of the nation's fastest growing public homebuilders in terms of percentage increase of home closings. We are engaged in the design, construction, marketing and sale of new homes in markets in Texas, Arizona, Florida, Georgia, New Mexico, Colorado, North Carolina and South Carolina. Our core markets include Houston, San Antonio, Dallas/Fort Worth, Austin, Phoenix, Tucson, Tampa, Orlando, Atlanta, Albuquerque, Denver and Charlotte. Our management team has been in the residential land development business since the mid-1990s. Since commencing home building operations in 2003, we have constructed and closed over 10,000 homes. During the six months ended June 30, 2015, we had 1,524 home closings, compared to 1,147 home closings during the six months ended June 30, 2014.

Recent Developments

In May 2015, we entered into a Credit Agreement (the "Credit Agreement") with several financial institutions, and Wells Fargo Bank, National Association, as administrative agent. The Credit Agreement provides for a \$225.0 million revolving credit facility, which can be increased upon our request up to \$300.0 million, subject to the terms and conditions of the Credit Agreement. The revolving credit facility matures on May 26, 2018. Please see "—Liquidity and Capital Resources—Revolving Credit Facility" for a description of the Credit Agreement.

In June 2015, we formed our Northwest Division and put finished lots under contract in the Seattle, Washington market.

To enhance our presence in the Denver, Colorado market, we purchased finished lots and entitled land representing approximately 400 lots from Jack Fisher Homes, a Utah-based home builder, in July 2015.

Key Results

Key financial results as of and for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014, were as follows:

- Homes closed increased 28.9% to 853 homes from 662 homes with an increase in the average sales price of our homes to \$186,197 from \$160,744, or 15.8%.
- Home sales revenues increased 49.3% to \$158.8 million from \$106.4 million.
- Gross margin as a percentage of home sales revenues increased to 26.8% from 26.7%.
- Adjusted gross margin (non-GAAP) as a percentage of home sales revenues increased to 28.2% from 27.9%.
- Net income before income taxes increased 52.8% to \$21.2 million from \$13.9 million.
- Adjusted EBITDA margin (non-GAAP) as a percentage of home sales revenues increased to 14.9% from 14.4%.
- Active communities increased to 45 from 31.

Total owned and controlled lots increased to 22,192 lots at June 30, 2015 from 21,286 lots at March 31, 2015.

Key financial results as of and for the six months ended June 30, 2015, as compared to the six months ended June 30, 2014, were as follows:

- Homes closed increased 32.9% to 1,524 homes from 1,147 homes with an increase in the average sales price of our homes to \$183,409 from \$158,964, or 15.4%.
- Home sales revenues increased 53.3% to \$279.5 million from \$182.3 million.
- Gross margin as a percentage of home sales revenues increased to 26.5% from 26.3%.
- Adjusted gross margin (non-GAAP) as a percentage of home sales revenues increased to 28.1% from 27.8%.
- Net income before income taxes increased 57.2% to \$33.0 million from \$21.0 million.
- Adjusted EBITDA margin (non-GAAP) as a percentage of home sales revenues increased to 13.5% from 13.1%.

Total owned and controlled lots increased to 22,192 lots at June 30, 2015 from 19,883 lots at December 31, 2014.

For a reconciliation of certain non-GAAP measures to the most directly comparable GAAP measure, please see "—Non-GAAP Measures."

Results of Operations

The following table sets forth our results of operations for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
(dollars in thousands, except per share data and average home sales price)				
Statement of Income Data:				
Revenues	\$ 158,826	\$ 106,412	\$ 279,516	\$ 182,332
Expenses:				
Cost of sales	116,253	78,016	205,481	134,405
Selling expenses	13,393	9,186	24,975	16,549
General and administrative	7,943	5,337	16,148	10,442
Operating income	21,237	13,873	32,912	20,936
Other income, net	9	31	55	35
Net income before income taxes	21,246	13,904	32,967	20,971
Income tax provision	(7,269)	(4,867)	(11,288)	(7,340)
Net income	\$ 13,977	\$ 9,037	\$ 21,679	\$ 13,631
Basic earnings per share	\$ 0.70	\$ 0.44	\$ 1.09	\$ 0.66
Diluted earnings per share	\$ 0.66	\$ 0.43	\$ 0.97	\$ 0.65
Other Financial and Operating Data:				
Active communities at end of period	45	31	45	31
Home closings	853	662	1,524	1,147
Average sales price of homes closed	\$ 186,197	\$ 160,744	\$ 183,409	\$ 158,964
Gross margin ⁽¹⁾	\$ 42,573	\$ 28,396	\$ 74,035	\$ 47,927
Gross margin % ⁽²⁾	26.8%	26.7%	26.5%	26.3%
Adjusted gross margin ⁽³⁾	\$ 44,823	\$ 29,715	\$ 78,408	\$ 50,615
Adjusted gross margin % ⁽²⁾⁽³⁾	28.2%	27.9%	28.1%	27.8%
Adjusted EBITDA ⁽⁴⁾	\$ 23,704	\$ 15,349	\$ 37,707	\$ 23,925
Adjusted EBITDA margin % ⁽²⁾⁽⁴⁾	14.9%	14.4%	13.5%	13.1%

(1) Gross margin is home sales revenues less cost of sales.

(2) Calculated as a percentage of home sales revenues.

(3) Adjusted gross margin is a non-GAAP financial measure used by management as a supplemental measure in evaluating operating performance. We define adjusted gross margin as gross margin less capitalized interest and adjustments resulting from the application of purchase accounting included in the cost of sales. Our management believes this information is useful because it isolates the impact that capitalized interest and purchase accounting adjustments have on gross margin. However, because adjusted gross margin information excludes capitalized interest and purchase accounting adjustment, which have real economic effects and could impact our results, the utility of adjusted gross margin information as a measure of our operating performance may be limited. In addition, other companies may not calculate adjusted gross margin information in the same manner that we do. Accordingly, adjusted gross margin information should be considered only as a supplement to gross margin information as a measure of our performance. Please see “—Non-GAAP Measures—Adjusted Gross Margin” for a reconciliation of adjusted gross margin to gross margin, which is the GAAP financial measure that our management believes to be most directly comparable.

(4) Adjusted EBITDA is a non-GAAP financial measure used by management as a supplemental measure in evaluating operating performance. We define adjusted EBITDA as net income before (i) interest expense, (ii) income taxes, (iii) depreciation and amortization, (iv) capitalized interest charged to the cost of sales, (v) other income, net and (vi) adjustments resulting from the application of purchase accounting. Our management believes that the presentation of adjusted EBITDA provides useful information to investors regarding our results of operations because it assists both investors and management in analyzing and benchmarking the performance and value of our business. Adjusted EBITDA provides an indicator of general economic performance that is not affected by fluctuations in interest rates or effective tax rates, levels of depreciation or amortization and items considered to be non-recurring. Accordingly, our management

believes that this measurement is useful for comparing general operating performance from period to period. Other companies may define adjusted EBITDA differently and, as a result, our measure of adjusted EBITDA may not be directly comparable to adjusted EBITDA of other companies. Although we use adjusted EBITDA as a financial measure to assess the performance of our business, the use of adjusted EBITDA is limited because it does not include certain costs, such as interest and taxes, necessary to operate our business. Adjusted EBITDA should be considered in addition to, and not as a substitute for, net income in accordance with GAAP as a measure of performance. Our presentation of adjusted EBITDA should not be construed as an indication that our future results will be unaffected by unusual or nonrecurring items. Our adjusted EBITDA is limited as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Please see “—Non-GAAP Measures—Adjusted EBITDA” for a reconciliation of adjusted EBITDA to net income, which is the GAAP financial measure that our management believes to be most directly comparable.

Three Months Ended June 30, 2015 Compared to Three Months Ended June 30, 2014

Homes Sales. Our home sales revenues and closings by division for the three months ended June 30, 2015 and 2014 were as follows (dollars in thousands):

	Three Months Ended June 30,			
	2015		2014	
	Revenues	Closings	Revenues	Closings
Texas	\$ 91,712	488	\$ 74,099	465
Southwest	28,767	143	10,300	61
Florida	18,703	101	14,127	85
Southeast	19,644	121	7,886	51
Total home sales	\$ 158,826	853	\$ 106,412	662

Home sales revenues for the three months ended June 30, 2015 were \$158.8 million, an increase of \$52.4 million, or 49.3%, from \$106.4 million for the three months ended June 30, 2014. The increase in home sales revenues is primarily due to a 28.9% increase in homes closed and an increase in the average selling price per home during the three months ended June 30, 2015 as compared to the three months ended June 30, 2014. The increase in home closings was largely due to the increase in the number of active communities in the three months ended June 30, 2015. The average selling price per home closed during the three months ended June 30, 2015 was \$186,197, an increase of \$25,453, or 15.8%, from the average selling price per home of \$160,744 for the three months ended June 30, 2014. The increase in average selling price per home is primarily due to changes in product mix, price points in new markets, and a favorable pricing environment.

Cost of Sales and Gross Margin (home sales revenues less cost of sales). Cost of sales increased for the three months ended June 30, 2015 to \$116.3 million, an increase of \$38.2 million, or 49.0%, from \$78.0 million for the three months ended June 30, 2014. This increase is primarily due to a 28.9% increase in homes closed during the second quarter of 2015 as compared to the second quarter of 2014, and to a lesser degree, product mix. Gross margin for the three months ended June 30, 2015 was \$42.6 million, an increase of \$14.2 million, or 49.9%, from \$28.4 million for the three months ended June 30, 2014. Gross margin as a percentage of home sales revenues was 26.8% for the three months ended June 30, 2015 and 26.7% for the three months ended June 30, 2014. The increase in gross margin as a percentage of home sales revenues reflects the higher average home sales price partially offset by increased construction costs, overall higher lot costs and higher carrying costs (including capitalized interest) attributed to closed homes for the three months ended June 30, 2015 as compared to the three months ended June 30, 2014.

Selling Expenses. Selling expenses for the three months ended June 30, 2015 were \$13.4 million, an increase of \$4.2 million, or 45.8%, from \$9.2 million for the three months ended June 30, 2014. Sales commissions increased to \$6.5 million for the three months ended June 30, 2015 from \$3.9 million during the same period in the prior year, primarily due to a 49.3% increase in home sales revenue during the three months ended June 30, 2015 as compared to the three months ended June 30, 2014. Advertising and direct mail costs increased to \$2.3 million during the three months ended June 30, 2015 from \$2.1 million for the three months ended June 30, 2014 primarily due to the increase in the number of active communities. Selling expenses as a percentage of home sales revenues were 8.4% and 8.6% for the three months ended June 30, 2015 and 2014, respectively, and reflect operating leverage realized related to advertising costs partially offset by an increase in outside broker expense in the second quarter of 2015.

General and Administrative. General and administrative expenses for the three months ended June 30, 2015 were \$7.9 million, an increase of \$2.6 million, or 48.8%, from \$5.3 million for the three months ended June 30, 2014. The increase in general and administrative expenses is primarily due to the higher number of home closings and active communities during the second quarter of 2015 as compared to the second quarter of 2014. General and administrative expenses as a percentage of home sales revenues were comparable at 5.0% for each of the three months ended June 30, 2015 and 2014.

Operating Income and Net Income. Operating income for the three months ended June 30, 2015 was \$21.2 million, an increase of \$7.4 million, or 53.1%, from \$13.9 million for the three months ended June 30, 2014. Net income for the three months ended June 30, 2015, was \$14.0 million, an increase of \$4.9 million, or 54.7%, from \$9.0 million for the three months ended June 30, 2014. The increases are primarily attributed to a 28.9% increase in homes closed, the increase in average home sales price during the second quarter of 2015 as compared to the second quarter of 2014, and operating leverage realized related to selling expenses, net of increased expenses associated with new communities.

Six Months Ended June 30, 2015 Compared to Six Months Ended June 30, 2014

Homes Sales. Our home sales revenues and closings by division for the six months ended June 30, 2015 and 2014 were as follows (dollars in thousands):

	Six Months Ended June 30,			
	2015		2014	
	Revenues	Closings	Revenues	Closings
Texas	\$ 162,485	870	\$ 127,829	810
Southwest	43,673	222	19,934	121
Florida	31,215	168	21,715	132
Southeast	42,143	264	12,854	84
Total home sales	\$ 279,516	1,524	\$ 182,332	1,147

Home sales revenues for the six months ended June 30, 2015 were \$279.5 million, an increase of \$97.2 million, or 53.3%, from \$182.3 million for the six months ended June 30, 2014. The increase in home sales revenues is primarily due to a 32.9% increase in homes closed and an increase in the average selling price per home during the six months ended June 30, 2015 as compared to the six months ended June 30, 2014. The increase in homes closings was largely due to the increase in the number of active communities in the six months ended June 30, 2015. The average selling price per home closed during the six months ended June 30, 2015 was \$183,409, an increase of \$24,445, or 15.4%, from the average selling price per home of \$158,964 for the six months ended June 30, 2014. The increase in average selling price per home is primarily due to changes in product mix, price points in new markets, and a favorable pricing environment.

Cost of Sales and Gross Margin (home sales revenues less cost of sales). Cost of sales increased for the six months ended June 30, 2015 to \$205.5 million, an increase of \$71.1 million, or 52.9%, from \$134.4 million for the six months ended June 30, 2014. This increase is primarily due to a 32.9% increase in homes closed during the first six months of 2015 as compared to the first six months of 2014, and to a lesser degree, product mix. Gross margin for the six months ended June 30, 2015 was \$74.0 million, an increase of \$26.1 million or 54.5%, from \$47.9 million for the six months ended June 30, 2014. Gross margin as a percentage of home sales revenues was 26.5% for the six months ended June 30, 2015 and 26.3% for the six months ended June 30, 2014. The increase in gross margin as a percentage of home sales revenues reflects the higher average home sales price partially offset by increased construction costs, overall higher lot costs and higher carrying costs (including capitalized interest) attributed to closed homes for the six months ended June 30, 2015 as compared to the six months ended June 30, 2014.

Selling Expenses. Selling expenses for the six months ended June 30, 2015 were \$25.0 million, an increase of \$8.4 million, or 50.9%, from \$16.5 million for the six months ended June 30, 2014. Sales commissions increased to \$11.2 million for the six months ended June 30, 2015 from \$6.7 million during the same period in the prior year primarily due to a 53.3% increase in home sales revenue during the six months ended June 30, 2015 as compared to the six months ended June 30, 2014. Advertising and direct mail costs increased to \$4.9 million during the six months ended June 30, 2015 from \$3.8 million for the six months ended June 30, 2014 primarily due to the increase in the number of active communities. Selling expenses as a percentage of home sales revenues were 8.9% and 9.1% for the six months ended June 30, 2015 and 2014, respectively, and reflect operating leverage realized related to advertising costs partially offset by an increase in outside broker expense in the first six months of 2015.

General and Administrative. General and administrative expenses for the six months ended June 30, 2015 were \$16.1 million, an increase of \$5.7 million, or 54.6%, from \$10.4 million for the six months ended June 30, 2014. The increase in general and administrative expenses is primarily due to the higher number of home closings and active communities during the first six months of 2015 as compared to the first six months of 2014. We also incurred approximately \$1.0 million in additional costs related to our annual performance recognition and training events that are traditionally held during the first quarter of each year. General and administrative expenses as a percentage of home sales revenues were 5.8% and 5.7% for the six months ended June 30, 2015 and 2014, respectively.

Operating Income and Net Income. Operating income for the six months ended June 30, 2015 was \$32.9 million, an increase of \$12.0 million, or 57.2%, from \$20.9 million for the six months ended June 30, 2014. Net income for the six months ended June 30, 2015 was \$21.7 million, an increase of \$8.0 million, or 59.0%, from \$13.6 million for the six months ended June 30, 2014. The increases are primarily attributed to a 32.9% increase in homes closed, the increase in average home sales price during the first six months of 2015 as compared to the first six months of 2014, and operating leverage realized to selling expenses, net of increased expenses associated with new communities.

Non-GAAP Measures

In addition to the results reported in accordance with U.S. GAAP, we have provided information in this Quarterly Report on Form 10-Q relating to “Adjusted Gross Margin,” and “Adjusted EBITDA.”

Adjusted Gross Margin

Adjusted gross margin is a non-GAAP financial measure used by management as a supplemental measure in evaluating operating performance. We define adjusted gross margin as gross margin less capitalized interest and adjustments resulting from the application of purchase accounting included in the cost of sales. Our management believes this information is useful because it isolates the impact that capitalized interest and purchase accounting adjustments have on gross margin. However, because adjusted gross margin information excludes capitalized interest and purchase accounting adjustments, which have real economic effects and could impact our results, the utility of adjusted gross margin information as a measure of our operating performance may be limited. In addition, other companies may not calculate adjusted gross margin information in the same manner that we do. Accordingly, adjusted gross margin information should be considered only as a supplement to gross margin information as a measure of our performance.

The following table reconciles adjusted gross margin to gross margin, which is the GAAP financial measure that our management believes to be most directly comparable (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Home sales revenues	\$ 158,826	\$ 106,412	\$ 279,516	\$ 182,332
Cost of sales	116,253	78,016	205,481	134,405
Gross margin	42,573	28,396	74,035	47,927
Purchase accounting adjustments ^(a)	760	923	1,821	2,014
Capitalized interest charged to cost of sales	1,490	396	2,552	674
Adjusted gross margin	44,823	29,715	\$ 78,408	\$ 50,615
Gross margin % ^(b)	26.8%	26.7%	26.5%	26.3%
Adjusted gross margin % ^(b)	28.2%	27.9%	28.1%	27.8%

(a) Adjustments result from the application of purchase accounting related to prior acquisitions and represent the amount of the fair value step-up adjustments for real estate inventory included in cost of sales.

(b) Calculated as a percentage of home sales revenues.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP financial measure used by management as a supplemental measure in evaluating operating performance. We define adjusted EBITDA as net income before (i) interest expense, (ii) income taxes, (iii) depreciation and amortization, (iv) capitalized interest charged to cost of sales, (v) other income, net and (vi) adjustments resulting from the application of purchase accounting. Our management believes that the presentation of adjusted EBITDA provides useful information to investors regarding our results of operations because it assists both investors and management in analyzing and benchmarking the performance and value of our business. Adjusted EBITDA provides an indicator of general economic performance that is not affected by fluctuations in interest rates or effective tax rates, levels of depreciation or amortization and items considered to be non-recurring. Accordingly, our management believes that this measurement is useful for comparing general operating performance from period to period. Other companies may define adjusted EBITDA differently and, as a result, our measure of adjusted EBITDA may not be directly comparable to adjusted EBITDA of other companies. Although we use adjusted EBITDA as a financial measure to assess the performance of our business, the use of adjusted EBITDA is limited because it does not include certain material costs, such as interest and taxes, necessary to operate our business. Adjusted EBITDA should be considered in addition to, and not as a substitute for, net income in

accordance with GAAP as a measure of performance. Our presentation of adjusted EBITDA should not be construed as an indication that our future results will be unaffected by unusual or nonrecurring items. Our adjusted EBITDA is limited as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- it does not reflect every cash expenditure, future requirements for capital expenditures or contractual commitments, including for the purchase of land;
- it does not reflect the interest expense or the cash requirements necessary to service interest or principal payments on our debt;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced or require improvements in the future, and adjusted EBITDA does not reflect any cash requirements for such replacements or improvements;
- it is not adjusted for all non-cash income or expense items that are reflected in our statements of cash flows;
- it does not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations;
- adjusted EBITDA may vary significantly from EBITDA calculations under the terms of our revolving credit facility and should not be used for assessing compliance or non-compliance with financial covenants under our revolving credit facility; and
- other companies in our industry may calculate it differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, our adjusted EBITDA should not be considered a measure of discretionary cash available to us to invest in the growth of our business or as a measure of cash that will be available to us to meet our obligations. We compensate for these limitations by using our adjusted EBITDA along with other comparative tools, together with GAAP measurements, to assist in the evaluation of operating performance. These GAAP measurements include operating income, net income and cash flow data. We have significant uses of cash flows, including capital expenditures, interest payments and other non-recurring charges, which are not reflected in our adjusted EBITDA.

Adjusted EBITDA is not intended as an alternative to net income as an indicator of our operating performance, as an alternative to any other measure of performance in conformity with GAAP or as an alternative to cash flows as a measure of liquidity. You should therefore not place undue reliance on our adjusted EBITDA calculated using this measure. Our GAAP-based measures can be found in our unaudited consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q.

The following table reconciles adjusted EBITDA to net income, which is the GAAP financial measure that our management believes to be most directly comparable (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net income	\$ 13,977	\$ 9,037	\$ 21,679	\$ 13,631
Income taxes	7,269	4,867	11,288	7,340
Depreciation and amortization ^(a)	217	157	422	301
Capitalized interest charged to cost of sales	1,490	396	2,552	674
Purchase accounting adjustments ^(b)	760	923	1,821	2,014
Other income, net	(9)	(31)	(55)	(35)
Adjusted EBITDA	\$ 23,704	\$ 15,349	\$ 37,707	\$ 23,925
Adjusted EBITDA margin % ^(c)	14.9%	14.4%	13.5%	13.1%

(a) Depreciation and amortization expenses include amortization related to the marketing intangible asset.

(b) Adjustments result from the application of purchase accounting related to prior acquisitions and represent the amount of the fair value step-up adjustments for real estate inventory included in cost of sales.

(c) Calculated as a percentage of home sales revenues.

Backlog

We sell our homes under standard purchase contracts, which require a homebuyer to pay a deposit at the time of signing the purchase contract. The amount of the required deposit is minimal (generally \$1,000 or less). The deposits are refundable if the homebuyer is unable to obtain mortgage financing. We permit our homebuyers to cancel the purchase contract and obtain a refund of their deposit in the event mortgage financing cannot be obtained within a certain period of time, as specified in their purchase contract. Typically our homebuyers provide documentation regarding their ability to obtain mortgage financing within 14 days after the purchase contract is signed. If we determine that the homebuyer is not qualified to obtain mortgage financing or is not otherwise financially able to purchase the home, we will terminate the purchase contract. If a purchase contract has not been cancelled or terminated within 14 days after the purchase contract has been signed, then the homebuyer has met the preliminary criteria to obtain mortgage financing. Only purchase contracts that are signed by homebuyers who have met the preliminary criteria to obtain mortgage financing are included in new (gross) orders.

Our “backlog” consists of homes that are under a purchase contract that are signed by homebuyers who have met the preliminary criteria to obtain mortgage financing but have not yet closed. Since our business model is based on building move-in ready homes before a purchase contract is signed, a significant number of our homes in backlog are substantially complete. Ending backlog represents the number of homes in backlog from the previous period plus the number of net orders (new orders for homes less cancellations) generated during the current period minus the number of homes closed during the current period. Our backlog at any given time will be affected by cancellations and the number of our active communities. Homes in backlog are generally closed within one to two months, although we may experience cancellations of purchase contracts at any time prior to closing. It is important to note that net orders, backlog and cancellation metrics are operational, rather than accounting data, and should be used only as a general gauge to evaluate performance. Backlog may be impacted by customer cancellations for various reasons that are beyond our control, and in light of our minimal required deposit, there is little negative impact to the potential homebuyer from the cancellation of the purchase contract. As of the dates set forth below, our net orders, cancellation rate, and ending backlog homes and value were as follows (dollars in thousands):

<u>Backlog Data</u>	Six Months Ended June 30,	
	2015	2014
Net orders ⁽¹⁾	2,155	1,203
Cancellation rate ⁽²⁾	23.0%	30.4%
Ending backlog – homes ⁽³⁾	783	246
Ending backlog – value ⁽³⁾	\$ 148,987	\$ 40,984

(1) Net orders are new (gross) orders for the purchase of homes during the period, less cancellations of existing purchase contracts during the period.

(2) Cancellation rate for a period is the total number of purchase contracts cancelled during the period divided by the total new (gross) orders for the purchase of homes during the period.

(3) Ending backlog consists of homes at the end of the period that are under a purchase contract that have met our preliminary financing criteria but have not yet closed. Ending backlog is valued at the contract amount.

Land Acquisition Policies and Development

We increased our active communities to 45 as of June 30, 2015 from 39 as of December 31, 2014. We also increased our lot inventory to 22,192 owned or controlled lots as of June 30, 2015 from 19,883 owned or controlled lots as of December 31, 2014.

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The table below shows (i) home closings by division for the six months ended June 30, 2015, and (ii) our owned or controlled lots by division as of June 30, 2015.

Division	Six Months Ended June 30, 2015	As of June 30, 2015		
	Home Closings	Owned (1)	Controlled	Total
Texas	870	10,745	3,617	14,362
Southwest	222	1,283	652	1,935
Florida	168	1,054	858	1,912
Southeast	264	3,330	481	3,811
Northwest	—	—	172	172
Total	1,524	16,412	5,780	22,192

(1) Of the 16,412 owned lots as of June 30, 2015, 10,953 were raw/under development lots and 5,459 were finished lots (including homes in progress and completed homes).

Homes in Inventory

When entering a new community, we build a sufficient number of move-in ready homes to meet our budgets. We base future home starts on closings. As homes are closed, we start more homes to maintain our inventory levels. At June 30, 2015, we had a total of 298 completed homes and 1,081 homes in progress in inventory.

Raw Materials

When constructing homes, we use various materials and components. We generally contract for our materials and labor at a fixed price for the anticipated construction period of our homes. This allows us to mitigate the risks associated with increases in building materials and labor costs between the time construction begins on a home and the time it is closed. Typically, the raw materials and most of the components used in our business are readily available in the United States. In addition, the majority of our raw materials is supplied to us by our subcontractors, and is included in the price of our contract with such contractors. Most of the raw materials necessary for our subcontractors are standard items carried by major suppliers. Substantially all of our construction work is done by third party subcontractors, most of whom are non-unionized. We continue to monitor the supply markets to achieve the best prices available. Typically, the price changes that most significantly influence our operations are price increases in commodities and lumber.

Seasonality

In all of our divisions, we have historically experienced similar variability in our results of operations and in capital requirements from quarter to quarter due to the seasonal nature of the homebuilding industry. We generally close more homes in our second, third and fourth quarters. Thus, our revenue may fluctuate on a quarterly basis and we may have higher capital requirements in our second, third and fourth quarters in order to maintain our inventory levels. Our revenue and capital requirements are generally similar across our second, third and fourth quarters.

As a result of seasonal activity, our quarterly results of operation and financial position at the end of a particular quarter, especially the first quarter, are not necessarily representative of the results we expect at year end. We expect this seasonal pattern to continue in the long term.

Liquidity and Capital Resources

Overview

As of June 30, 2015, we had \$49.7 million of cash and cash equivalents. Cash flows for each of our active communities depend on the status of the development cycle and can differ substantially from reported earnings. Early stages of development or expansion require significant cash outlays for land acquisitions, development, construction of sales offices and inventory, general landscaping and other amenities. Because these costs are a component of our inventory and are not recognized in our statement of operations until a home closes, we incur significant cash outflows prior to recognition of revenues. In the later stages of an

active community, cash inflows may significantly exceed revenues reported for financial statement purposes, as the costs associated with home and land construction were previously incurred.

Our principal uses of capital are operating expenses, land and lot purchases, lot development, home construction, interest costs on our indebtedness and the payment of various liabilities. In addition, we may purchase land, lots, homes under construction or other assets as part of a business combination.

We generally rely on our ability to finance our operations by generating operating cash flows, borrowing under our revolving credit facility and/or utilizing the proceeds from the issuance of the Convertible Notes. As needed, we will consider accessing the debt and equity capital markets as part of our ongoing strategy. We also rely on our ability to obtain performance, payment and completion surety bonds as well as letters of credit to finance our projects.

We believe that we will be able to fund our current and foreseeable liquidity needs for at least the next twelve months with our cash on hand, cash generated from operations, and cash expected to be available from our revolving credit facility, including any future modifications.

Revolving Credit Facility

In May 2015, we entered into a Credit Agreement (the "Credit Agreement") with several financial institutions, and Wells Fargo Bank, National Association, as administrative agent. The Credit Agreement provides for a \$225.0 million revolving credit facility, which can be increased upon our request up to \$300.0 million, subject to the terms and conditions of the Credit Agreement. The revolving credit facility matures on May 26, 2018. Prior to each annual anniversary of the closing of the Credit Agreement, we may request a one year extension of the maturity date. The Credit Agreement is guaranteed by each of our subsidiaries having gross assets equal to or greater than \$500,000. Prior to the occurrence of a trigger event under the Credit Agreement, the revolving credit facility will be unsecured except that the facility will be secured by a first priority lien in land held for development, lots under development and/or finished lots with an aggregate land value of at least \$35.0 million. As of June 30, 2015, the borrowing base was \$225.0 million, of which \$162.5 million was outstanding, \$3.7 million represents letter of credit assurances, and \$58.8 million was available to borrow.

The Credit Agreement requires us to maintain a tangible net worth of not less than \$160.5 million plus 75% of the net proceeds of any equity issuances plus 50% of the amount of our net income in any fiscal quarter after the date of the Credit Agreement, a leverage ratio of not greater than 67.5%, liquidity of at least \$40.0 million and a ratio of EBITDA to interest expense for the most recent four quarters of at least 2.50 to 1.0. The Credit Agreement also prohibits us from making any investments, other than as permitted under the Credit Agreement. In addition, the Credit Agreement contains various covenants that, among other restrictions, limit the amount of our additional debt. At June 30, 2015, we were in compliance with all of the covenants contained in the Credit Agreement.

Convertible Notes

In November 2014, we issued \$85.0 million aggregate principal amount of our 4.25% Convertible Notes due 2019 (the "Convertible Notes"). The Convertible Notes mature on November 15, 2019 and bear interest at a rate of 4.25%, payable semiannually in May and November. Prior to May 15, 2019, the Convertible Notes will be convertible only upon satisfaction of any of the specified conversion events. On or after May 15, 2019, note holders can convert their Convertible Notes at any time at their option.

On April 30, 2015, our stockholders approved the flexible settlement provisions of the Convertible Notes at our 2015 Annual Meeting of Stockholders, which allows us to elect any combination of cash and shares of our common stock upon the conversion of the Convertible Notes. The initial conversion rate of the Convertible Notes is 46.4792 shares of our common stock for each \$1,000 principal amount of Convertible Notes, which represents an initial conversion price of approximately \$21.52 per share of our common stock. The conversion rate is subject to adjustments upon the occurrence of specific events.

Letters of Credit and Surety Bonds

We are often required to provide letters of credit and surety bonds to secure our performance under construction contracts, development agreements and other arrangements. The amount of such obligations outstanding at any time varies in accordance with our pending development activities. In the event any such bonds or letters of credit are drawn upon, we would be obligated to reimburse the issuer of such bonds or letters of credit.

Under these letters of credit and surety bonds, we are committed to perform certain development and construction activities and provide certain guarantees in the normal course of business. Outstanding letters of credit and surety bonds, total \$17.3 million as of June 30, 2015. Although significant development and construction activities have been completed related to the improvements at these sites, the letters of credit and surety bonds are not generally released until all development and construction activities are

completed. We do not believe that it is likely that any outstanding letters of credit or surety bonds as of June 30, 2015 will be drawn upon.

Cash Flows

Six Months Ended June 30, 2015 compared to Six Months Ended June 30, 2014

Net cash used in operating activities during the six months ended June 30, 2015 was \$1.8 million as compared to \$67.5 million during the six months ended June 30, 2014. The \$65.6 million decrease in net cash used in operating activities was primarily attributable to a \$41.6 million net change related to our continued growth and acquisitions of land and lot additions during the first six months of 2014 and 2015, partially offset by increased home closings during the first six months of 2015. Additionally, an \$11.6 million decrease in cash paid for pre-acquisition costs and deposits is related to significant deposits for land and lot additions during the first six months of 2014 as compared to fewer deposits for land and lot additions during the first six months of 2015.

Net cash used in investing activities was \$0.4 million during the six months ended June 30, 2015 as compared to \$0.5 million during the six months ended June 30, 2014 for the purchase of property and equipment.

Net cash provided by financing activities totaled \$20.6 million during the six months ended June 30, 2015 as compared to \$56.8 million during the six months ended June 30, 2014. The \$36.2 million decrease in net cash provided by financing activities is primarily due to the decrease in net borrowings in the six months ended June 30, 2015 as compared to the six months ended June 30, 2014.

Off-Balance Sheet Arrangements

In the ordinary course of business, we enter into land option contracts in order to procure lots for the construction of our homes. We are subject to customary obligations associated with entering into contracts for the purchase of land and improved lots. These purchase contracts typically require cash deposits and the purchase of properties under these contracts is generally contingent upon satisfaction of certain requirements by the sellers, which may include obtaining applicable property and development entitlements or the completion of development activities and the delivery of finished lots. We also utilize option contracts with land sellers as a method of acquiring lots and land in staged takedowns, to help us manage the financial and market risk associated with land holdings, and to minimize the use of funds from our corporate financing sources. Option contracts generally require a non-refundable deposit for the right to acquire land or lots over a specified period of time at pre-determined prices. We generally have the right at our discretion to terminate our obligations under both purchase contracts and option contracts by forfeiting our cash deposit with no further financial obligations to the land seller. In addition, our deposit may also be refundable if the land seller does not satisfy all conditions precedent in the respective contract. As of June 30, 2015, we had \$7.5 million of cash deposits pertaining to land option contracts and purchase contracts for 5,780 lots with an aggregate remaining purchase price of \$130.0 million. Approximately \$4.3 million of the cash deposits as of June 30, 2015 are related to purchase contracts to deliver finished lots and these deposits are refundable under certain circumstances and secured by indemnity mortgages on the related property.

Our utilization of land option contracts is dependent on, among other things, the availability of land sellers, willing to enter into option takedown arrangements, the availability of capital to financial intermediaries to finance the development of optioned lots, general housing conditions, and local market dynamics. Option contracts may be more difficult to procure from land sellers in strong housing markets and are more prevalent in certain markets.

Inflation

Our business can be adversely impacted by inflation, primarily from higher land, financing, labor, material and construction, and carrying costs. In addition, inflation can lead to higher mortgage rates, which can significantly affect the affordability of mortgage financing to home buyers.

Contractual Obligations

Other than the Credit Agreement that we entered into in May 2015, at which time we repaid and terminated our prior secured revolving credit facility, there have been no material changes to our contractual obligations appearing in the Contractual Obligations section of Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014. Please see "—Liquidity and Capital Resources—Revolving Credit Facility" for a description of the Credit Agreement.

Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. On an ongoing basis, management evaluates such estimates and judgments and makes adjustments as deemed necessary. Actual results could differ from these estimates using different estimates and assumptions, or if conditions are significantly different in the future.

We believe that there have been no significant changes to our critical accounting policies during the six months ended June 30, 2015 as compared to those disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

Cautionary Statement about Forward-Looking Statements

From time to time we make statements concerning our expectations, beliefs, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements that are not historical facts. These statements are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied by these statements. You can generally identify our forward-looking statements by the words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “forecast,” “goal,” “intend,” “may,” “objective,” “plan,” “potential,” “predict,” “projection,” “should,” “will” or other similar words.

We have based our forward-looking statements on our management’s beliefs and assumptions based on information available to our management at the time the statements are made. We caution you that assumptions, beliefs, expectations, intentions and projections about future events may, and often do, vary materially from actual results. Therefore, we cannot assure you that actual results will not differ materially from those expressed or implied by our forward-looking statements.

The following are some of the factors that could cause actual results to differ materially from those expressed or implied in forward-looking statements:

- adverse economic changes either nationally or in the markets in which we operate, including, among other things, increases in unemployment, volatility of mortgage interest rates and inflation;
- a slowdown in the homebuilding industry;
- volatility and uncertainty in the credit markets and broader financial markets;
- the cyclical and seasonal nature of our business;
- our future operating results and financial condition;
- our business operations;
- changes in our business and investment strategy;
- the success of our operations in recently opened new markets and our ability to expand into additional new markets;
- our ability to successfully extend our business model to building homes with higher price points, developing larger communities and sales of acreage home sites;
- an inability to develop our projects successfully or within expected timeframes;
- our ability to identify potential acquisition candidates and close such acquisitions;
- our ability to successfully integrate any acquisitions with our existing operations;
- availability of land to acquire and our ability to acquire such land on favorable terms or at all;
- availability, terms and deployment of capital;
- decisions of the lender group of our revolving credit facility;
- the occurrence of the specific conversion events that enable early conversion of the Convertible Notes;
- decline in the market value of our land portfolio;
- continued or increased disruption in the terms or availability of mortgage financing or the number of foreclosures in our markets;
- shortages of or increased prices for labor, land or raw materials used in housing construction;
- delays in land development or home construction resulting from natural disasters, adverse weather conditions or other events outside our control;
- uninsured losses in excess of insurance limits;
- the cost and availability of insurance and surety bonds;

- changes in, liabilities under, or the failure or inability to comply with, governmental laws and regulations;
- the timing of receipt of regulatory approvals and the opening of projects;
- the degree and nature of our competition;
- increases in taxes or government fees;
- poor relations with the residents of our projects;
- future litigation, arbitration or other claims;
- availability of qualified personnel and third party contractors and our ability to retain our key personnel;
- our leverage and future debt service obligations;
- the impact on our business of any future government shutdown similar to the one that occurred in October 2013;
- other risks and uncertainties inherent in our business;
- other factors we discuss under the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations"; and
- the risk factors set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement. We expressly disclaim any intent, obligation or undertaking to update or revise any forward-looking statements to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this Quarterly Report on Form 10-Q.

Implications of Being an Emerging Growth Company

We are an "emerging growth company," as defined in the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. For as long as we are an emerging growth company, unlike other public companies, we will not be required to:

- provide an attestation and report from our auditors on management's assessment of the effectiveness of our system of internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act;
- comply with certain new requirements adopted by the PCAOB;
- comply with certain new audit rules adopted by the PCAOB after April 5, 2012, unless the SEC determines otherwise;
- provide disclosures regarding executive compensation required of larger public companies; and
- obtain stockholder approval of any golden parachute payments not previously approved.

We intend to continue to take advantage of all of these exemptions.

We will cease to be an emerging growth company when any of the following conditions apply:

- we have \$1.0 billion or more in annual revenues;
- at least \$700 million in market value of our common stock are held by non-affiliates;
- we issue more than \$1.0 billion of non-convertible debt over a three-year period; or
- the last day of the fiscal year following the fifth anniversary of our initial public offering has passed.

In addition, an emerging growth company can delay its adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we have chosen to "opt out" of such extended transition period, and as a result, we will comply with any new or revised accounting standards on the relevant dates on which non-emerging growth companies must adopt such standards. Section 107 of the JOBS Act provides that our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our operations are interest rate sensitive. As overall housing demand is adversely affected by increases in interest rates, a significant increase in mortgage interest rates may negatively affect the ability of homebuyers to secure adequate financing. Higher interest rates could adversely affect our revenues, gross margin and net income. We do not enter into, or intend to enter into, derivative financial instruments for trading or speculative purposes.

Quantitative and Qualitative Disclosures About Interest Rate Risk

We utilize both fixed-rate debt (\$85.0 million aggregate principal amount of our 4.25% Convertible Notes due 2019) and variable-rate debt, (our \$225.0 million revolving credit facility) as part of financing our operations. On April 30, 2015, our

stockholders approved the flexible settlement provisions of the Convertible Notes at our 2015 Annual Meeting of Stockholders, which allows us to elect any combination of cash and shares of our common stock upon the conversion of Convertible Notes. We do not have the obligation to prepay the Convertible Notes or our fixed-rate inventory related obligations prior to maturity, and, as a result, interest rate risk and changes in fair market value should not have a significant impact on our fixed-rate debt.

We are exposed to market risks related to fluctuations in interest rates on our outstanding variable rate indebtedness. We did not utilize swaps, forward or option contracts on interest rates or commodities, or other types of derivative financial instruments as of or during the six months ended June 30, 2015. We have not entered into and currently do not hold derivatives for trading or speculative purposes, but we may do so in the future. Many of the statements contained in this section are forward looking and should be read in conjunction with our disclosures under the heading “Cautionary Statement about Forward-Looking Statements” above.

As of June 30, 2015, we had \$162.5 million of variable rate indebtedness outstanding under the Credit Agreement. All of the outstanding borrowings under the Credit Agreement are at variable rates based on LIBOR. The interest rate for our variable rate indebtedness as of June 30, 2015 was LIBOR plus 3.50%. A hypothetical 100 basis point increase in the average interest rate on our variable rate indebtedness would increase our annual interest expense by approximately \$1.6 million.

Based on the current interest rate management policies we have in place with respect to our outstanding indebtedness, we do not believe that the future interest rate risks related to our existing indebtedness will have a material adverse impact on our financial position, results of operations or liquidity.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, management has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934) as of June 30, 2015. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, our disclosure controls and procedures are effective to ensure information is recorded, processed, summarized and reported within the periods specified in the Securities and Exchange Commission’s rules and forms and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error and mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of controls.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may become inadequate because of changes in conditions or because the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

Changes in Internal Controls

No change in our internal control over financial reporting as such term is defined in Exchange Act Rule 13a-15(f) occurred during the three months ended June 30, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS

The exhibits filed or furnished as part of this Quarterly Report on Form 10-Q are listed in the Exhibit Index immediately preceding those exhibits, which Index is incorporated in this Item by reference.

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.

LGI Homes, Inc.

Date: August 5, 2015

/s/ Eric Lipar

Eric Lipar
Chief Executive Officer and Chairman of the Board

August 5, 2015

/s/ Charles Merdian

Charles Merdian
Chief Financial Officer, Secretary and Treasurer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1**	Credit Agreement, dated as of May 27, 2015, by and among LGI Homes, Inc., each of the financial institutions initially a signatory thereto, and Wells Fargo Bank, National Association, as administrative agent, with Wells Fargo Securities, LLC, as sole Lead Arranger and sole Bookrunner, and Deutsche Bank Securities Inc. and Fifth Third Bank, as Documentation Agents (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K (File No. 001-36126) filed with the Securities and Exchange Commission on June 1, 2015).
31.1*	CEO Certification, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	CFO Certification, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS†	XBRL Instance Document.
101.SCH†	XBRL Taxonomy Extension Schema Document.
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF†	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB†	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase Document.

* Filed herewith.

** Previously filed.

XBRL information is deemed not filed or a part of a registration statement or Annual Report for purposes of Sections 11 and 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under such sections.

†

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of LGI Homes, Inc. (the "Company") on Form 10-Q for the quarterly period ended June 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Quarterly Report"), I, Eric Lipar, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Quarterly Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 5, 2015

/s/ Eric Lipar

Eric Lipar

Chief Executive Officer and Chairman of the Board
LGI Homes, Inc.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of LGI Homes, Inc. (the "Company") on Form 10-Q for the quarterly period ended June 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Quarterly Report"), I, Charles Merdian, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Quarterly Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 5, 2015

/s/ Charles Merdian

Charles Merdian
Chief Financial Officer, Secretary and Treasurer
LGI Homes, Inc.