

CENTEX CORP
Form 8-K
April 10, 2009

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): April 10, 2009 (April 7, 2009)

Centex Corporation

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

1-6776
(Commission
File Number)

75-0778259
(I.R.S. Employer
Identification No.)

**2728 N. Harwood Street
Dallas, Texas 75201**
(Address of principal executive offices) (Zip Code)

(214) 981-5000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

Agreement and Plan of Merger

On April 7, 2009, Centex Corporation, a Nevada corporation (Centex), entered into an Agreement and Plan of Merger (the Merger Agreement) with Pulte Homes, Inc., a Michigan corporation (Pulte), and Pi Nevada Building Company, a Nevada corporation and wholly owned subsidiary of Pulte (Merger Sub). The Merger Agreement provides that, upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub will merge with and into Centex, with Centex surviving as a wholly owned subsidiary of Pulte (the Merger).

Subject to the terms and conditions of the Merger Agreement, which has been unanimously approved and adopted by the boards of directors of both Pulte and Centex, at the effective time of the Merger (the Effective Time), each share of Centex common stock (Centex Common Stock), par value \$0.25 per share, issued and outstanding immediately prior to the Effective Time, other than those shares owned by Pulte or Merger Sub or held by Centex immediately prior to the Effective Time, will be converted into the right to receive 0.975 of a share (the Exchange Ratio) of Pulte common stock (Pulte Common Stock), par value \$0.01 per share (the Merger Consideration). No fractional shares of Pulte Common Stock will be issued in the Merger, and Centex s stockholders will receive cash in lieu of fractional shares, if any, of Pulte Common Stock.

Each outstanding vested and unvested Centex stock option will be converted into a vested Pulte stock option, with adjustments to reflect the exchange ratio. Each award of restricted Centex Common Stock will vest and be converted into the Merger Consideration. Each award of Centex restricted or deferred stock units will be converted into units with respect to Pulte Common Stock, with adjustments to reflect the exchange ratio. Each award of Centex performance units will vest and be converted into an amount in cash reflecting the Fair Market Value (as defined in the Merger Agreement) of Centex Common Stock immediately prior to the Effective Time.

Pulte and Centex have made customary representations, warranties and covenants in the Merger Agreement, including, among others, covenants to conduct their respective businesses in the ordinary course during the interim period between the execution of the Merger Agreement and consummation of the Merger, and that Centex will not (i) solicit or knowingly encourage inquiries or proposals relating to alternative business combination transactions or (ii) subject to certain exceptions, engage in discussions or negotiations regarding, or provide any non-public information in connection with, alternative business combination transactions. The Merger is also subject to customary conditions, including (i) Centex s stockholders approval of the Merger Agreement, (ii) Pulte s shareholders approval of the Share Issuance and the Charter Amendment (each as defined in the Merger Agreement) and (iii) the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act. The Merger Agreement also provides for certain termination rights for both Pulte and Centex. Upon termination of the Merger Agreement under specified circumstances, Pulte may be required to pay Centex a termination fee of \$51 million or \$102 million and Centex may be required to pay Pulte a termination fee of \$24 million or \$48 million.

The Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

The Merger Agreement also provides that Pulte will appoint, as of the Effective Time, four current directors of Centex to the Board of Directors of Pulte. In connection with the Merger Agreement, Centex entered into voting agreements with certain directors and officers of Pulte and Pulte entered into voting agreements with certain directors and officers of Centex, pursuant to which such directors and officers have agreed to vote their shares of Centex or Pulte, as applicable, in support of the transaction.

The foregoing summary of the Merger Agreement is qualified in its entirety by the terms and conditions of the Merger Agreement, which is filed as Exhibit 2.1 to this report and is incorporated herein by reference. The Merger Agreement, which has been included to provide investors with information regarding its terms, contains representations and warranties of each of Pulte and Centex. The Merger Agreement is not intended to provide any other factual information about Pulte, Centex or Merger Sub. The assertions embodied in those representations and warranties were made for purposes of the Merger Agreement and are subject to qualifications and limitations agreed to by the respective parties in connection with negotiating the terms of the Merger Agreement. In addition, certain representations and warranties were made as of a specific date, may be subject to a contractual standard of materiality different from what might be viewed as material to stockholders, or may have been used for purposes of allocating risk between the respective parties rather than establishing matters as facts. Accordingly, you should not rely on the representations and warranties in the Merger Agreement as characterizations of the actual state of facts about Pulte, Centex or Merger Sub. Investors should read the Merger Agreement together with the other information concerning Pulte and Centex that each company publicly files in reports and statements with the SEC.

Forward-Looking Statements

This report includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements may include, but are not limited to, statements about the benefits of the proposed transaction, including future financial and operating results, the combined company's plans, objectives, expectations and intentions. These statements are subject to a number of risks, uncertainties and other factors that could cause our actual results, performance, prospects or opportunities, as well as those of the markets we serve or intend to serve, to differ materially from those expressed in, or implied by, these statements. You can identify these statements by the fact that they do not relate to matters of a strictly factual or historical nature and generally discuss or relate to forecasts, estimates or other expectations regarding future events. Generally, the words believe, expect, intend, estimate, anticipate, project,

may, can, could, might, will and similar expressions identify forward-looking statements, including statements relating to expected operating and performing results, planned transactions, planned objectives of management, future developments or conditions in the industries in which Pulte and Centex participate and other trends, developments and uncertainties that may affect Pulte's or Centex's business in the future.

Such risks, uncertainties and other factors include, among other things: the possibility that the expected efficiencies and cost savings of the proposed transaction will not be realized, or will not be realized within the expected time period; the ability to obtain governmental approvals of the merger on the proposed terms and schedule contemplated by the parties; the failure of Centex's stockholders to approve the proposed merger; the failure of Pulte's stockholders to approve either the charter amendment increasing the number of authorized shares of Pulte's common stock or the issuance of Pulte's common stock to Centex stockholders; the risk that the Pulte and Centex businesses will not be integrated successfully; disruption from the proposed transaction making it more difficult to maintain business and operational relationships; the possibility that the proposed transaction does not close, including, but not limited to, due to the failure to satisfy the closing conditions; interest rate changes and the availability of mortgage financing; continued volatility in, and potential further deterioration of, the debt and equity markets; competition within the industries in which Pulte and Centex operate; the availability and cost of land and other raw materials used by Pulte and Centex in their homebuilding operations; the availability and cost of insurance covering risks associated with Pulte's and Centex's businesses; shortages and the cost of labor; weather related slowdowns; slow growth initiatives and/or local building moratoria; governmental regulation, including the effects from the Emergency Economic Stabilization Act, the American Recovery and Reinvestment Act and the interpretation of tax, labor and environmental laws; changes in consumer confidence and preferences; terrorist acts and other acts of war; and other factors of national, regional and global scale, including those of a political, economic, business and competitive nature. See Pulte's and Centex's Annual Reports on Form 10-K and Annual Reports to Stockholders for the fiscal years ended December 31, 2008 and March 31, 2008, respectively, and other public filings with the Securities and Exchange Commission (the "SEC") for a further discussion of these and other risks and uncertainties applicable to our businesses. Neither Pulte nor Centex undertakes any duty to update any forward-looking statement whether as a result of new information, future events or changes in our respective expectations.

Additional Information

In connection with the proposed transaction, Pulte and Centex will be filing documents with the SEC, including the filing by Pulte of a registration statement on Form S-4, and Pulte and Centex intend to mail a joint proxy statement regarding the proposed merger to their respective stockholders that will also constitute a prospectus of Pulte. Before making any voting or investment decision, investors are urged to read the joint proxy statement/prospectus when it becomes available because it will contain important information about the proposed transaction. You may obtain copies of all documents filed with the SEC regarding this transaction, free of charge, at the SEC's website (www.sec.gov), by accessing Pulte's website at www.pulte.com under the heading "Investor Relations" and then under the link "SEC Filings" and from Pulte by directing a request to Pulte Homes, Inc., 100 Bloomfield Hills Parkway Suite 300, Bloomfield

Hills, MI, 48304, Attention: Investor Relations, and by accessing Centex's website at www.centex.com under the heading "Investors" and then under the link "SEC Filings" and from Centex by directing a request to Centex Corporation Investor Relations, P.O. Box 199000, Dallas, Texas 75219-9000.

Pulte and Centex and their respective directors and executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. You can find information about Pulte's directors and executive officers in its definitive proxy statement filed with the SEC on April 7, 2009. You can find information about Centex's directors and executive officers in its definitive proxy statement filed with the SEC on June 6, 2008. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available. You can obtain free copies of these documents from Pulte and Centex using the contact information above.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.

(d) *Exhibits.* The following exhibits are filed as part of this report:

<u>Exhibit Number</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of April 7, 2009, by and among Pulte Homes, Inc., Centex Corporation, and Pi Nevada Building Company

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTEX CORPORATION

By: /s/ Brian J. Woram .

Name:

Brian J. Woram

Title:

Senior Vice President and
Chief Legal Officer

Dated April 10, 2009

EXHIBIT INDEX

Exhibit

Number Description

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