

# LGI HOMES, INC.

## **FORM S-8 POS** (Post-Effective Amendment to an S-8 filing)

Filed 05/10/17

Address	1450 LAKE ROBBINS DRIVE SUITE 430 THE WOODLANDS, TX 77380
Telephone	281-362-8998
CIK	0001580670
Symbol	LGIH
SIC Code	1531 - Operative Builders
Industry	Homebuilding
Sector	Consumer Cyclical
Fiscal Year	12/31

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

**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**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)

**LGI Homes, Inc. 2013 Equity Incentive Plan**  
(Full title of the plan)

**Charles Merdian  
Chief Financial Officer  
LGI Homes, Inc.**

**1450 Lake Robbins Drive, Suite 430  
The Woodlands, Texas 77380**

(Name and address of agent for service)

**(281) 362-8998**

(Telephone number, including area code, of agent for service)

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to LGI Homes, Inc.'s (the "Registrant") Registration Statement on Form S-8 (Registration No. 333-192460) (the "Registration Statement") is being filed to terminate the effectiveness of the Registration Statement and to deregister all unsold securities reserved for issuance and registered for sale under the LGI Homes, Inc. 2013 Equity Incentive Plan (the "Plan"). On May 4, 2017, the Registrant's stockholders approved the Amended and Restated LGI Homes, Inc. 2013 Equity Incentive Plan which amends and restates in its entirety the Plan. Securities are no longer offered under the Registration Statement. The Registrant is filing this Post-Effective Amendment in accordance with the undertaking in the Registration Statement to terminate the effectiveness of the Registration Statement and to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The Woodlands, Texas, on the 8th day of May, 2017.

LGI Homes, Inc.

By: /s/ Eric Lipar

Name: Eric Lipar

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on the 8th day of May, 2017.

<b><u>Signature</u></b>	<b><u>Title</u></b>
/s/ Eric T. Lipar _____ Eric T. Lipar	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
/s/ Charles Merdian _____ Charles Merdian	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)
/s/ Ryan Edone _____ Ryan Edone	Director
/s/ Duncan Gage _____ Duncan Gage	Director
/s/ Bryan Sansbury _____ Bryan Sansbury	Director
/s/ Steven Smith _____ Steven Smith	Director
/s/ Rob Vahradian _____ Rob Vahradian	Director