



CALATLANTIC GROUP, INC.SM

1100 Wilson Boulevard, #2100
Arlington, Virginia 22209

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The 2017 Annual Meeting of Stockholders of CalAtlantic Group, Inc. will be held at the Company's West coast office, 15360 Barranca Parkway, Irvine, California 92618, on Wednesday, May 10, 2017 at 10:30 a.m., local time, for the following purposes:

- (1) To elect ten directors to hold office until the 2018 Annual Meeting of Stockholders and until their successors are duly elected and qualified;
- (2) Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2017;
- (3) Advisory vote to approve the compensation paid to the Company's named executive officers (commonly referred to as "Say on Pay"); and
- (4) To transact such other business as may properly come before the Annual Meeting and any postponement or adjournment thereof.

These items of business are more fully described in the proxy statement accompanying this notice. **The Board of Directors recommends stockholders vote FOR each of the above proposals.**

The Board of Directors has fixed the close of business on March 14, 2017 as the record date for the determination of stockholders entitled to receive notice of and to vote at the meeting and any postponements or adjournments of the meeting. The presence, either in person or by proxy, of persons entitled to vote a majority of the voting power of our capital stock that is entitled to vote at the meeting is necessary to constitute a quorum for the transaction of business at the meeting. To ensure that your vote is recorded, **please provide your voting instructions as soon as possible**, even if you plan to attend the meeting in person. We encourage you to vote via the internet or by telephone. If you requested a paper copy of our proxy materials, you also have the option of voting by completing, signing, dating and returning the proxy or voting instruction card that accompanied the printed materials. Submitting your vote via the internet or by telephone or proxy card will not affect your right to vote in person if you decide to attend the annual meeting.

We are pleased to take advantage of the rules that allow companies to furnish their proxy materials via the internet. As a result, we are mailing to our stockholders a notice of internet availability of proxy materials instead of a paper copy of our proxy statement and our annual report to stockholders. The notice of internet availability of proxy materials contains instructions on how to access those documents via the internet. The notice of internet availability of proxy materials also contains instructions on how to request a paper copy of our proxy materials, including our proxy statement, our annual report to stockholders and a form of proxy card or voting instruction card, as applicable.

By Order of the Board of Directors

JOHN P. BABEL
Secretary

Irvine, California
March 31, 2017

TABLE OF CONTENTS

	<u>Page</u>
THE PROXY STATEMENT AND ANNUAL MEETING	
GENERAL INFORMATION.....	1
RECORD DATE AND VOTING.....	1
STOCK OWNERSHIP LEVEL OF MANAGEMENT AND OTHER SIGNIFICANT STOCKHOLDERS.....	3
THE BOARD OF DIRECTORS	
THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE.....	4
DIRECTOR COMPENSATION.....	11
NOMINEES FOR ELECTION.....	12
PROPOSAL NO. 1: ELECTION OF DIRECTORS.....	16
AUDIT AND AUDITOR INFORMATION	
AUDIT COMMITTEE REPORT.....	17
INFORMATION CONCERNING AUDITOR.....	18
PROPOSAL NO. 2: RATIFICATION OF AUDITOR.....	19
EXECUTIVE COMPENSATION	
COMPENSATION COMMITTEE REPORT.....	20
COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION.....	20
COMPENSATION DISCUSSION AND ANALYSIS.....	21
EXECUTIVE COMPENSATION TABLES.....	36
EQUITY COMPENSATION PLAN INFORMATION.....	42
PROPOSAL NO. 3: ADVISORY VOTE ON THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.....	43
REQUIRED NOTICES AND OTHER INFORMATION	
STOCKHOLDER PROPOSALS FOR THE 2018 ANNUAL MEETING OF STOCKHOLDERS.....	44
SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE.....	44
FORM 10-K ANNUAL REPORT.....	44
IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 10, 2017.....	44
FORWARD-LOOKING STATEMENTS.....	45
OTHER MATTERS.....	45

PROXY STATEMENT

CALATLANTIC GROUP, INC.
1100 Wilson Boulevard, #2100
Arlington, Virginia 22209

ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 10, 2017

GENERAL INFORMATION

This proxy statement contains information related to our annual meeting of stockholders to be held Wednesday, May 10, 2017, beginning at 10:30 a.m., local time, at the Company's West coast office, 15360 Barranca Parkway, Irvine, California 92618 (the "Annual Meeting"). **Your proxy for the meeting is being solicited by the CalAtlantic Group, Inc. Board of Directors.** This proxy statement will be available on the internet, and the notice of internet availability of proxy materials is first being mailed to stockholders beginning on or about March 31, 2017.

The entire cost of this solicitation of proxies will be borne by the Company, including expenses in connection with preparing, assembling and mailing the notice of internet availability of proxy materials. The Company may reimburse brokers or persons holding stock in their names or in the names of their nominees for their expenses in sending proxy materials to beneficial owners who request paper copies. Certain officers, directors and regular employees of the Company, who will receive no extra compensation for their services, may solicit proxies by mail, telephone, facsimile, e-mail or personally.

In accordance with the rules and regulations adopted by the SEC, we have elected to provide access to our proxy materials to our stockholders via the internet. Accordingly, a notice of internet availability of proxy materials has been mailed to our stockholders. Stockholders have the ability to access the proxy materials at www.proxyvote.com, or request that a printed set of the proxy materials be sent to them, by following the instructions set forth on the notice of internet availability of proxy materials mailed to them. Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy materials. This means that only one copy of our proxy materials or notice of internet availability of proxy materials, as applicable, may have been sent to multiple stockholders in the same house. We will promptly deliver a separate notice of internet availability of proxy materials and, if requested, a separate proxy statement and annual report, to each stockholder that makes a request using the procedure set forth on the notice of internet availability of proxy materials.

RECORD DATE AND VOTING

On March 14, 2017 (the "**Record Date**"), the Company had outstanding a total of 114,575,521 shares of Company common stock (the "**Shares**"). Holders of the Shares are entitled to receive notice of and to vote at the Annual Meeting. The presence, either in person or by proxy, of persons entitled to vote a majority of the voting power of the Shares is necessary to constitute a quorum for the transaction of business at the Annual Meeting.

The persons named in the accompanying proxy card will vote Shares represented by all valid proxies in accordance with the instructions contained thereon. In the absence of instructions, Shares represented by properly completed proxies will be voted:

- FOR the election of the ten directors of the Company designated herein as nominees (see "Proposal No. 1: Election of Directors");
- FOR ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2017 (see "Proposal No. 2: Ratification of Auditor"); and

- FOR approval of the compensation of the Company's named executive officers (see "Proposal No. 3: Advisory Vote on the Compensation of Named Executive Officers ("Say on Pay)").

Any stockholder may revoke his or her proxy at any time prior to its use by writing to the Secretary of the Company, by voting again via mail, telephone or the internet, or by attending the Annual Meeting and casting his or her vote in person. A stockholder's last timely vote will be the vote that is counted.

If your shares are held in a brokerage account or by another nominee, you are considered the "beneficial owner" of shares held in "street name", and the notice of internet availability of proxy materials is being forwarded to you by your broker or nominee (the "**record holder**") along with a voting instruction card. As the beneficial owner, you have the right to direct your record holder regarding how to vote your shares, and the record holder is required to vote your shares in accordance with your instructions. Rules of the New York Stock Exchange (the "NYSE") determine whether proposals presented at stockholder meetings are "routine" or "non-routine." If a proposal is routine, a broker or other entity holding shares for a beneficial owner in street name may vote on the proposal absent voting instructions from the beneficial owner. If a proposal is non-routine, the broker or other entity may vote on the proposal only if the beneficial owner has provided voting instructions. A "broker non-vote" occurs when the broker or other entity is unable to vote on a proposal because the proposal is non-routine and the beneficial owner does not provide instructions.

Votes cast by proxy or in person at the Annual Meeting will be counted by the persons appointed by the Company to act as election inspectors for the meeting. The election inspectors will treat abstentions and broker non-votes as Shares that are present and entitled to vote for purposes of determining the presence of a quorum. For purposes of determining the outcome of any matter as to which a broker or nominee has physically indicated on the proxy or indicated electronically that it does not have discretionary authority to vote, those Shares will be treated as not present and not entitled to vote with respect to that matter (even though those Shares are considered entitled to vote for quorum purposes and may be entitled to vote on other matters). Under such circumstances, the broker non-vote will have no effect on the outcome of the vote on the proposals to be voted on at the 2017 Annual Meeting.

Stockholders may provide voting instructions by telephone by calling toll free 1-800-690-6903 from the U.S. or Canada, or via the internet at www.proxyvote.com at any time before 11:59 p.m. Eastern Time on May 9, 2017. Telephone and internet voting access is available 24 hours a day, 7 days a week until 11:59 p.m. Eastern Time on May 9, 2017. Please have your notice and proxy control number in hand when you telephone or visit the website.

STOCK OWNERSHIP LEVEL OF MANAGEMENT AND OTHER SIGNIFICANT STOCKHOLDERS

The following table sets forth certain information as of February 28, 2017 (except as noted otherwise) regarding ownership of the Company's Shares by (1) each director of the Company, (2) each executive officer of the Company named in the summary compensation table, (3) all directors and executive officers of the Company as a group, and (4) each person known by the Company to be the beneficial owner of more than 5% of any class of the Company's Shares. This table is based on information supplied to the Company by the Company's executive officers and directors and on Schedule 13Gs filed with the Securities and Exchange Commission. Except as noted below, the address of the named beneficial owner is c/o CalAtlantic Group, Inc., 15360 Barranca Parkway, Irvine, California 92618.

Name of Beneficial Owner	Common Stock	
	Shares(1)	Percent of Class**
Directors and Named Executive Officers		
Larry T. Nicholson	781,115	*
Jeff J. McCall	489,040	*
Scott D. Stowell	1,003,115	*
Peter G. Skelly	153,931	*
Wendy L. Marlett	178,724	*
Bruce A. Choate	44,743	*
Douglas C. Jacobs	29,636	*
William L. Jews	46,525	*
David J. Matlin (2)	42,842,557	37.4
Robert E. Mellor (3)	76,721	*
Norman J. Metcalfe	79,033	*
Peter Schoels (2)	42,842,557	37.4
Charlotte St. Martin	41,791	*
Directors and Executive Officers as a Group (14 persons)	45,873,901	39.5
5% Beneficial Owners		
MP CA Homes LLC (4)	42,842,557	37.4
FMR, LLC (5)	8,711,743	7.6
BlackRock, Inc. (6)	6,623,247	5.8

* Less than one percent.

** Applicable percentage of ownership is based on 114,472,916 shares of the Common Stock outstanding as of February 28, 2017. To the Company's knowledge, none of such shares have been pledged as security by any of the Company's directors or executive officers.

- (1) The total number of shares listed in the "Shares" column for certain named executive officers includes the following number of shares subject to stock options and stock appreciation rights held by such named executive officer which are exercisable within 60 days after February 28, 2017: Mr. Nicholson 178,342, Mr. McCall 412,415, Mr. Stowell 708,285, Mr. Skelly 20,382, Ms. Marlett 139,122 and all directors and executive officers as a group 1,529,384.
- (2) As a result of his ownership interest in, and employment with, an affiliate of MP CA Homes, LLC, each of Mr. Matlin and Mr. Schoels may be deemed to be the beneficial owner of all of the shares of Common Stock held by MP CA Homes, LLC, over which they may be deemed to have shared voting and dispositive power. Please see footnote 4 below.
- (3) Mr. Mellor disclaims beneficial ownership as to 2,038 shares of Common Stock held by his wife.
- (4) MP CA Homes LLC (identified as MatlinPatterson throughout the rest of this proxy statement), an affiliate of MatlinPatterson Global Advisers LLC, beneficially owns, and is the record holder of 42,842,557 shares of Common Stock, with respect to which it has shared dispositive and voting power. The address of MP CA Homes LLC is 520 Madison Avenue, 35th Floor, New York, NY 10022-4213.
- (5) FMR LLC beneficially owns 8,711,743 shares of Common Stock, over which it has sole voting power with respect to 176,087 shares, no shared voting power, and sole dispositive power with respect to 8,711,743 shares. FMR LLC's address is 245 Summer Street, Boston, Massachusetts 02210. This information is based solely on Schedule 13G filed on February 14, 2017.
- (6) BlackRock, Inc. beneficially owns 6,623,247 shares of Common Stock, over which it has sole voting power for 6,353,359 of these shares, no shared voting power, and sole dispositive power for 6,623,247 shares. BlackRock's address is 55 East 52nd Street, New York, NY 10055. This information is based solely on Schedule 13G/A filed on January 23, 2017.

THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Board Membership, Leadership and Structure

We completed our merger with The Ryland Group, Inc. ("Ryland") on October 1, 2015. As a condition to the closing of the merger, the Board adopted Article X of our bylaws (the "**Corporate Governance Bylaws**") which sets forth negotiated corporate governance items related to our Board and Committees that are intended to remain in place for three years following the completion of the merger. The Corporate Governance Bylaws supplement the more general corporate governance related items set forth in our Corporate Governance Guidelines.

Corporate Governance Bylaws. For three years following the completion of the merger, the Board will be comprised of 10 members—five individuals selected by the Continuing Ryland Directors (or their successors) and five individuals selected by the Continuing Company Directors (or their successors). Each of the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee of the Board will be comprised of two non-executive Continuing Ryland Directors and two non-executive Continuing Company Directors. In addition, the former chairman of the Ryland board of directors, will serve as the Company's lead independent director, unless removed from his role by an affirmative vote of at least 75% of the Board (excluding the lead independent director). A vacancy resulting from the cessation of service of the lead independent director can only be filled by a director who is a Continuing Ryland Director (or their successor). Vacancies on the Board resulting from cessation of service within the first three years following the closing of the merger by a Continuing Ryland Director (or their successor) or a Continuing Company Director (or their successor) will be filled only by an individual whose appointment or election is endorsed by at least a majority of the Continuing Ryland Directors or by at least a majority of the Continuing Company Directors, respectively, or by a sole remaining Continuing Ryland Director or Continuing Company Director, as applicable.

Also, for three years following the effective time of the merger:

- the Nominating and Corporate Governance Committee will be chaired by a Continuing Company Director, and each of the Audit Committee and the Compensation Committee will be chaired by a Continuing Ryland Director; and
- in the case of a vacancy, a Continuing Ryland Director, who meets the qualifications set forth in the applicable committee charter, will be appointed as an alternate for a committee member or chair who is a Continuing Ryland Director, and a Continuing Company Director, who meets the qualifications set forth in the applicable committee charter, will be appointed as an alternate for a committee member or chair who is a Continuing Company Director.

For three years following the completion of the merger, these governance provisions may be modified, amended or repealed, and any provision or other resolution inconsistent with these governance provisions may be adopted, or such modification, amendment repeal or adoption may be recommended to our stockholders, only by the affirmative vote of 75% of our Board (or, if there are no Continuing Ryland Directors or Continuing Company Directors to fill a vacancy as described above, remaining directors (even if less than a quorum) or the sole remaining director of the Company).

Corporate Governance Guidelines. Subject to the Corporate Governance Bylaws, our Corporate Governance Guidelines provide a framework for our corporate governance structure and culture and cover topics including, director independence, selection and composition of the Board and its committees, director compensation and performance of the Board. The Nominating and Corporate Governance Committee is responsible for, among other matters, overseeing and reviewing the guidelines and reporting and recommending to the Board any changes thereto.

Our Corporate Governance Guidelines provide that the Chairman of the Board and Chief Executive Officer will be selected in the manner that the Board deems is in the best interest of the Company at a given point in time. The Board does not have a policy as to whether the roles of Chairman and Chief Executive Officer should be separate or combined and, if the roles are to be separate, whether the Chairman should be selected from the non-employee directors or be an employee. In connection with our merger, the Board decided to separate the roles of Chairman and Chief Executive. At that time, Scott D. Stowell, our pre-merger Chief Executive Officer, who has served as a director of the Company since 2012, was appointed to serve as Executive Chairman of the Board and Ryland's President and Chief Executive Officer, Larry T. Nicholson, was appointed to serve as our President and

Chief Executive Officer. Mr. Stowell has been re-appointed to serve as our Executive Chairman for 2017 and Mr. Nicholson will continue to serve as our President and Chief Executive Officer in 2017.

Our Corporate Governance Guidelines also provide that our Chairman will also serve as the Company's Lead Independent Director if the Chairman is independent. Since Mr. Stowell is also a member of the Company's management team, he is not independent. Our Corporate Governance Bylaws provide that for the three year period following October 1, 2015, William L. Jews, the former chairman of Ryland's Board of Directors and current member of the Company's Nominating and Corporate Governance Committee, will serve as our Lead Independent Director.

Our Executive Chairman, Mr. Stowell, and our Lead Independent Director, Mr. Jews, work together to establish the agenda for each meeting of the Board in consultation with the Chief Executive Officer and coordinate and develop the agenda for each executive session of the independent directors. Mr. Stowell convenes and chairs each meeting of the Board and Mr. Jews convenes and chairs each of the regular executive sessions of the independent directors. Mr. Jews coordinates feedback to the Executive Chairman and to the Chief Executive Officer on behalf of the independent directors regarding business issues and management. Mr. Jews reviews, and approves if appropriate, requests for approvals or waivers under the Company's Code of Business Conduct and Ethics with regard to proposed chief executive officer and director conduct. Mr. Stowell acts as the designated spokesperson for the Board when it is appropriate for the Board to comment publicly on a matter. In addition to Mr. Stowell and Mr. Jews, the chairman of each of the standing committees of our Board provides leadership to the Board within the area for which his committee is responsible.

Director Independence

Our Corporate Governance Guidelines provide that a majority of the members of the Board must meet the criteria for independence as required by the NYSE listing standards. As set forth in the Corporate Governance Guidelines, a director will be independent only if the Board determines, after consideration of all relevant facts and circumstances, that such director is a person who is free from any relationship that would interfere with the exercise of independent judgment as a member of the Board. In making that determination, the Board has adopted the categorical standards relating to director independence set forth in the NYSE listing standards. The Board has determined that each of its current members, except for Scott D. Stowell and Larry T. Nicholson, meet the aforementioned independence standards. Mr. Stowell and Mr. Nicholson do not meet the aforementioned independence standards because they serve as our Executive Chairman and Chief Executive Officer, respectively.

Communications with the Board

Stockholders and other interested parties may communicate with the Board, including the Lead Independent Director, by sending written communications to the attention of the Corporate Secretary at the address set forth on page 44. All such communications received by the Company are compiled by the Corporate Secretary and forwarded to the Chairman of the Board, Lead Independent Director, respective committee chairman, or other directors as appropriate.

Risk Oversight

The Audit Committee is responsible for overseeing the Company's guidelines and policies with respect to risk assessment and risk management. The Audit Committee includes a discussion with management of the potential risks and exposures the Company faces and the steps management is taking to identify and manage those risks on the agenda for at least two of its regularly scheduled meetings each year, and the committee and/or the full Board may also discuss risk issues with management at other times as they arise. In addition, the full Board takes responsibility for overseeing some larger areas of operational risk, such as significant land purchases and financings.

Code of Business Conduct and Ethics

The Company has adopted a Code of Business Conduct and Ethics that applies to all of the Company's employees, including its senior financial and executive officers, as well as the Company's directors. The Company will disclose any waivers of, or substantive amendments to, any provision of the Code of Business Conduct and

Ethics that applies to the Company’s directors and senior financial and executive officers on its website, www.calatlantichomes.com or in a current report on Form 8-K, as required.

In addition, the Company has adopted a whistleblower procedure pursuant to which employees and others have access to our Board and senior management to raise any concerns about unethical business practices and other Company related concerns confidentially.

Board Attendance; Executive Sessions

During 2016, the Board held four meetings. Each of the directors attended 100% of the total number of meetings of the Board and committees on which he or she then served. In addition, the Company’s non-management directors held formal quarterly meetings without the presence of management (executive sessions), as well as a number of additional informal meetings without the presence of management, from time to time, as determined necessary by the Lead Independent Director. We do not have a policy requiring our Directors to attend our annual meeting. The 2016 annual meeting of stockholders was attended by our Executive Chairman, Scott D. Stowell and Larry Nicholson.

Board Committees

Committee Leadership and Members: Our Board had standing Audit, Compensation, and Nominating and Corporate Governance Committees. The current membership of each committee is as follows:

Name	Audit	Compensation	Nominating and Corporate Governance
Bruce A. Choate	●	●	
Douglas C. Jacobs	●		
William L. Jews◆			●
David J. Matlin			●
Robert E. Mellor	●	●	
Norman J. Metcalfe	●	●	
Larry T. Nicholson+			
Peter Schoels		●	●
Scott D. Stowell★			
Charlotte St. Martin			●

 Chairman
  Member
 ◆ Lead Independent Director
 ★ Executive Chairman of the Board
 + Chief Executive Officer and President

Audit Committee: The Audit Committee, which held five meetings during 2016, represents the Board in discharging its responsibilities relating to the accounting, reporting, and financial practices of the Company and its subsidiaries and is also responsible for providing oversight to the Company’s risk management function. Under the Audit Committee’s charter, the committee is required to meet at least four times per year or more frequently as circumstances dictate. The Audit Committee has general responsibility for:

- overseeing the integrity of the Company’s accounting, auditing and financial reporting processes, the adequacy of the Company’s internal controls and the completeness and accuracy of the Company’s financial statements;
- reviewing with management and the Company’s independent auditor the Company’s annual financial statements and Annual Report on Form 10-K and quarterly financial statements and Quarterly Reports on Form 10-Q prior to filing with the SEC;
- appointing the Company’s independent auditor, reviewing its independence, effectiveness and significant relationships with the Company (if any), and approving the hiring by the Company of current and former employees of the independent auditor (if any);
- pre-approving all audit engagement fees and terms and all non-audit engagements with the Company’s independent auditor;

- approving major changes to the Company's internal auditing and accounting principles and practices;
- overseeing the Company's guidelines and policies with respect to risk assessment and risk management;
- establishing, reviewing and updating a code of ethical conduct and a whistleblower complaint procedure;
- reviewing legal compliance matters and the adequacy of the Company's disclosure controls and procedures;
- discussing the general types of information to be disclosed and presentation of the Company's earnings press releases and related presentations;
- reviewing annually the performance of the Committee and the contents of the Audit Committee charter; and
- performing any other actions that the Board deems appropriate.

The Audit Committee has been established in accordance with applicable SEC rules and regulations, and all the members of the Audit Committee are independent directors as independence for audit committee members is defined under the NYSE listing standards. In addition, the Board of Directors has determined that each member of the Audit Committee qualifies as an "audit committee financial expert" within the meaning of applicable SEC rules and regulations. The extensive background in accounting and finance and/or the management of accounting and finance professionals that each member of the Audit Committee possesses, as described more particularly under the heading "Nominees for Election", qualifies him as an audit committee financial expert.

Compensation Committee: The Compensation Committee, which held four meetings during 2016, represents the Board in discharging its responsibilities relating to the oversight of compensation paid to Company employees, directors and executives. All of the members of the Compensation Committee are independent directors as defined under the NYSE listing standards, Section 162(m) of the Internal Revenue Code and SEC Rule 16b-3.

Under the Compensation Committee's charter, the committee is required to meet at least four times per year or more frequently as circumstances dictate. The Compensation Committee has general responsibility for:

- establishing the Company's compensation philosophy, objectives and policies;
- reviewing, establishing and approving compensation programs and levels of compensation for the Company's directors and executive officers, including equity-based compensation awards;
- administration of stock incentive plans (including the selection of employees to receive awards and the determination of the amount and the terms and conditions of such awards);
- annually reviewing and appraising the performance of the Company's Chief Executive Officer and Executive Chairman and providing developmental feedback to the Chief Executive Officer and Executive Chairman and, when appropriate, to other executive officers of the Company;
- making recommendations to the Board on management succession relating to the Chief Executive Officer and Executive Chairman and other executive officer positions; and
- establishing, and reviewing compliance with, director and executive officer stock ownership guidelines.

In determining executive compensation, the Compensation Committee may take into consideration the research and recommendations provided by compensation consultants and other advisors engaged directly by the committee, as well as recommendations made by the Company's Chief Executive Officer and Executive Chairman. This process is described in greater detail in the "Compensation Discussion and Analysis" section of this proxy statement. The Compensation Committee generally does not delegate authority granted the committee by its charter.

Nominating and Corporate Governance Committee: The Nominating and Corporate Governance Committee held two meetings during 2016. All of the members of the committee are independent directors as defined under the NYSE listing standards. The Nominating and Corporate Governance Committee's charter requires that the committee meet at least once per year or more frequently as circumstances dictate, and that it has general responsibility for:

- recommending the slate of directors to be nominated by the Board for election at the annual meeting of stockholders and reviewing and recommending candidates to fill vacancies on the Board;
- recommending to the Board the composition of board committees;
- overseeing and reviewing the Company's Corporate Governance Guidelines;
- monitoring a process to assess the effectiveness of the Board; and
- considering recommendations for directors submitted by stockholders as well as considering properly submitted stockholder proposals, including proposals that nominate candidates for membership on the Board.

Director Identification, Qualification and Nominating Procedures

Subject to the requirements set forth in the Corporate Governance Bylaws, the Nominating and Corporate Governance Committee utilizes a variety of methods for identifying director nominees, including considering potential director candidates who come to the committee's attention through current officers, directors, professional search firms, stockholders or other persons. The Committee seeks to include diverse candidates in the pool from which new Board nominees are chosen, and will expand search parameters to non-traditional environments (including government, academia and non-profit organizations) for new candidates. In addition, pursuant to the terms of the Stockholders Agreement (described in more detail below under the heading "Certain Relationships and Related Transactions; Transactions with Related Persons") between the Company and MatlinPatterson, the Company's largest stockholder, MatlinPatterson is entitled to designate up to two directors as nominees for Board of Directors membership as long as it holds at least 20% of the voting power of the Shares and one director as long as it holds at least 10% of the voting power of the Shares. MatlinPatterson currently holds in excess of 20% of the voting power of the Shares. The Nominating and Corporate Governance Committee is required to nominate each such person designated by MatlinPatterson if the committee determines that such nominees possess the characteristics required by the Company's governance standards, provided, that, the committee is not obligated to nominate any MatlinPatterson nominee if such nominee is an officer or director of:

- any company that competes to any significant extent with the business of the Company or its subsidiaries in the geographic areas in which they operate;
- another company that has a class of equity securities registered with the SEC and that is engaged in substantial homebuilding or land development activities within the United States; or
- a company that does not have a class of equity securities registered with the SEC and that has annual revenues of more than \$200 million (in its most recently completed fiscal year) from homebuilding and land development activities within the United States.

Once a potential nominee has been identified, the Nominating and Corporate Governance Committee evaluates whether the nominee has the appropriate skills and characteristics required to become a director in light of the then current make-up of the Board. This assessment includes an evaluation of the nominee's judgment and skills (depth of understanding of the Company's industry, financial sophistication, leadership, objectivity, and other factors deemed appropriate by the committee) and the diversity of the nominee's background and experience (which includes, but is not limited to, gender, race, ethnicity, sexual orientation, gender identity, culture and geography), all in the context of the perceived needs of the Board of Directors at that point in time.

In addition to the foregoing, the Company's Corporate Governance Guidelines provide that each member of the Board of Directors should have the following minimum qualifications:

- the highest character and integrity;
- an ability and desire to make independent and thoughtful analytical inquiries;

- meaningful experience at a strategy/policy setting level;
- outstanding ability to work well with others;
- sufficient time available to carry out the significant responsibilities of a member of the Board of Directors; and
- freedom from any conflict of interest (other than Board members serving pursuant to an agreement between the Company and any stockholder or the employment by the Company in the case of an inside director) that would interfere with his or her independent judgment and proper performance of responsibilities as a member of the Board of Directors.

If a stockholder believes that he or she has identified an appropriate candidate willing to serve on the Company's Board of Directors, that stockholder may submit the recommendation for consideration to the Nominating and Corporate Governance Committee to the attention of the Corporate Secretary at the address set forth on page 44. The Nominating and Corporate Governance Committee will review properly submitted stockholder recommendations in the same manner as it evaluates all other nominees.

In addition, the Company's bylaws provide that nominations for the election of directors may be made by any stockholder entitled to vote in the election of directors; provided, however, that a stockholder may nominate a person for election as a director at an annual meeting of the stockholders only if written notice of such stockholder's intent to make such nomination has been given to the Company's Corporate Secretary at the Company's principal executive offices not later than the close of business on the 90th day prior to the first anniversary of the preceding year's annual meeting nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting or, if the date of the annual meeting is more than 30 days before or more than 70 days after such anniversary date, or if no annual meeting was held in the preceding year, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 7th day following the first public announcement of the date of such meeting or, in the case of a special meeting, not later than the close of business on the later of the 60th day prior to such special meeting or the 7th day following the first public announcement of the date of such meeting. Each such notice shall set forth:

(i) as to each person whom the stockholder proposes to nominate for election or re-election as a director: (a) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Regulation 14A under the Securities Exchange Act of 1934 (the "Exchange Act"), and (b) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected; provided, however, that, in addition to the information required in the stockholder's notice the Company may require each such person to furnish such other information as may reasonably be required by the Company to determine the eligibility of such person to serve as a director of the Company, including information relevant to a determination whether such person can be considered an independent director;

(ii) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made: (a) the name and address, as they appear on the Company's books, of the stockholder who intends to make the nomination and the name and address of such beneficial owner, (b) the class and number of shares of the Company that are owned of record by each of such stockholder and such beneficial owner as of the date of the notice, and the stockholder's agreement to notify the Company in writing within five business days after the record date for such meeting of the class and number of shares of the Company owned of record by each of the stockholder and such beneficial owner as of the record date for the meeting, and (c) a representation that the stockholder intends to appear in person or by proxy at the meeting and nominate the person or persons specified in the notice; and

(iii) as to the stockholder giving the notice or, if the notice is given on behalf of a beneficial owner on whose behalf the nomination is made, as to such beneficial owner, and if such stockholder or beneficial owner is an entity, as to each control person thereof: (a) the class and number of shares of the Company that are beneficially owned by such stockholder or beneficial owner and by any control person as of the date of the notice, and the stockholder's agreement to notify the Company in writing within five business days after the record date for such meeting of the class and number of shares of the Company beneficially owned by such stockholder or beneficial owner and by any control person as of the record date for the meeting, (b) a description of any agreement, arrangement, or understanding with respect to the nomination between or among the stockholder, beneficial owner or control person

and any other person or persons (naming such person or persons), including without limitation any agreements that would be required to be disclosed pursuant to Item 5 or Item 6 of Exchange Act Schedule 13D (regardless of whether the requirement to file a Schedule 13D is applicable) and the stockholder's agreement to notify the Company in writing within five business days after the record date for such meeting of any such agreement, arrangement or understanding in effect as of the record date for the meeting, (c) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder, beneficial owner or control person, the effect or intent of which is to mitigate loss, manage risk or benefit from changes in the share price of any class of the Company's capital stock, or maintain, increase or decrease the voting power of the stockholder, beneficial owner or control person with respect to shares of stock of the Company, and the stockholder's agreement to notify the Company in writing within five business days after the record date for such meeting of any such agreement, arrangement or understanding in effect as of the record date for the meeting, and (d) a representation whether such stockholder or beneficial owner, if any, intends or is part of a group that intends to solicit proxies from stockholders in support of such nomination. In addition, the stockholder intending to make such nomination shall promptly provide any other information reasonably requested by the Company.

Certain Relationships and Related Transactions; Transactions with Related Persons

Our Code of Business Conduct and Ethics and our written Employment of Relatives Policy govern transactions between the Company and our directors, executive officers, and their immediate family members. The Code of Business Conduct and Ethics provides that no director, executive officer, or any of their immediate family members may, directly or indirectly, sell, buy, lease, or otherwise provide or receive any goods, property or services from the Company without obtaining the pre-approval required by the code. Our Employment of Relatives Policy provides that the approval of our Lead Independent Director must be obtained prior to the Company or any subsidiary hiring, transferring or promoting a relative of a director or the chief executive officer, and the approval of the chief executive officer must be obtained in the case of any other executive officer. These policies do not set forth any categorical standards that must be followed when determining whether to grant or deny approval. Rather, we rely on the good judgment and common sense of the required approver, the Lead Independent Director in the case of approvals relating to the other directors and the chief executive officer, and the chief executive officer in the case of approvals related to the Company's other officers, to determine whether the proposed transaction is consistent with the principles underlying our policies.

While the Company does not have a general policy regarding transactions between the Company and beneficial owners of five percent or more of the Shares, the terms of the Stockholders Agreement between the Company and MatlinPatterson (owner of approximately 37% of the voting power of the Shares as of the Record Date) provides a framework pursuant to which the Company's transactions with MatlinPatterson will be analyzed. The Stockholders Agreement provides that transactions with MatlinPatterson or its affiliates (other than certain acquisitions of the Company's capital stock that require the approval of the Company's stockholders) are required to be pre-approved by a majority of the non-management, non-MatlinPatterson, independent members of the Board of Directors.

To our knowledge, during 2016 and through the date of this proxy statement there were no transactions between the Company and any of our directors, executive officers, five percent or greater beneficial owners of Shares, or any of the immediate family members of any of the foregoing persons that would be required to be reported in this proxy statement.

Access to Corporate Governance Documentation and Other Information Available on Our Website

The Company's Corporate Governance Guidelines, Code of Business Conduct and Ethics, and the charters for each of the Audit, Compensation, and Nominating and Corporate Governance Committees are accessible via the Company's website at www.calatlantichomes.com.

DIRECTOR COMPENSATION

Annually, the Compensation Committee reviews the Company's non-management director compensation program with the goal of maintaining a program that comports with market norms and that aligns the interests of non-management directors with those of stockholders. This review includes an examination of publicly available information regarding compensation paid to non-management directors at the other publicly traded homebuilders and general industry participants in a peer group examined by the Compensation Committee (D.R. Horton Inc., KB Home, Lennar Corporation, M.D.C. Holdings, Inc., Meritage Homes Corporation, NVR, Inc., Pulte Group, Inc., Toll Brothers, Inc., Masco Corporation, Mohawk Industries Inc., Owens Corning, and USG Corporation), a review of general industry director compensation information and, from time to time, a discussion with an outside compensation consultant.

In 2016, each non-management director was eligible to receive total annual compensation valued at \$230,000, consisting of a cash retainer of \$100,000 and quarterly grants of common stock with an annual value of \$130,000. The Compensation Committee believes the total amount of compensation is consistent with market norms and that the mix between cash and stock strikes the appropriate balance between providing non-management directors with a significant portion of their compensation in stock to better align their interests with our other stockholders, while providing them sufficient cash to fund income taxes associated with their receipt of the stock.

The annual cash retainer is paid in four equal installments on February 15, May 15, August 15 and November 15. The stock grant is paid in quarterly installments in shares of Common Stock that are valued at the closing price of Common Stock on each of March 31, June 30, September 30 and December 31. The stock is fully vested on the date of grant. As a reflection of a greater workload, our Lead Independent Director receives an additional \$125,000 annual cash retainer and our Audit and Compensation Committee Chairman each receive an additional \$20,000 annual cash retainer, payable quarterly in the same manner and at the same time as the general cash retainer paid to all non-management directors.

2016 Non-Employee Director Compensation

Name	Fees Earned or Paid in Cash(\$)	Stock Awards (\$)(2)	Total(\$)
Bruce A. Choate	\$ 100,000	\$ 130,000	\$ 230,000
Douglas C. Jacobs	\$ 100,000	\$ 130,000	\$ 230,000
William L. Jews	\$ 225,000	\$ 130,000	\$ 355,000
David J. Matlin (1)	\$ —	\$ —	\$ —
Robert E. Mellor	\$ 120,000	\$ 130,000	\$ 250,000
Norman J. Metcalfe (3)	\$ 120,000	\$ 130,000	\$ 250,000
Peter Schoels (1)	\$ —	\$ —	\$ —
Charlotte St. Martin (3)	\$ 100,000	\$ 130,000	\$ 230,000

- (1) Mr. Matlin and Mr. Schoels have elected to decline all compensation that they would otherwise be entitled to receive as members of the Board.
- (2) Each non-employee director was entitled to receive an aggregate of \$130,000 of our Common Stock, issued in four quarterly installments of \$32,500. The actual number of shares issued to each non-employee director is determined by dividing \$32,500 by the closing price of our Common Stock as of the last day of each quarter. For 2016, Mr. Choate, Mr. Jacobs, Mr. Jews, Mr. Mellor, Mr. Metcalfe and Ms. St. Martin each received an aggregate of 3,785 shares of Company Common Stock.
- (3) Mr. Metcalfe and Ms. St. Martin contributed their 3,785 shares of common stock grants (described in footnote (2) above) into the Company's Nonqualified Deferred Compensation Plan.

Non-Employee Director Stock Ownership Guidelines

The Company has adopted Non-Employee Director Stock Ownership Guidelines for the purpose of further aligning the interests and actions of our directors with the interests of our other stockholders. Each non-employee member of the Company's Board of Directors (other than directors who are employees of any of our 10% or greater stockholders or their affiliates who are not subject to these guidelines) is required to hold a number of shares equal to three times the annual cash retainer paid to the director and is required to reach full compliance with these guidelines within five years of the date the director becomes subject to them. As of December 31, 2016, each of our directors was in compliance with the guidelines.

NOMINEES FOR ELECTION

Following is biographical information about each director nominee and reasons why the Nominating and Governance Committee and the Board determined that each of the director nominees are qualified to serve on the Board.

Bruce A. Choate

Age: 69

Year in which First Elected a Director: 2007

Current Committees: Member of the Audit and Compensation Committees

Principal Occupation and Other Public Company Directorships for Five Prior Years and Other Information:

Since December 2002, Mr. Choate has served as Director of Watson Land Company, a privately-held real estate investment trust ("REIT") located in Carson, California and from December 2002 until March 2017, served as its Chief Executive Officer. Mr. Choate also served as President of Watson Land Company from December 2002 through the third quarter of 2015. Prior to December 2002, Mr. Choate served since 1991 as Watson Land Company's Chief Financial Officer. Mr. Choate also served on the Board of Directors for AvalonBay Communities, Inc., a publically traded apartment REIT, where he chaired the audit committee and was a member of AvalonBay's investment and finance committee and its nominating and corporate governance committee until May 2015. Mr. Choate's extensive background in the real estate industry, including his extensive real estate related accounting and financial expertise, are skills critical to his roles on our Audit and Compensation Committees and led to our Board's conclusion to nominate Mr. Choate for re-election.

Douglas C. Jacobs

Age: 76

Year in which First Elected a Director: 1998

Current Committees: Member of the Audit Committee

Principal Occupation and Other Public Company Directorships for Five Prior Years and Other Information:

Since 2015, Mr. Jacobs has served as Chief Financial Officer and Treasurer of Brownstone Services LLC and several other private companies owned by the beneficiary of a marital trust since July 2015. From January 2006 to June 2015, Mr. Jacobs served as Executive Vice President - Finance and Chief Financial Officer of Brooklyn NY Holdings LLC, a privately held investment advisory company established to manage the assets of a family trust. Prior to that, Mr. Jacobs served as Executive Vice President – Finance, Chief Financial Officer and treasurer of the Cleveland Browns from March 2001 to December 2005. Prior to that Mr. Jacobs, among other things, served as a partner of the accounting firm, Arthur Andersen, LLP. Mr. Jacobs is also a Director of Stoneridge, Inc., a designer and manufacturer of electronic systems for motor vehicles, a member of its compensation committee and Chairman of its audit committee and is a Director of M/G Transport Services LLC, a barge line and inland waterways carrier. Mr. Jacobs' extensive background in accounting and finance, qualify him as an "audit committee financial expert" within the meaning of applicable SEC regulations, which is critical to his role on our Audit Committee and led to our Board's conclusion to nominate Mr. Jacobs for re-election.

William L. Jews

Age: 65

Year in which First Elected a Director: 2015

Current Committees: Lead Independent Director and a member of the Nominating and Corporate Governance Committee

Principal Occupation and Other Public Company Directorships for Five Prior Years and Other Information: Mr. Jews served as a member of the Board of Directors of The Ryland Group, Inc. from 1995 until October 2015, including as Chairman of the Board and Lead Independent Director. He is also a director of Choice Hotels International, Inc., CACI International Inc., and KCI Technologies Inc. He served as President and Chief Executive Officer of CareFirst Blue Cross Blue Shield until 2006 and was instrumental in the expansion and growth of this successful and complex health insurance company in Maryland, Washington D.C., Virginia and Delaware, generating over \$6 billion in annual revenue during a time of business, market and regulatory challenge. He previously served as a Director for a nationally recognized leader in credit related services, MBNA Corporation. He has also served on the Boards of Ecolabs Corp., Camden Learning Corporation and Bank of America. His experience on various boards provides Mr. Jews with a broad range of experience and knowledge which is relevant to his current role as the Company's Lead Independent Director and led to our Board's conclusion to nominate Mr. Jews for election.

David J. Matlin

Age: 55

Year in which First Elected a Director: 2008

Current Committees: Chairman of the Nominating and Corporate Governance Committee

Principal Occupation and Other Public Company Directorships for Five Prior Years and Other Information: Mr. Matlin has served as Chief Executive Officer of MatlinPatterson Global Advisors LLC, a private equity firm since 2002. Prior to July 2002, Mr. Matlin was a Managing Director at Credit Suisse First Boston ("CSFB") and head of their Distressed Securities Group since its formation in 1994. Prior to joining CSFB, Mr. Matlin was Managing Director of distressed securities and a founding partner of Merrion Group, L.P. Mr. Matlin serves as a Director of Flagstar Bank FSB, a federally chartered savings bank and Flagstar Bancorp, Inc., a savings and loan holding company (NYSE: FBC) since 2009. Mr. Matlin also serves as a Director of Orthosensor, Inc., a medical device manufacturer. Mr. Matlin was identified by, and serves as a member of Board pursuant to the terms of the Stockholders Agreement between the Company and its largest Stockholder, MatlinPatterson. In addition, the Board believes that Mr. Matlin's extensive financial expertise makes it appropriate to nominate him for re-election to our Board.

Robert E. Mellor

Age: 73

Year in which First Elected a Director: 2015

Current Committees: Chairman of the Compensation Committee and a member of the Audit Committee

Principal Occupation and Other Public Company Directorships for Five Prior Years and Other Information: Mr. Mellor served as a member of the Board of Directors of The Ryland Group, Inc. from 1999 until October 2016. He currently serves as Chairman of the Board of Directors of Coeur Mining, Inc. and as Lead Director of Monro Muffler Brake, Inc. Until December 2015, Mr. Mellor was also a Director of Stock Building Supply, Inc. Until 2010, Mr. Mellor served as Chairman and CEO of Building Materials Holding Corporation, a corporation that was a key supplier of labor and materials to the homebuilding industry. As a result, Mr. Mellor has a significant understanding of the Company's core homebuilding business. Mr. Mellor previously was of counsel with the leading national law firm of Gibson, Dunn & Crutcher, LLP and, therefore, has a valuable knowledge and understanding of the legal issues and regulatory complexities that the Company must address as a publicly traded homebuilder. As the Chairman of the Board and Lead Director of two well recognized companies, he provides expertise to our Board in the ever-changing landscape of corporate governance and strategic planning, which led to our Board's conclusion to nominate Mr. Mellor for election.

Norman J. Metcalfe

Age: 74

Year in which First Elected a Director: 2015

Current Committees: Chairman of the Audit Committee and a member of the Compensation Committee

Principal Occupation and Other Public Company Directorships for Five Prior Years and Other Information: Mr. Metcalfe served as a member of the Board of Directors of The Ryland Group, Inc. from 2000 until October 2015. Mr. Metcalfe has an extensive background in real estate development and homebuilding. He currently serves as Chairman of the Board of Directors of The Tejon Ranch Company, a diversified real estate development and agribusiness company located in Southern California. He previously was Vice Chairman and Chief Financial Officer of The Irvine Company, one of the nation's largest real estate and community development companies. Prior to The Irvine Company, Mr. Metcalfe spent over 20 years in various real estate, corporate finance and investment positions with the Kaufman and Broad/SunAmerica family of companies. These positions included President and Chief Investment Officer of SunAmerica Investments and member of the Board of Directors and Chief Financial Officer of Kaufman and Broad Home Corporation (currently known as KB Home). Mr. Metcalfe brings a wealth of knowledge of our core homebuilding business and his extensive financial expertise qualifies him as a qualify him as an "audit committee financial expert" within the meaning of applicable SEC regulations, which is critical to his role as the Chairman of our Audit Committee. All of these strengths informed our Board's conclusion to nominate Mr. Metcalfe for election to our Board.

Larry T. Nicholson

Age: 59

Year in which First Elected a Director: 2015

Principal Occupation and Other Public Company Directorships for Five Prior Years and Other Information: Mr. Nicholson has served as President and Chief Executive Officer of the Company since October 2015. Prior to our October 1, 2015 merger with The Ryland Group, Inc., Mr. Nicholson served Ryland in various roles since joining Ryland in 1996, including as Director, President and Chief Executive Officer from June 2009 until 2015, Executive Vice President and Chief Operating Officer from 2007 until 2008, President of the Southeast Region from 2005 until 2007, and President of the Orlando Division until 2005. Throughout his working career, Mr. Nicholson has held a wide variety of positions within the homebuilding industry. His role on the Board is essential to linking the operational and strategic decisions necessary to continue our Company's success, which led to the Board's conclusion to nominate Mr. Nicholson for election.

Peter Schoels

Age: 43

Year in which First Elected a Director: 2009

Current Committees: Member of the Compensation Committee and Nominating and Corporate Governance Committee

Principal Occupation and Other Public Company Directorships for Five Prior Years and Other Information: Mr. Schoels has served as the Managing Partner of MatlinPatterson Global Advisers LLC, a private equity firm, since July 2002. Prior to July 2002, Mr. Schoels was a member of Credit Suisse First Boston's Distressed Group which he joined in 2001. He has made investments in North America, Latin America, Europe and the CIS. Before joining CSFB, Mr. Schoels was Director of Finance and Strategy for Tradeledger and KnowledgePlatform, both subsidiaries of Itim Group Plc (2000-2001). Previously, he was Manager of Mergers and Acquisitions for Ispat International NV (now Mittal Steel), specializing in buying distressed steel assets in emerging markets (1998-2000). Mr. Schoels was identified by, and serves as a member of our Board pursuant to the terms of the Stockholders Agreement between the Company and its largest stockholder, MatlinPatterson. In addition, the Board believes that Mr. Schoels' financial expertise and significant experience in acquiring businesses makes it appropriate to nominate him for re-election to our Board.

Scott D. Stowell

Age: 59

Year in which First Elected a Director: 2012

Principal Occupation and Other Public Company Directorships for Five Prior Years and Other Information: Mr. Stowell has served as Executive Chairman of the Board of Directors of the Company since October 2015. Prior to that, Mr. Stowell served as our Chief Executive Officer from January 2012 and as President since March 2011. Mr. Stowell also served as Chief Operating Officer from May 2007 to March 2011, President of our Southern California Region from September 2002 to May 2007 and President of our Orange County division from April 1996 to September 2002. Mr. Stowell is also a Director of Pacific Mutual Holding Company, the ultimate parent company of Pacific Life Insurance Company. The Board believes that Mr. Stowell's homebuilding expertise and thirty years of experience with the Company allow him to provide critical leadership to the Company as we work to complete the integration of our October 2015 merger with The Ryland Group, Inc.

Charlotte St. Martin

Age: 71

Year in which First Elected a Director: 2015

Current Committees: Member of the Nominating and Corporate Governance Committee

Principal Occupation for Five Prior Years and Other Information: Ms. St. Martin served as a member of the Board of Directors of The Ryland Group, Inc. from 1996 until October 2015. Since April 2015, Ms. St. Martin has served as President of The Broadway League, the national trade association representing commercial theatre in the United States. Prior to that she was the Executive Director of The Broadway League since 2006. Prior to The Broadway League, Ms. St. Martin was Executive Vice President of Loews Hotels until 2005. Ms. St. Martin brings valuable insight and knowledge from her prior experience managing the operations and marketing of Loews Hotels, a national hotel brand that operates in similar markets to the Company. As an executive with Loews Hotels, she was involved with the critical elements necessary for the operational success of Loews' principal resort properties and hotels. Prior to her position as a senior executive with Loews in New York, she was President and Chief Executive Officer of a 1,600 room Loews Hotel which employed 2,000 people. Ms. St. Martin has served on the Boards of Gibson Greetings, Inc. and Metropolitan Bank. Given her extensive managerial experience and knowledge of the markets in which we operate, Ms. St. Martin provides valuable input into the deliberations and decisions of our Board of Directors, which led to the Board's conclusion to nominate Ms. St. Martin for election.

PROPOSAL NO. 1 ELECTION OF DIRECTORS

Our bylaws provide that for the three year period beginning October 1, 2015, which is the date of the closing of the merger transaction between us and The Ryland Group, Inc., our Board of Directors (the "**Board**") will consist of a single class of ten members elected annually, of which five director nominees will be selected by the persons (or their successors) who were directors of the Company immediately prior to and following the closing of the merger (collectively, the "**Continuing Company Directors**"), and of which five director nominees will be selected by the former Ryland directors (or their successors) who were directors of the Company immediately following the closing of the merger (collectively, the "**Continuing Ryland Directors**"). Each such nomination is subject to approval by at least a majority of the Board, which approval may not be withheld if the candidate is qualified and such approval is otherwise consistent with the Board's fiduciary duties.

In addition, pursuant to the terms of the Amended and Restated Stockholders Agreement (the "**Stockholders Agreement**") between us and MP CA Homes, LLC ("**MatlinPatterson**"), for so long as MatlinPatterson owns at least 20% of our voting power it will have the right to designate two directors as nominees for Board membership. If MatlinPatterson owns less than 20% but at least 10% of our voting power, MatlinPatterson will be entitled to designate one director as a nominee for Board membership. We are (subject to certain exceptions discussed on page 8 of this proxy statement) required to nominate each director designated by MatlinPatterson, if the Nominating and Corporate Governance Committee determines that such nominees possess the characteristics required by the Company's governance standards, and to have the Board recommend that stockholders vote for the election of each designated director. MatlinPatterson currently holds in excess of 20% of our voting power and is therefore entitled to designate two director candidates. MatlinPatterson has designated two persons, current Board members David J. Matlin and Peter Schoels, as director nominees.

Our nominating and corporate governance committee has unanimously recommended current directors Bruce A. Choate, Douglas C. Jacobs, William L. Jews, David J. Matlin, Robert E. Mellor, Norman J. Metcalfe, Larry T. Nicholson, Peter Schoels, Scott D. Stowell and Charlotte St. Martin for nomination for Board membership. Consistent with the advice of the Nominating and Corporate Governance Committee, the Board has unanimously approved each of these selections and has nominated each such person to stand for election at the Annual Meeting. If elected, each nominee will serve until the 2018 annual meeting of stockholders or until the election and qualification of his or her respective successor.

The qualifications of each director nominee are described above under the heading "Nominees for Election."

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE ELECTION OF EACH OF THE TEN NOMINEES NAMED IN THIS PROXY STATEMENT FOR DIRECTOR.

Assuming the presence of a quorum, the ten directors that receive the most "For" votes will be elected at the Annual Meeting. Broker non-votes will have no effect on the election of directors because such election is by a plurality vote. Unless instructed otherwise in the proxy, the persons named on the enclosed proxy card will vote all proxies received by them *for* the election of the ten nominees identified below. The Board does not contemplate that any of its proposed nominees will become unavailable for any reason, but if such unavailability should occur before the Annual Meeting, proxies will be voted for another nominee selected by the Board.

AUDIT COMMITTEE REPORT

To: The Board of Directors

The Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors. The Company's management has the primary responsibility for the financial statements, for maintaining effective internal control over financial reporting, and for assessing the effectiveness of internal control over financial reporting. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited consolidated financial statements in the Annual Report on Form 10-K with Company management, including a discussion of the quality, not just the acceptability, of the accounting principles; the reasonableness of significant judgments; and the clarity of disclosures in the financial statements.

The Audit Committee reviewed with the independent registered public accounting firm, which is responsible for expressing an opinion on the conformity of those audited consolidated financial statements with U.S. generally accepted accounting principles, its judgments as to the quality, not just the acceptability, of the Company's accounting principles and such other matters it is required to discuss with the independent registered public accounting firm by Statement on Accounting Standards No. 1301, as amended, "Communication with Audit Committees," other standards of the Public Company Accounting Oversight Board (United States), rules of the Securities and Exchange Commission, and other applicable regulations. In addition, the Audit Committee has discussed with the independent registered public accounting firm the firm's independence from Company management and the Company and received the written disclosures and letter from the firm required by applicable requirements of the Public Company Accounting Oversight Board and considered the compatibility of non-audit services with the independent registered public accounting firm's independence.

The Audit Committee also reviewed and discussed management's report on its assessment of the effectiveness of the Company's internal control over financial reporting and the independent registered public accounting firm's report on management's assessment and the effectiveness of the Company's internal control over financial reporting.

The Audit Committee discussed with the Company's internal auditors and independent registered public accounting firm the overall scope and plans for their respective audits. The Audit Committee meets with the independent registered public accounting firm, with and without management present, to discuss the results of its examinations; its evaluations of the Company's internal controls, including internal control over financial reporting; and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements and management's assessment of the effectiveness of the Company's internal control over financial reporting be included in the Annual Report on Form 10-K for the year ended December 31, 2016.

Audit Committee

Norman J. Metcalfe (Chairman)

Bruce A. Choate

Douglas C. Jacobs

Robert E. Mellor

The foregoing Report of the Audit Committee does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any Company filing under the Securities Act of 1933, as amended (the "Securities Act") or the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent the Company specifically incorporates this report.

INFORMATION CONCERNING AUDITOR

Ernst & Young LLP was retained to audit the Company's consolidated financial statements for 2016 and to provide various other services to the Company and its subsidiaries. In addition, as part of its annual process, the Audit Committee has appointed Ernst & Young as the Company's auditor for fiscal year 2017. Representatives of Ernst & Young are expected to be present at the 2017 Annual Meeting and they will be given an opportunity to make a statement if they desire to do so and are expected to be available to respond to any appropriate questions from stockholders.

Audit Fees and All Other Fees

The following table sets forth the fees paid or accrued by the Company for the audit and other services provided by Ernst & Young for fiscal years ended December 31, 2016 and 2015.

	Fiscal Year Ended December 31,	
	2016	2015
Audit Fees (1)	\$ 2,101,784	\$ 2,075,241
Audit-Related Fees	—	—
Tax Fees (2)	832,448	233,082
All Other Fees (3)	1,995	1,995
Total (4)	<u>\$ 2,936,227</u>	<u>\$ 2,310,318</u>

(1) Includes fees and expenses related to fiscal year audits and interim reviews of the Company and its financial services subsidiary, CalAtlantic Mortgage, Inc., services rendered related to consents and comfort letters provided in connection with securities offerings, and fees incurred in connection with auditing the Company's internal control over financial reporting.

(2) Includes fees related to research with respect to various tax issues.

(3) Consists primarily of fees to assist with diligence relating to potential acquisitions. Also includes fees related to an online subscription to Ernst & Young's internal accounting literature database.

(4) All fees listed above were approved by the Audit Committee.

Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services

The Audit Committee is responsible for pre-approving all audit and permissible non-audit services provided by the independent auditor. For audit services, each year the independent auditor provides the Audit Committee with an engagement letter outlining the scope of the audit and review services proposed to be performed during the year and the cost for performing such services, which must be formally approved by the Audit Committee before such services commence.

Each year, management submits to the Audit Committee a list of audit-related and non-audit services with respect to which the independent auditor may be engaged. When assessing whether it is appropriate to engage the independent auditor to perform such services, the Audit Committee considers, among other things, whether such services are consistent with the auditor's independence. For those services approved by the Audit Committee, the committee also establishes an aggregate cap on fees associated with such services. In addition, at each regular meeting of the Audit Committee management reports to the committee details of audit related and non-audit related services that were rendered by the independent auditor since the prior meeting.

In order to expedite the handling of unexpected matters, the Audit Committee has authorized its Chairman to approve audit and non-audit services that do not fall within the pre-approved list. If the Chairman approves such services, he reports the action taken to the committee at its next regular meeting. All audit, audit-related and permissible non-audit services provided by the Company's independent auditors to the Company for the fiscal year ended December 31, 2016 were approved or pre-approved in accordance with the foregoing policy. In addition, the Audit Committee considered the provision of the services listed in the table above by Ernst & Young and determined that the provision of such services was compatible with maintaining the independence of Ernst & Young.

PROPOSAL NO. 2 RATIFICATION OF AUDITOR

The Audit Committee has appointed Ernst & Young LLP as the Company's independent registered public accounting firm for 2017.

Background on Proposal

Stockholder ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2017 is not required. However, the Board and the Audit Committee are submitting the matter to stockholders for ratification as a matter of good corporate practice.

THE BOARD AND THE AUDIT COMMITTEE RECOMMEND THAT STOCKHOLDERS VOTE FOR RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.

Effects of Advisory Vote

Assuming the presence of a quorum at our annual meeting of stockholders, under our bylaws, the affirmative vote of a majority of the shares present in person or by proxy and entitled to vote on the proposal is necessary for its approval. As a result, abstentions will have the effect of votes against the proposal, whereas broker non-votes will have no effect on the outcome of the vote. Unless instructed otherwise in the proxy, the persons named in the accompanying form of proxy will vote all proxies *for* the proposal. Because the vote on this proposal is advisory in nature, it will not be binding on the Board. However, if stockholders fail to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2017, the Audit Committee will consider the appointment of another independent registered public accounting firm. Even if the selection of Ernst & Young LLP is ratified, the Audit Committee may terminate the appointment of Ernst & Young LLP as our independent registered public accounting firm without the approval of stockholders whenever the Audit Committee deems such termination appropriate.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors has reviewed and discussed with management the contents of the "Compensation Discussion and Analysis" section below. Based on this review and discussion, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

Compensation Committee
Robert E. Mellor (Chairman)
Bruce A. Choate
Norman J. Metcalfe
Peter Schoels

The foregoing Report of the Compensation Committee does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any Company filing under the Securities Act or the Exchange Act, except to the extent the Company specifically incorporates this report.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Robert E. Mellor (Chairman), Bruce A. Choate, Norman J. Metcalfe and Peter Schoels all served as members of the Compensation Committee during 2016. There are no Compensation Committee interlocks between the Company and other entities involving the Company's executive officers and directors.

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Philosophy and Objectives

The objective of our executive compensation program is to attract, motivate, retain and reward key executives, support our business strategy through a "pay for performance" philosophy tied to individual and overall company results, and align the long-term interests of our executives with those of our other stockholders.

Consistent with these objectives, the Committee has developed a compensation program for executive officers, including the Company's named executive officers, predicated on the following core principles:

- The overall level of total compensation for executives should be reasonable and competitive with the compensation paid to similarly situated peer executives, subject to variation for factors such as the individual's ability, experience, performance, duties, responsibilities, prior contributions and future potential contributions to the Company.
- Annual incentive opportunities should represent a significant portion of total possible compensation for executives and should provide for variations in performance.
- A significant portion of total possible compensation should be paid in the form of long term equity incentives (restricted stock and/or performance shares) thereby enhancing the executive's financial interest in the creation of long-term stockholder value and aligning the interests of our executives with those of our stockholders.

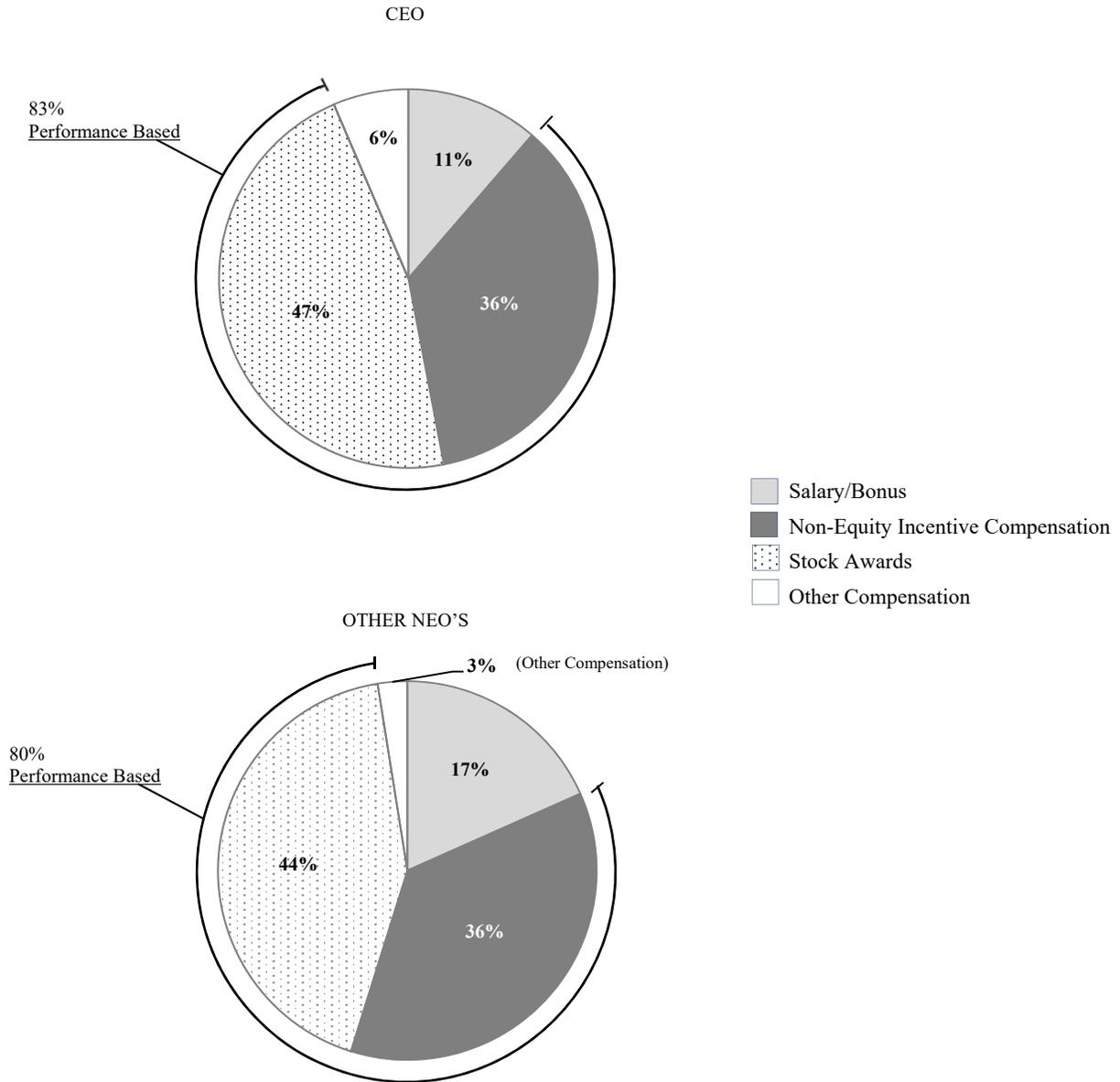
Our Best Practices

Our compensation program incorporates the following best practices:

<u>WE DO</u>	<u>WE DO NOT</u>
✓ The majority of our compensation is performance-based, earned based upon the achievement of multiple corporate performance measures designed to enhance stockholder value, and the total amount of compensation that may be earned is capped.	✗ We do not provide perquisite programs for our executives that are not generally available to other management level employees.
✓ Incentive compensation earned by our executives is subject to claw-back provisions in certain instances where compensation is based in whole or in part on reported financial results that are subsequently modified as a result of a restatement and the executive has engaged in misconduct.	✗ We do not provide tax-gross ups on perquisites to our executives.
✓ Following a change-in-control, post termination cash benefits are not payable unless an executive's employment is terminated ("double trigger").	✗ We do not permit our executives to hedge the economic risk of owning Company stock.
✓ We have stock ownership guidelines that set forth required ownership levels for our executives.	✗ We do not permit our executives to pledge Company stock.
✓ Our Compensation Committee is comprised entirely of independent directors.	✗ We do not maintain separate or supplemental retirement plans for executives that are not generally available to other management level employees.
✓ Our Compensation Committee is advised by an independent compensation consultant who provides the Committee with comparator compensation data and a risk assessment of our executive compensation practices. This consultant is retained directly by the Committee.	✗ We do not reprice or replace stock options or other equity awards.

The majority of our executive compensation is performance-based and is dependent on and determined by the success of the Company's financial, operational, strategic and stock performance. The charts below show the 2016 percentage of performance-based compensation for our CEO and other Named Executive Officers ("NEOs"):

2016 TOTAL COMPENSATION
(FROM SUMMARY COMPENSATION TABLE – PAGE 36)



Our Company Performance in 2016

On October 1, 2015, we completed our merger transaction with Ryland essentially doubling the size of the Company. As a result of this powerful combination of two of the nation's largest and most respected homebuilders, we were able to meaningfully expand our geographic footprint and product scope, to offer well-crafted homes in thoughtfully designed communities that meet the desires of customers across the homebuilding spectrum, from entry level to luxury, in over 40 Metropolitan Statistical Areas spanning 17 states.

Completing the integration of a transaction of this magnitude required a tremendous amount of time and effort from our executive team and from other members of management. Despite the inevitable distraction and disruption to our operations caused by integration efforts, our management team was able to keep our local operating teams focused on delivering the quality craftsmanship, outstanding customer experience and exceptional architectural design our customers have come to expect from us over our 50 year history. This continued focus translated into strong operating and financial performance for 2016.

We delivered 14,229 homes during 2016, generating home sale revenues of \$6,354.9 million, up 84% from the prior year. We reported net income of \$484.7 million, or \$3.60 per diluted share, as compared to \$213.5 million, or \$2.26 per diluted share, for 2015. Our 2016 results include \$16.5 million of merger costs and an \$18.5 million reduction in gross margin from home sales due to the application of purchase accounting related to homes in backlog and speculative homes under construction acquired in connection with the merger, compared to \$61.7 million of merger and other one-time costs and a \$64.2 million reduction in gross margin from home sales related to purchase accounting in 2015. Homebuilding pretax income for 2016 was \$713.5 million, compared to \$325.6 million in 2015. Our gross margin from home sales was 21.8% for 2016, compared to 22.4% for 2015, and our operating margin from home sales for 2016 was 11.4%, compared to 11.1% for 2015.

Procedure for Setting Executive Compensation

Role of the Compensation Committee. The Compensation Committee (in this section, the "Committee") is responsible for all aspects of executive compensation, including, among other things:

- establishing the Company's compensation philosophy, objectives and policies;
- reviewing and approving all elements and levels of the compensation and benefits of the Company's executive officers;
- annually appraising the performance of the Chief Executive Officer and Executive Chairman and providing developmental feedback to the Chief Executive Officer and Executive Chairman and, when appropriate, to the other executive officers of the Company; and
- administering the Company's compensation plans, including its equity incentive plans.

Each member of the Committee is an independent director.

The Committee generally meets in conjunction with our quarterly Board meetings and from time to time at additional special meetings on an as-needed basis. The Committee held four meetings during late 2015 and early 2016 at which proposed 2016 executive officer compensation was discussed and held four meetings during late 2016 and early 2017 at which proposed 2017 executive officer compensation was discussed. The Committee also informally communicates between meetings as necessary to conduct the Committee's business. While the Company's Chief Executive Officer, Executive Chairman, Chief Legal Officer and Senior Vice President of Human Resources generally attend Committee meetings, the Committee also meets in executive session without management from time to time as it deems appropriate. Compensation matters are also discussed at executive sessions of the full Board, where both Committee members and other independent members of the Board of Directors are present without management.

The Committee makes compensation decisions for all of the Company's named executive officers. The Committee evaluates performance, compensation levels and compensation program structure throughout the year, but generally begins the process of structuring the upcoming year's compensation program at a regularly scheduled

meeting in October. Following a series of Committee meetings, the Committee finalizes compensation programs for the current year in March, formally adopting base salaries and annual cash incentive compensation programs, and approving grants of long-term equity incentives, such as restricted stock and performance share awards. This timing allows the Committee to consider prior performance and to satisfy the requirements of Section 162(m) necessary to achieve tax deductibility of certain performance based compensation payments, while maximizing the incentive effect of any compensation tied to annual performance.

Role of Management. The Company's Chief Executive Officer annually reviews each executive officer's (other than the executive chairman) performance with the Committee and makes recommendations to the Committee with respect to the appropriate base salary and incentive compensation program for each executive officer. The Committee takes these proposals into consideration, among other matters, when making compensation decisions.

Use of Compensation Consultant. The Committee retains compensation consultant, Exequity LLP ("**Exequity**"), to provide guidance on best practices and key developments in compensation, assistance with program design, benchmarking data, and to otherwise assist the Committee with its duties. Exequity is a nationally recognized independent provider of executive compensation advisory services, with no affiliation with any other service provider. In light of the Company's October 2015 transformational merger with Ryland, the Committee tasked Exequity with conducting a comprehensive review of the Company's executive compensation program. Exequity's review, which was completed and presented to the Committee at its February 2016 regularly scheduled meeting, validated the existing executive compensation program framework. The Committee, in consultation with Exequity and Company management, decided to continue the use of the same compensation program framework for 2017.

Competitive Marketplace Assessment. The Committee looks to a compensation comparator peer group as a source of marketplace data regarding executive compensation structure and payment levels. The Company's compensation comparator group includes general industry participants and peer homebuilders that are similar in size to the Company. The Company is at approximately the median of this group in terms of revenue and market capitalization. The compensation comparator group includes:

Homebuilders	Related Industry Participants
D.R. Horton Inc.	Masco Corporation
Lennar Corporation	Mohawk Industries Inc.
Pulte Group, Inc.	Owens Corning
Toll Brothers, Inc.	USG Corporation
KB Home	
M.D.C. Holdings, Inc.	
Meritage Homes Corporation	
NVR, Inc.	

In addition to the information obtained on compensation comparators, the Committee also typically reviews broader based compensation survey data. While the comparator and broader survey information provide useful data points, the Committee does not tie compensation levels to fixed benchmarks. Instead, market analyses are one factor among many that the Committee reviews when determining compensation levels. Other important considerations include individual performance and experience, scope of responsibilities and the need to recruit and retain individuals to fill key positions.

Compensation Elements

Our compensation program is comprised of the following pay elements:

- *Base Salary.* The Committee believes base salaries should be adequate to attract and retain management, and to provide a reasonable fixed base level of compensation. Base salaries for the named executive officers are established based on the scope of their responsibilities, experience, performance and contributions to the Company, taking into account compensation paid to similarly situated peer executives and other compensation data determined to be relevant by the Committee.
- *Annual Cash Incentive Compensation.* The Committee believes that, in addition to base salary, an annual cash incentive compensation program should be designed to motivate and reward executives for accomplishments during the year. Incentive compensation levels are established based on the scope of the executive's responsibilities and experience, taking into account compensation paid to similarly situated peer executives and other compensation data determined to be relevant by the Committee.
- *Equity Compensation.* The Committee believes that equity awards should be used as retention tools that reward executives for longer-term Company performance. The Committee typically authorizes an annual equity award to each executive in an amount based on the scope of the executive's responsibilities and experience, taking into account equity awards made to similarly situated peer executives and other data determined to be relevant by the Committee. The vesting of these awards is tied to specific performance criteria and the awards will be forfeited by the executive if such criteria are not met. The Committee believes structuring these awards in this manner further aligns the executives' interests with those of the Company's other stockholders. In addition, because these equity awards generally vest over an extended timeframe, these awards encourage the executive to remain with the Company for a long and productive career, allowing the Company to maximize the value of the executive's contributions and experience.
- *Perquisites and Other Benefits.* The Committee does not believe that executives should participate in perquisite or other benefit programs that are not available to other management level employees. These programs include medical, dental, vision and life insurance, personal health and services allowance, disability coverage, 401(k) Plan and deferred compensation plan.

2016 and 2017 Named Executive Officer Compensation

Overview. In early 2016 and again in March 2017, following review of the Company's short and long term strategy and competitive compensation data, including data provided by the Committee's independent compensation consultant, and other discussions between members of the Committee, Company senior management, and other Board members, the Committee adopted the 2016 and 2017 compensation programs described below for each of the Company's named executive officers. At December 31, 2016, our named executive officers were:

Name	Title
Larry T. Nicholson	Chief Executive Officer
Jeff J. McCall	Chief Financial Officer
Scott D. Stowell	Executive Chairman
Peter G. Skelly	Chief Operating Officer
Wendy L. Marlett	Chief Marketing Officer

The 2016 and 2017 compensation programs are designed to provide our officers with a total compensation package appropriate with respect to his or her scope of responsibilities and competitive (in both total dollar value and in compensation mix) with his or her similarly situated peers. The 2016 and 2017 program designs are generally consistent with each other and the compensation programs approved by the Committee since 2012, reflecting the Committee's belief that these compensation programs worked well to drive the executive behaviors that led to the Company's strong financial performance for each of those years.

Base Salaries. Following is a list of our named executive officers and their base salaries for 2016 and 2017. Base salaries for the named executive officers are established based on the scope of their responsibilities, experience, performance and contributions to the Company, taking into account compensation paid to similarly situated peer executives and other compensation data determined to be relevant by the Committee.

Name	Title	2016	2017
Larry T. Nicholson	President and Chief Executive Officer	\$1,000,000	\$1,000,000
Jeff J. McCall	Chief Financial Officer	\$725,000	\$750,000
Scott D. Stowell	Executive Chairman	\$1,000,000	\$1,000,000
Peter G. Skelly	Chief Operating Officer	\$725,000	\$775,000
Wendy L. Marlett	Chief Marketing Officer	\$590,000	\$600,000

Annual Cash Incentive Compensation. Annual cash incentive awards are generally earned based on corporate performance. For 2016 and 2017 the corporate performance metrics are based on adjusted pre-tax income and adjusted operating margin. The Committee selected adjusted pre-tax income as a performance metric because the Company's executive officers are responsible for the operational oversight of our entire Company and the Committee believes that achievement of adjusted pre-tax income targets based on the Company's annual business plan is a strong indicator of individual performance. The Committee chose adjusted operating margin as an additional performance metric to incentivize our officers to focus not only on generating income but also on achieving appropriate return on investment. Payouts under the program are subject to a minimum performance threshold and are subject to a cap, defined as a percentage of base salary. Maximum payouts will only be earned for superior Company performance.

2016 Annual Cash Incentive Compensation Program Structure. For 2016, each executive was provided the opportunity to earn annual cash incentive compensation with a targeted level of incentive compensation set at a percentage of the executive's base salary. 2016 cash incentive compensation was to be earned 50% based on the Company's 2016 adjusted pre-tax income and 50% based on the Company's 2016 adjusted operating margin. The Committee also established a minimum performance threshold for 2016 adjusted pre-tax income and adjusted operating margin below which the executive would earn no annual cash incentive compensation and established a cap on the total cash incentive compensation that the executive could receive. Alternatively, if the threshold level of 2016 adjusted pre-tax income or 2016 adjusted operating margin were not achieved, the executive would be eligible to receive cash incentive compensation of up to 50% of his or her annual cash incentive target if the Company exceeded a threshold number of home deliveries during 2016 at the discretion of the Compensation Committee. The following table sets forth specific annual cash incentive compensation program related information for each executive. The Committee believes that these annual incentive opportunities are consistent with those provided to other similarly situated executives among the Company's compensation comparators.

2016 Annual Cash Incentive Compensation Program Structure			
Name	Payout at Threshold (% of Target)	Payout at Target (% of Base Salary)	Payout at Max (% of Target)
Larry T. Nicholson	50%	200%	200%
Jeff J. McCall	50%	100%	200%
Scott D. Stowell	50%	180%	200%
Peter G. Skelly	50%	100%	200%
Wendy L. Marlett	50%	75%	200%

2017 Annual Cash Incentive Compensation Program Structure. For 2017, the committee adopted the same plan metrics, weightings and mechanics used for the 2016 Annual Cash Incentive Compensation Program. The following table sets forth specific annual cash incentive compensation program related information for each executive. The Committee believes that these annual incentive opportunities are consistent with those provided to other similarly situated executives among the Company's compensation comparators.

2017 Annual Cash Incentive Compensation Program Structure			
Name	Payout at Threshold (% of Target)	Payout at Target (% of Base Salary)	Payout at Max (% of Target)
Larry T. Nicholson	50%	250%	200%
Jeff J. McCall	50%	100%	200%
Scott D. Stowell	50%	225%	200%
Peter G. Skelly	50%	100%	200%
Wendy L. Marlett	50%	75%	200%

Long Term Equity Compensation. In addition to cash compensation, the Committee provides annual equity awards to the Company's executive officers, such as restricted stock and performance share awards. These awards encourage executive ownership of Company common stock, further aligning the interest of executives with those of the Company's other stockholders, and provide the executive with an incentive (because the equity compensation generally vests over an extended timeframe) to remain with the Company for a long and productive career.

2016 and 2017 Long Term Equity Compensation Program Structure. For 2016 and 2017, the committee decided to provide a long-term equity grant to each of the Company's named executive officers, the dollar value of each grant expressed as a percentage of the executive's base salary. The awards consist of 40% restricted common stock and 60% performance share awards (see table below). The restricted stock portion of the 2016 grant was issued 50% on April 1, 2016 and 50% on October 3, 2016 and vests in equal installments on each of the first three anniversaries of the grant date because a threshold level of \$410.5 million of Company adjusted pre-tax income for 2016 was achieved. The restricted stock portion of the 2017 grant will be issued 50% on April 3, 2017 and 50% on October 2, 2017 and will vest in equal installments on each of the first three anniversaries of the grant date if a threshold level of Company adjusted pre-tax income for 2017 is achieved. The performance share award portion of the 2016 grant vests 50% based on the Company's relative total shareholder return over the three year period commencing January 1, 2016 and 50% based on the Company's revenue growth over the three year period commencing January 1, 2016. The performance share award portion of the 2017 grant vests 50% based on the Company's relative total shareholder return over the three year period commencing January 1, 2017 and 50% based on the Company's revenue growth over the three year period commencing January 1, 2017.

The committee believes that the restricted stock component of the equity award provides retentive value and aligns management with stockholders (since the restricted stock will always have value so long as the Company's stock price is not zero and will have more value as the Company's share price increases, assuming the threshold level of adjusted pre-tax income is achieved) and that the performance share component of the equity award puts emphasis on pay for performance and further aligns executives with the longer term interests of stockholders. The dollar value of the grant for each executive reflects the Committee's view of each individual's experience, scope of responsibility and the total compensation package of similarly situated executives among the Company's compensation comparators. As noted above, the Committee believes that, with the annual cash incentive award program's focus on profitable earnings and half of the performance share award program focused on revenue and half on shareholder returns relative to peers, the overall incentive compensation program creates a healthy focus on properly balancing profitability and growth, while considering returns to stockholders.

Aggregate 2016 Equity Award Structure

Name	% of Base Salary	Dollar Value of Equity Award		
		Restricted Stock	Performance Share Awards	
			Revenue Based	TSR Based
Larry T. Nicholson	450%	\$1,800,000	\$1,350,000	\$1,350,000
Jeff J. McCall	200%	\$580,000	\$435,000	\$435,000
Scott D. Stowell	405%	\$1,620,000	\$1,215,000	\$1,215,000
Peter G. Skelly	200%	\$580,000	\$435,000	\$435,000
Wendy L. Marlett	115%	\$271,400	\$203,550	\$203,550

Aggregate 2017 Equity Award Structure

Name	% of Base Salary	Dollar Value of Equity Award		
		Restricted Stock	Performance Share Awards	
			Revenue Based	TSR Based
Larry T. Nicholson	450%	\$1,800,000	\$1,350,000	\$1,350,000
Jeff J. McCall	215%	\$645,000	\$483,750	\$483,750
Scott D. Stowell	405%	\$1,620,000	\$1,215,000	\$1,215,000
Peter G. Skelly	250%	\$775,000	\$581,250	\$581,250
Wendy L. Marlett	125%	\$300,000	\$225,000	\$225,000

Revenue Component of Performance Share Award. The Committee established the various levels of performance required to earn the revenue growth component of the performance share award (see table below) based on the Company's projections and the Board's expectations regarding projected revenues. The Committee believes that exceptional Company performance is required for the executives to earn the maximum level of performance shares tied to revenue. For 2016, the revenue metric component of the award is based on the Company's revenue growth from January 1, 2016 through December 31, 2018. For 2017, the revenue metric component of the award is based on the Company's revenue growth from January 1, 2017 through December 31, 2019. The "Target" number of shares of Company common stock awarded to each named executive officer is determined by dividing the applicable portion of their base salary by the fair value per share of the award on the grant date. In accordance with applicable accounting rules, the "fair value" for common stock awards that vest based on company performance (such as revenue growth) is the Company's common stock closing price per share on the grant date.

2016 PSA Award		2017 PSA Award	
Revenue Growth Thresholds 2016-2018		Revenue Growth Thresholds 2017-2019	
% of Targeted Revenue Growth Achieved	Multiple of Target Shares	% of Targeted Revenue Growth Achieved	Multiple of Target Shares
92%	0	91%	0
96%	0.5 x Target	95%	0.5 x Target
100%	1 x Target	100%	1 x Target
104%	1.5 x Target	105%	1.5 x Target
108%	2 x Target	109%	2 x Target

Total Shareholder Return Component of Performance Share Award. The Committee established the various levels of performance required to earn the total shareholder return ("TSR") component of the performance share award (see table below) based on the Committee's view of the difficulty of achieving the relative TSR ranks reflected in the table below. The Committee believes that the ranking required for the executives to earn the maximum payout of this award is extremely difficult to achieve and would be an exceptional result for stockholders.

For 2016, the TSR component of the award is based on the Company's TSR over the three-year period from 2016-2018 compared to its peer group (as described below). For 2017, the TSR component of the award is based on the Company's TSR over the three-year period from 2017-2019 compared to its peer group (as described below). TSR performance is determined based on changes in stock price plus dividends paid during the applicable performance periods. The "Target" number of shares of Company common stock awarded to each named executive officer is determined by dividing the applicable portion of their base salary by the by the fair value per share of the award on the grant date. In accordance with applicable accounting rules, "fair value" for common stock awards that vest based on market conditions (such as TSR) is determined by an independent third party valuation firm using a lattice model.

2016 PSA Award		2017 PSA Award	
2016-2018 Performance Period		2017-2019 Performance Period	
Company TSR Rank	Multiple of Target Shares	Company TSR Rank	Multiple of Target Shares
30 th percentile or below	0	25 th percentile or below	0
40 th percentile	0.5 x Target	37.5 percentile	0.5 x Target
50 th percentile	1 x Target	50 th percentile	1 x Target
70 th percentile	1.5 x Target	62.5 percentile	1.5 x Target
90 th percentile or above	2 x Target	75 th percentile or above	2 x Target

The TSR peer group consists of a larger group of homebuilders than those contained in the Company's compensation comparator group, but excludes other industry participants, reflecting the Committee's belief that the Company's relative TSR performance should be measured against the other publicly traded homebuilding companies that the Company is likely competing against for investor dollars. This peer group for 2016 and 2017

includes Lennar Corp., PulteGroup, Inc., D.R. Horton, Inc., NVR, Inc., Taylor Morrison Home Corporation, Toll Brothers, Inc., TRI Pointe Homes, Inc., M.D.C. Holdings, Inc., Meritage Homes Corporation, and KB Home.

Executive Stock Ownership Guidelines. The Compensation Committee has adopted Executive Stock Ownership Guidelines for the purpose of further aligning the interests and actions of the executives with the interests of the Company's stockholders. Under the guidelines, our named executive officers are required to hold a multiple of their base salary in Company common stock (Executive Chairman 3x, CEO 5x, other named executive officers 2x). Each such executive officer is required to reach full compliance with the guidelines within five years of the date he or she first becomes subject to the guidelines. If an executive officer fails to reach compliance with the guidelines within the five year phase in period, he or she will be paid 100% of annual incentive compensation in common stock until compliance is achieved. He or she will also be required to hold at least fifty percent of all common stock awarded to him or her (excluding shares sold to fund tax liabilities associated with the receipt or vesting of awards) until the required ownership threshold is met. As of December 31, 2016, each of our named executive officers was in compliance with the guidelines because they were within the five year phase in period.

Prohibitions on Hedging and Pledging Company Stock. In order to avoid creating conflicts between an executive's interests and those of other stockholders, our Insider Trading Policy prohibits all covered persons, including executives, from hedging the economic risk of owning Company shares. In addition our directors and named executive officers are prohibited from pledging Company stock. These prohibitions do not apply to stock held by MatlinPatterson and its affiliates. MatlinPatterson affiliated Board members David Matlin and Peter Schoels may be deemed to hold the stock held by MatlinPatterson under applicable beneficial ownership rules.

2016 Named Executive Officer Annual Cash Incentive Compensation Payout

For 2016, the Committee established adjusted pre-tax earnings and adjusted operating margin percentage thresholds, targets, and maximums (caps) for the annual cash incentive program. For purposes of these calculations, adjusted pre-tax earnings and adjusted operating margin percentage are calculated before deduction of GAAP incentive compensation expense, excluding the impact of extraordinary purchase accounting expenses (related to backlog, specs and models), insurance recoveries, lot sales, debt restructuring and all items of gain, loss or expense determined to be extraordinary for financial reporting purposes. The adjusted pre-tax earnings threshold for 2016 was \$712.5 million, the target was \$821 million and the maximum (cap) was \$896 million. The adjusted operating margin percentage threshold for 2016 was 11.4%, the target was 11.9%, and the maximum (cap) was 12.4%. The Committee determined that the Company earned approximately \$854 million in adjusted pre-tax income and achieved an adjusted operating margin percentage of 12.8% in 2016. The \$854 million in adjusted pre-tax income was 104% of the annual cash incentive compensation plan's \$821 million pre-tax income target (reflecting a payout of approximately 144% for this portion) and the 12.8% adjusted operating margin percentage was 108% of the 11.9% operating margin percentage target (reflecting a payout of 200% for this portion). As a result, the combined payout for the 2016 Annual Cash Incentive Plan was approximately 172% of target.

For 2016, each named executive officer was provided the opportunity to earn 2016 annual cash incentive compensation based 50% on 2016 adjusted pre-tax income and 50% on the Company's 2016 adjusted operating margin percentage. As described above, the Company earned 104% of the adjusted pre-tax income target and 108% of the adjusted operating margin percentage target set forth in the 2016 annual cash incentive compensation plan. As a result, each named executive officer received a 2016 annual cash incentive compensation payout of approximately 172% of target. The following table sets forth specific 2016 annual cash incentive compensation paid to each executive.

2016 Cash Incentive	
Name	Compensation
Larry T. Nicholson	\$3,443,471
Jeff J. McCall	\$1,248,258
Scott D. Stowell	\$3,099,124
Peter G. Skelly	\$1,248,258
Wendy L. Marlett	\$761,868

Employment Related Agreements

Following is a description of the employment related arrangements between the Company and each named executive officer.

Employment Agreement with Mr. Stowell. In connection with the Company's October 1, 2015 merger with Ryland, the Company entered into an employment agreement with Mr. Stowell to serve as the Company's Executive Chairman. The employment agreement, which has a three-year term, provided Mr. Stowell with an initial annual base salary of \$1 million, set his annual personal health and services allowance at the same percentage of base salary as that provided to the chief executive officer, and set his annual bonus target, equity grants and other incentives at 90% of the amount provided to the chief executive officer. Under the agreement, Mr. Stowell's employment may not be terminated without "cause" unless at least 75% of the Board approves a resolution authorizing such termination.

Employment Agreement and Change of Control Arrangements with Mr. Nicholson. In connection with the Company's merger with Ryland, the Company entered into an employment agreement with Mr. Nicholson to serve as the Company's President and Chief Executive Officer. The employment agreement, which has a three-year term, provided Mr. Nicholson with an initial annual base salary of \$1 million and set his annual personal health and services allowance at 9.5% of his base salary. The agreement does not set his target level of annual bonus payments or set forth the terms for equity awards or other incentive compensation, instead leaving such decisions to the sole discretion of the Compensation Committee. Finally, the agreement provides that Mr. Nicholson's employment may not be terminated without "cause" unless at least 75% of the Board approves a resolution authorizing such termination.

In connection with the merger the Company also assumed Mr. Nicholson's two existing severance agreements, an executive severance agreement and a CEO severance agreement. The merger constituted a "change in control" under these agreements, but Mr. Nicholson has agreed that neither the merger nor the related changes in his compensation, responsibilities and role following the merger constitutes "good reason" for purposes of these agreements. Pursuant to the executive severance agreement, during a "change of control period," if Mr. Nicholson's employment is terminated without "cause" or if Mr. Nicholson resigns for "good reason", Mr. Nicholson will have the right to receive: (i) a pro rata bonus through the date of termination based on the target annual bonus for the year in which termination occurs or in the absence of a specified target annual bonus for that year, the highest bonus he earned in any of the three years prior to termination, plus an amount equal to two times the highest "annual compensation" paid to him for any of the three years prior to termination, (ii) acceleration and payment of any outstanding equity and incentive awards, (iii) participation in the life, accident and health insurance, employee welfare benefit and executive medical reimbursement plans in which he currently participates at the sole cost of the Company for a period of two years following his termination of employment, (iv) a lump sum cash payment for two years of continued participation in the personal health and services allowance provided to him prior to the change of control, (v) reimbursement for the costs of relocating in order to pursue professional or career opportunities within two years after termination, including taxes payable on the reimbursement, any costs or commissions related to selling his homes, and all moving expenses and any other benefits provided by the Company under its relocation program, and (vi) reimbursement for outplacement services used within two years of the date of termination of up to 25% of his annual compensation for the calendar year prior to the date of termination or, in lieu of such reimbursement, a lump sum cash payment equal to 10% of his "annual compensation" for the calendar year immediately preceding termination of employment. "Annual compensation" means the sum of Mr. Nicholson's annual base salary and bonus paid or earned (even if paid in a subsequent year), and all amounts credited to him, vested and unvested, under any incentive compensation or other benefit or compensation plan, including long-term and equity incentive award plans during the year.

Pursuant to the CEO severance agreement, if Mr. Nicholson's employment is terminated without "cause", Mr. Nicholson will have the right to receive: (i) a pro rata share of his annual bonus incentive payment for the year in which the termination occurs and payment of all benefits to which he has a vested right at the time of termination, (ii) a lump sum cash payment equal to the aggregate amount of 24 months of his annual base salary as in effect prior to the date of notice of termination, (iii) a lump sum cash payment equal to twice the highest amount of annual bonus incentive payment paid or payable in the three previous years prior to the year of termination, (iv) an equity award equal to the highest restricted stock unit award granted during the three previous years (or a lump sum cash payment in an amount equal to the fair market value of such shares if such award cannot be made), (v) acceleration and payment of any outstanding equity and incentive awards, (vi) continued participation in the life, medical, dental,

vision, AD&D, prescription drug, and long-term disability programs in which he participates prior to termination for a period of two years following termination of employment or equivalent benefits for the same period, and (vii) a lump sum cash payment equal to the value of coverage under the executive life insurance program as well as the value of the personal health services allowance for a period of 24 months.

Severance payments to Mr. Nicholson in connection with a qualifying termination within a "change of control period" may be made pursuant to either the CEO severance agreement or the executive severance agreement, whichever would convey the greater economic benefit to Mr. Nicholson, but not both.

Change of Control Arrangement with Mr. Skelly. In connection with the Company's merger with Ryland the Company assumed Mr. Skelly's executive severance agreement. Pursuant to this agreement, in the event that his employment is terminated by the Company without "cause" or Mr. Skelly resigns for "good reason" during a "change of control period," Mr. Skelly will have the right to receive a lump sum cash payment equal to a pro rata bonus through the date of termination based on the target annual bonus for the year in which termination occurs or in the absence of a specified target annual bonus for that year, the highest bonus earned by him in any of the last three years prior to termination, plus an amount equal to two times the highest "annual compensation" paid to him for any of the three years prior to termination. In addition to these benefits, upon a qualifying termination, he will have the right to receive (i) acceleration and payment of any outstanding equity and incentive awards, (ii) participation in the life, accident and health insurance, employee welfare benefit and executive medical reimbursement plans in which he then participates at the sole cost of the Company for a period of two years following termination of employment, (iii) a lump sum cash payment for two years of continued participation in the personal health and services allowance provided to him prior to the change of control, (iv) reimbursement for the costs of relocating in order to pursue professional or career opportunities within two years after termination, including taxes payable on the reimbursement, any costs or commissions related to selling his home, and all moving expenses and any other benefits provided by the Company under its relocation program, and (v) the right to receive reimbursement for outplacement services used within two years of the date of termination of up to 25% of his "annual compensation" for the calendar year prior to the date of termination or, in lieu of such reimbursement, a lump sum cash payment equal to 10% of his "annual compensation" for the calendar year immediately preceding termination of employment.

The "change of control period" for Mr. Skelly's executive severance agreement begins on the date the Company (or a successor) becomes aware of or enters into discussions or negotiations that could involve a "change of control" and ends on the earlier of two years after the effective date of a "change of control" or the date on which a "change of control" is no longer discussed or proposed to occur. For purposes of his executive severance agreement, "annual compensation" means the sum of Mr. Skelly's annual base salary and bonus paid or earned (even if paid in a subsequent year), and all amounts credited to him, vested and unvested, under any incentive compensation or other benefit or compensation plan, including long-term and equity incentive award plans during the year. The merger constituted a "change of control" for purposes of Mr. Skelly's executive severance agreement.

Change in Control and Severance Protection Agreements with Mr. Stowell, Mr. McCall and Ms. Marlett. Mr. Stowell, Mr. McCall and Ms. Marlett, are party to severance and change in control protection agreements. Under these agreements, if the executive's employment with the Company is terminated without cause (cause generally consisting of various bad acts described more particularly in the agreement) other than in connection with a change in control, the executive is entitled to receive a lump sum payment equal to a multiple (Mr. Stowell 2x, other named executive officers 1.5x) of the sum of his or her current base salary plus his or her target annual cash incentive bonus for the year prior to the year of termination, and Company paid COBRA for two years in the case of Mr. Stowell, and 1.5 years in the case of the other named executive officers. No special treatment of equity awards is provided.

If the executive's employment with the Company is terminated by the Company without cause or by the executive for good reason (generally consisting of adverse changes in responsibilities, compensation, benefits or location of work place) in connection with a change in control (i.e., "Double-Trigger" required for payouts), the executive is entitled to receive a lump sum payment equal to a multiple (Mr. Stowell 3x, other named executive officers 2x) of the sum of his or her current base salary plus his or her target bonus for the year of termination, Company paid COBRA for three years in the case of Mr. Stowell and 2 years in the case of the other named executive officers, and an additional pro-rata bonus. The amount of the pro-rata bonus is determined by multiplying the target bonus for the year of termination by the quotient obtained by dividing the number of days in the year up to

and including the date of termination by 365. In addition, all unvested equity awards will vest as of the date of termination.

The change-in-control component of these agreements reflect the Committee's belief that the interests of stockholders will be best served if the interests of the Company's named executive officers are aligned with the stockholders, and that providing change in control benefits should eliminate or at least reduce the reluctance of executive management to pursue potential change in control transactions that may be in the best interests of stockholders. The Committee believes that the overall cost and design of both the severance and change-in-control programs are consistent with market norms. In order to receive payments under the agreements the executives must execute the Company's standard form release agreement.

Potential Payments Upon Termination or Change-in-Control

The following tables provide an estimate of the total cash payment and other value that would have been received by each named executive officer assuming that the Company had become obligated to pay the executive officers either severance or change-in-control benefits on December 31, 2016. The amounts indicated below are estimates of amounts that would be payable to the named executive officers and the estimates are based on multiple assumptions that may not prove correct. Accordingly, the actual amounts, if any, to be received by a named executive officer may differ in material respects from the amounts set forth below. Our October 1, 2015 merger with Ryland constituted a "change in control" under each of the change in control related agreements described above. Therefore, for a period of two years following the date of the merger (three years in the case of Mr. Stowell and Mr. Nicholson), our executives will be entitled to the enhanced "change in control" related benefits if their employment is terminated by the Company without cause or by the executive for good reason.

Estimated Value of Termination and Change-in-Control Benefits

Name	Change-In-Control Benefit(1) Double Trigger (CIC + Termination)			Severance Benefit(2) Termination Without Cause (No CIC)
	Cash	Unvested + Equity Awards (3)	Total	Cash
Jeff J. McCall	\$3,625,000	+ \$3,503,481 =	\$7,128,481	\$2,137,500
Scott D. Stowell	\$10,200,000	+ \$8,279,577 =	\$18,479,577	\$5,600,000
Wendy L. Marlett	\$2,507,500	+ \$1,320,467 =	\$3,827,967	\$1,316,250

- (1) Benefit is equal to a multiple of the sum of base salary and 2016 target bonus, plus an additional pro-rated bonus. The amount of the pro-rata bonus is determined by multiplying the target bonus for the year of termination by the quotient obtained by dividing the number of days in the year up to and including the date of termination by 365. For purposes of this example, the pro-rata bonus has been calculated using a full year for 2016. (Multiple = 3x Chairman/CEO; 2x other named executive officers). In addition, all unvested equity awards vest.
- (2) Benefit is equal to a multiple of the sum of base salary and 2015 target bonus (Multiple = 2x Chairman/CEO; 1.5x other named executive officers). No acceleration or other special treatment of equity awards is provided when an executive's employment is terminated by the Company without cause.
- (3) In accordance with SEC rules, this amount represents the difference between the Company's stock price of \$34.01 at December 30, 2016 and the applicable stock award price, multiplied by all unvested stock awards held by the named executive officer as of December 31, 2016. For the purposes of this calculation, in accordance with the performance share award agreements, amounts related to performance share awards include the "target" number of shares of Company common stock that will be issued to each named executive officer in the event of a change-in-control.

Named Executive Officer	Change-in-Control Benefits			
	Cash (\$) (1)	Equity (\$) (2)	Perquisites / Benefits (\$) (3)	Total (\$)
Larry T. Nicholson	\$ 19,788,767	\$ 7,883,926	\$ 1,041,405	\$ 28,714,098
Peter G. Skelly	\$ 7,461,551	\$ 2,374,986	\$ 145,422	\$ 9,981,959

- (1) Cash. Amounts reflect the value of cash severance payments payable under the applicable named executive officer's executive severance agreement as described above. The severance amounts in this column are all "double trigger" in nature, which means that payment of these amounts is conditioned on both the occurrence of a change of control and a qualifying termination of employment. For purposes of this

table, Mr. Nicholson is assumed to have received severance payments and benefits under his executive severance agreement and not his CEO severance agreement.

- (2) *Equity.* Amounts reflect the value of the restricted stock units (including any accrued cash dividend equivalents) and performance share awards that are currently outstanding and unvested. These amounts have been calculated assuming that the fair market value of a share of Company common stock is equal to \$34.01 (the closing price of such stock on December 30, 2016) multiplied by all unvested awards held by the named executive officer as of December 31, 2016. Amounts included in this column were all "single trigger" in nature, which meant that payment was conditioned solely upon the occurrence of a change in control. However, in connection with our merger, Mr. Nicholson and Mr. Skelly waived their single trigger vesting acceleration for the amounts listed in this column, which means that payment of these amounts is conditioned on both the occurrence of the merger and a qualifying termination of employment. Neither Mr. Nicholson nor Mr. Skelly hold any unvested stock options as of December 31, 2016.
- (3) *Perquisites/Benefits.* Amounts reflect, as applicable, the value of perquisites and benefits payable under the applicable named executive officer's executive severance agreement as described above and include the following: the estimated value of two years continued participation in the life, accident and health insurance and employee welfare benefit plans in which the executive participates, and an equivalent cash payment for two years of continued participation in the personal health and services allowance—Mr. Nicholson, \$230,814; Mr. Skelly, \$145,422. Amounts also include a lump sum cash payment of \$810,591 for Mr. Nicholson equal to 10% of his "annual compensation" for 2015 (the calendar year immediately preceding the executive's assumed termination of employment) in lieu of the reimbursement for outplacement services. Under his executive severance agreement, Mr. Skelly is eligible to elect to receive reimbursement for the costs of all outplacement assistance he receives up to 25% of his "annual compensation" for the calendar year prior to the date of his termination of employment, which potential reimbursement amount is not determinable at this time given that it will depend on the level of outplacement assistance he receives or, in lieu of such reimbursement, receive a lump sum cash payment equal to 10% of his annual compensation for the calendar year immediately preceding termination of employment. These benefits are all "double trigger" in nature, which means that payment of these amounts is conditioned on both the occurrence of the merger and a qualifying termination of employment.

The table below sets forth the assumed amount of payments that would be paid to Mr. Nicholson if there had been a termination of his employment by the Company without "cause" on December 31, 2016.

Mr. Nicholson's Severance Benefit	
2016 annual bonus incentive payment	\$3,443,471
Twenty-four months of annual base salary	\$2,000,000
Separation from service lump sum cash payment equal to 2x the highest annual bonus paid in the three prior years	\$6,145,858
Separation from service equity award equal to the highest restricted stock unit award granted during the three prior years	\$4,505,911
Accelerated vesting of equity awards	\$7,883,926
Value of health and welfare benefits for two years	\$40,814
Lump sum cash payment equal to the value of additional benefits for two years	\$190,000
TOTAL	\$24,209,980

In the event of Mr. Nicholson's death, his benefits are determined in accordance with the Company's retirement, insurance or other applicable program then in effect. In addition, the Company shall pay to Mr. Nicholson's beneficiaries or estate a prorated share of his bonus for the year in which termination occurs as well as all benefits to which they have a right in accordance with the plan or agreement governing such benefits.

In the event that Mr. Nicholson becomes "disabled" and is unable to perform his duties for more than 120 days during any 12-month period or, in the reasonable determination of the Board of Directors, Mr. Nicholson's "disability" would exist for more than 120 days, the Company has the right to terminate his employment. Upon such termination, the Company's obligation to pay and provide compensation shall expire except that the Company will pay to Mr. Nicholson a prorated share of his bonus for the year in which termination occurs. Additionally, the Company will pay Mr. Nicholson his base salary through the effective date of termination together with all benefits to which he has a vested right in accordance with the plan, document or agreement governing such benefits. "Disability" means the incapacity of Mr. Nicholson to engage in the performance of his duties with the Company, due to injury, illness, disease or bodily or mental infirmity.

Mr. Nicholson may terminate his employment with the Company at any time by giving the Board of Directors 90 days written notice prior to the effective date of termination. Upon such termination, the Company will pay Mr. Nicholson his base salary through the date of termination and all benefits to which he has a vested right. Mr. Nicholson will not receive an annual bonus for the year in which termination occurs.

The Board of Directors may terminate Mr. Nicholson's employment at any time for "cause" and the Company will pay Mr. Nicholson his base salary through the date of termination. Upon such a termination, Mr. Nicholson will

forfeit all rights and benefits he is entitled to receive including any right to a bonus for the year in which termination occurs, but excluding any benefits in which he has a vested right. "Cause" is defined as Mr. Nicholson's willful and continued failure to perform the material duties of his position after receiving notice of and being given reasonable opportunity to cure such failure, willful misconduct demonstrably and materially injurious to the Company, or conviction of a felony.

Other Compensation Related Plans and Policies

401(k) Retirement and Savings Plan. All employees, including the named executive officers, may participate in the Company's 401(k) Retirement and Savings Plan. Each employee may elect to make before-tax contributions up to the current tax limits. The Company matched employee contributions up to \$7,000 per employee per year for 2016.

Nonqualified Deferred Compensation Plan. All of the Company's senior managers, including the named executive officers, and certain other Company employees, may participate in the Company's nonqualified deferred compensation plan. The plan allows participants to defer the receipt of income through contributions to the plan that are directed by the participant into a variety of investment funds options. The Company does not currently provide matching contributions to the plan.

Personal Health and Services Allowance. Most of our senior managers, including the named executive officers, are entitled to a Personal Health and Services Allowance ("PHSA") provided as a percent of their base salary. The PHSA is intended as a means to motivate participants to monitor their physical health and financial stability by incentivizing them to receive medical examinations and physical health training and to have a professional review of their personal finances and tax preparation. For most senior managers, including named executive officers, it is also provided in lieu of mileage reimbursement or a car allowance. For 2017, our named executive officers are provided 9.5% of their base salary annually as a PHSA.

Executive Life Insurance Program. All of the Company's senior managers, including the named executive officers, and certain other Company employees, are provided with a group variable universal life insurance policy that provides a death benefit equal to three times their annual salary. The Company pays 100% of the premiums for this program.

Risk Oversight and Control. We believe the goals established for our performance based compensation programs coupled with the internal controls and oversight of the risk elements in our business have minimized the possibility that our compensation programs and practices will have a material adverse effect on the Company and its financial and operational performance. As described in the section titled "Risk Oversight" on page 5 of this Proxy Statement, our Audit Committee has general oversight responsibility with respect to risk management, and exercises appropriate oversight to insure that risks are not viewed in isolation and are appropriately controlled and reported to the Board. Our compensation programs are designed to work within this system of oversight and control, and the Compensation Committee considers whether our compensation programs reward reasonable risk taking and achieve the proper balance between the desire to appropriately reward employees while protecting the Company and its stockholders. Exequity, the Compensation Committee's independent consultant, conducted a compensation risk assessment based on the Company's 2016 and 2017 plan designs, and has informed the Compensation Committee that it does not believe the company's executive compensation plans and programs are likely to result in a material and adverse effect on the company.

Tax Deductibility of Named Executive Officer Compensation. The Committee generally attempts to structure executive compensation in a manner so as to minimize the impact of Section 162(m) of the Internal Revenue Code. Under Section 162(m), a company may not deduct non-performance based compensation in excess of \$1,000,000 paid to a named executive officer (other than the Chief Financial Officer). The Committee believes that it is generally in the Company's best interests for its executives' compensation to meet the requirements of Section 162(m). Accordingly, the Committee has taken appropriate actions, to the extent it believes feasible, to preserve the deductibility of the annual incentive and long-term awards it pays to executives. However, notwithstanding this general policy, the Committee also believes that there are circumstances in which the Company's interests are best served by maintaining flexibility in the way compensation is provided, whether or not compensation is fully deductible under Section 162(m). The rules and regulations promulgated under Section 162(m) of the Code are complicated and subject to change from time to time, sometimes with retroactive effect. In

addition, a number of requirements must be met in order for particular compensation to be deductible. As such, there can be no assurance that any compensation paid or awarded by the Company will be fully deductible under all circumstances.

EXECUTIVE COMPENSATION TABLES

Summary Compensation Table

The following table summarizes the compensation of the Company's named executive officers for 2014, 2015 and 2016.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)(1)	Stock Awards (\$)(2)	Option Awards (\$)(2)	Non-Equity Incentive Plan Compensation (\$)(1)	All Other Compensation (\$)(3)	Total (\$)
Larry T. Nicholson (Chief Executive Officer)	2016	1,000,000	—	4,499,918	—	3,443,471	621,310	9,564,699
	2015	250,000	—	—	—	2,600,000	34,956	2,884,956
Jeff J. McCall (Chief Financial Officer)	2016	718,750	—	1,449,934	—	1,248,258	60,014	3,476,956
	2015	692,500	235,000	933,162	466,665	968,100	8,907	3,304,334
	2014	665,000	—	893,315	446,666	781,509	19,037	2,805,527
Scott D. Stowell (Executive Chairman)	2016	1,000,000	—	4,049,955	—	3,099,124	81,057	8,230,136
	2015	1,000,000	2,000,000	2,333,166	1,166,664	2,489,400	6,067	8,995,297
	2014	951,667	—	2,469,979	1,385,000	1,679,567	6,063	6,492,276
Peter G. Skelly (Chief Operating Officer)	2016	712,500	—	1,449,934	—	1,248,258	251,414	3,662,106
	2015	168,750	275,000	—	—	1,150,000	22,653	1,616,403
Wendy L. Marlett (Chief Marketing Officer)	2016	586,250	—	678,399	—	761,868	50,810	2,077,327
	2015	571,250	250,000	383,266	191,658	397,613	5,587	1,799,374
	2014	555,187	—	373,318	186,667	326,601	5,583	1,447,356

- (1) Annual bonus and non-equity incentive plan compensation is generally paid in February for the prior year's performance. The 2016 amounts are described in more detail in the "Compensation Discussion and Analysis" section of this proxy statement under the heading "2016 Named Executive Officer Annual Cash Incentive Compensation and Bonus Payouts".
- (2) The amounts reflected in these columns are the aggregate grant date fair values of equity awards. The methodology and assumptions used to calculate these values are set forth in Note 14 (Stock Incentive and Employee Benefit Plans) to our consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2016. The 2016 amounts in the "Stock Awards" column represent the grant date fair value of restricted stock and performance share awards granted to each executive as long-term equity compensation. The restricted stock issued to each executive vests in three equal installments on each of the first three anniversaries of the issuance date if a threshold level of pre-tax income is achieved, and the number of performance shares ultimately issued to each executive for 2016 will be based on the Company's actual revenue growth for the three-year period 2016-2018, subject to a minimum revenue growth threshold and a minimum relative total shareholder return threshold for the three-year period 2016-2018. The grant date fair value of the performance share awards included in this column is equal to the dollar amount of the "Target" award. For further information about the grant date fair value of 2016 awards assuming the maximum performance level is achieved, see footnote (4) to the Grants of Plan-Based Awards table.
- (3) Includes premiums on life, long-term disability, and travel and accident insurance coverage paid by the Company and the Company's contribution to the executive's 401(k) Plan account. In addition, amounts in this column for 2016 include the Company's contribution of \$95,000, \$51,656, \$71,250, \$68,875 and \$42,038 to the Personal Health and Services Allowance for Mr. Nicholson, Mr. McCall, Mr. Stowell, Mr. Skelly and Ms. Marlett, respectively, and \$23,750 and \$16,031 for Mr. Nicholson and Mr. Skelly, respectively, for 2015. Amounts in this column for 2016 also include \$78,000 and \$41,375 for Mr. Nicholson and Mr. Skelly, respectively, for the Company's matching contribution related to the Executive and Director Deferred Compensation Plan II, and \$18,180 of imputed income for executive life insurance premiums paid by the Company for Mr. Nicholson. Amounts in this column also include \$420,323 and \$125,912 of relocation related costs paid to Mr. Nicholson and Mr. Skelly, respectively, in 2016, and \$13,765 of commuting expenses paid to Mr. McCall in 2014. Except as noted above, none of the amounts described in this footnote exceed \$10,000.

Grants of Plan-Based Awards

The following table sets forth information concerning awards granted under the Company's equity and non-equity incentive plans for 2016 to each of the Company's named executive officers. These awards are described in more detail under the headings "Overview of 2016 and 2017 Named Executive Officer Compensation" and "2016 Named Executive Officer Annual Cash Incentive Compensation Payouts" contained in the "Compensation Discussion and Analysis" section of this proxy statement.

Name	Grant Date	Compensation Committee Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			Grant Date Fair Value of Stock and Option Awards (\$)(3)
			Threshold (\$)(1)	Target (\$)(1)	Maximum (\$)(1)	Threshold (#)(2)	Target (#)(2)	Maximum (#)(2)	
Larry T. Nicholson			1,000,000	2,000,000	4,000,000	—	—	—	—
	04/01/16	03/28/16	—	—	—	20,264	40,528	81,056	1,349,988 (4)
	04/01/16	03/28/16	—	—	—	24,793	49,586	99,172	1,349,979 (4)
	04/01/16	03/28/16	—	—	—	27,018	27,018	27,018	899,969
	10/03/16	03/28/16	—	—	—	27,198	27,198	27,198	899,982
Jeff J. McCall			362,500	725,000	1,450,000	—	—	—	—
	04/01/16	03/28/16	—	—	—	6,530	13,059	26,118	434,995 (4)
	04/01/16	03/28/16	—	—	—	7,989	15,977	31,954	434,974 (4)
	04/01/16	03/28/16	—	—	—	8,706	8,706	8,706	289,997
	10/03/16	03/28/16	—	—	—	8,763	8,763	8,763	289,968
Scott D. Stowell.....			900,000	1,800,000	3,600,000	—	—	—	—
	04/01/16	03/28/16	—	—	—	18,238	36,475	72,950	1,214,982 (4)
	04/01/16	03/28/16	—	—	—	22,314	44,628	89,256	1,214,997 (4)
	04/01/16	03/28/16	—	—	—	24,317	24,317	24,317	809,999
	10/03/16	03/28/16	—	—	—	24,478	24,478	24,478	809,977
Peter G. Skelly.....			362,500	725,000	1,450,000	—	—	—	—
	04/01/16	03/28/16	—	—	—	6,530	13,059	26,118	434,995 (4)
	04/01/16	03/28/16	—	—	—	7,989	15,977	31,954	434,974 (4)
	04/01/16	03/28/16	—	—	—	8,706	8,706	8,706	289,997
	10/03/16	03/28/16	—	—	—	8,763	8,763	8,763	289,968
Wendy L. Marlett.....			221,250	442,500	885,000	—	—	—	—
	04/01/16	03/28/16	—	—	—	3,055	6,110	12,220	203,524 (4)
	04/01/16	03/28/16	—	—	—	3,738	7,476	14,952	203,534 (4)
	04/01/16	03/28/16	—	—	—	4,073	4,073	4,073	135,672
	10/03/16	03/28/16	—	—	—	4,100	4,100	4,100	135,669

- The amounts in these columns reflect the threshold, target and maximum potential payouts to our executives under their 2016 annual cash incentive compensation plans. The amount reflected as the "Threshold" is the amount of cash that would be payable to the executive if the Company achieved the \$712.5 million pre-tax minimum adjusted pre-tax net income performance threshold established by the Committee. The amount reflected as the "Target" is the amount of cash that would be payable to the executive if the Company achieved the \$821 million adjusted pre-tax income target contained in the Company's 2016 business plan. The amount reflected as the "Maximum" is the amount of cash that would be payable to the executive if the Company's 2016 adjusted pre-tax income were to exceed \$896.0 million. Under these plans, Mr. Nicholson, Mr. McCall, Mr. Stowell, Mr. Skelly and Ms. Marlett were paid cash incentive bonuses of \$3,443,471, \$1,248,258, \$3,099,124, \$1,248,258 and \$761,868, respectively.
- The amounts reflected in these columns represent long-term equity award compensation related to restricted stock and performance share awards that could be earned by our executives based on Company performance. Mr. Nicholson, Mr. McCall, Mr. Stowell, Mr. Skelly and Ms. Marlett received the following grants of restricted common stock: 27,018, 8,706, 24,317, 8,706 and 4,073 shares on April 1, 2016 and 27,198, 8,763, 24,478, 8,763 and 4,100 shares on October 3, 2016, respectively. These shares are reflected as the "Threshold", "Target" and "Maximum" amounts since the vesting was dependent upon the Company achieving a threshold level of \$410.5 million in adjusted pre-tax income that the Company achieved for 2016. Subject to achievement of the threshold level of adjusted pretax income, the restricted stock vests in three equal installments on each of the first three anniversaries of the grant date. The grant date fair value of the restricted stock is reflected in the "Stock Awards" column of the Summary Compensation Table. Mr. Nicholson, Mr. McCall, Mr. Stowell, Mr. Skelly and Ms. Marlett were also granted performance share awards with the target number of shares to be issued being set at 40,528, 13,059, 36,475, 13,059 and 6,110, respectively, with payouts up to two times the target number of shares based on the Company's actual revenue growth for the three-year period from 2016-2018. No shares will be issued to the executives if the "Threshold" level of performance is not achieved. Mr. Nicholson, Mr. McCall, Mr. Stowell, Mr. Skelly and Ms. Marlett were also granted performance share awards with the target number of shares to be issued being set at 49,586, 15,977, 44,628, 15,977 and 7,476, respectively, with payouts up to two times the target number of shares based on the Company's relative total shareholder return (TSR) performance over a three-year period from 2016-2018 in comparison to the TSR performance of a comparative peer group selected by the Compensation Committee subject to minimum TSR thresholds. No shares will be issued to the executives if the "Threshold" TSR ranking is not achieved. The grant date fair value of the performance share awards are at the target level reflected in the "Stock Awards" column of the Summary Compensation Table. In accordance with applicable accounting rules, the fair value for common stock awards that vest based on company performance (such as revenue) is the Company's common stock closing price per share on the grant date and the fair value for common stock awards that vest based on market conditions (such as TSR) is determined by an independent third party valuation firm using a lattice model. See footnote (4) below for information about the grant date fair value of these awards if the maximum performance level is achieved.

- (3) For a description of the methodology and assumptions used to calculate the grant date fair value of our stock awards, please see Note 14 (Stock Incentive and Employee Benefit Plans) to our consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2016.
- (4) The grant date fair value of the performance share awards is equal to the dollar amount of the "Target" award. On the grant date for these awards, the Company estimated that it was probable that the performance conditions necessary to earn the "Target" award would be satisfied. If the maximum performance level is achieved, the grant date fair value of the 2016 performance share awards for Mr. Nicholson, Mr. McCall, Mr. Stowell, Mr. Skelly and Ms. Marlett would be \$5,399,934, \$1,739,938, \$4,859,958, \$1,739,938 and \$814,116, respectively.

Outstanding Equity Awards At Fiscal Year End

The following table provides a summary of equity awards granted to each of the Company's named executive officers that were outstanding as of December 31, 2016.

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Larry T. Nicholson	178,342	—	—	17.8800	03/01/2019	—	—	—	—
	—	—	—	—	—	26,876 (1)	914,053	—	—
	—	—	—	—	—	—	—	30,303 (1)	1,030,605
	—	—	—	—	—	—	—	30,303 (1)	1,030,605
	—	—	—	—	—	27,018 (2)	918,882	—	—
	—	—	—	—	—	—	—	40,528 (3)	1,378,357
	—	—	—	—	—	—	—	49,586 (3)	1,686,420
	—	—	—	—	—	27,198 (4)	925,004	—	—
Jeff J. McCall(19)	27,975	—	—	21.4500	04/01/2017	—	—	—	—
	40,000	—	80,000 (5)	21.4500	04/01/2017	—	—	—	—
	85,499	—	—	41.9500	04/01/2018	—	—	—	—
	180,000	—	—	19.0000	06/01/2018	—	—	—	—
	29,704	14,851 (6)	—	42.2000	04/01/2019	—	—	—	—
	—	—	—	—	—	1,764 (7)	59,994	—	—
	—	—	—	—	—	15,215 (8)	517,462	—	—
	—	—	—	—	—	—	—	2,731 (9)	92,881
	30,225	15,112 (10)	—	37.0000	10/01/2019	—	—	—	—
	—	—	—	—	—	2,012 (11)	68,428	—	—
	14,774	29,548 (12)	—	44.5500	04/01/2020	—	—	—	—
	—	—	—	—	—	3,491 (13)	118,729	—	—
	—	—	—	—	—	—	—	5,237 (14)	178,110
	—	—	—	—	—	—	—	2,659 (14)	90,433
	14,613	29,225 (15)	—	41.1600	10/01/2020	—	—	—	—
	—	—	—	—	—	3,778 (16)	128,490	—	—
	—	—	—	—	—	8,706 (2)	296,091	—	—
	—	—	—	—	—	—	—	13,059 (3)	444,137
	—	—	—	—	—	—	—	15,977 (3)	543,378
	—	—	—	—	—	8,763 (4)	298,030	—	—
Scott D. Stowell	86,470	—	—	21.4500	04/01/2017	—	—	—	—
	60,000	—	120,000 (5)	21.4500	04/01/2017	—	—	—	—
	208,913	—	—	41.9500	04/01/2018	—	—	—	—
	72,153	36,076 (6)	—	42.2000	04/01/2019	—	—	—	—
	—	—	—	—	—	4,285 (7)	145,733	—	—
	—	—	—	—	—	29,459 (8)	1,001,901	—	—
	—	—	—	—	—	—	—	6,634 (9)	225,622
	40,568	20,283 (17)	—	37.7000	08/05/2019	—	—	—	—
	—	—	—	—	—	2,652 (18)	90,195	—	—
	73,420	36,709 (10)	—	37.0000	10/01/2019	—	—	—	—
	—	—	—	—	—	4,887 (11)	166,207	—	—
	36,935	73,870 (12)	—	44.5500	04/01/2020	—	—	—	—
	—	—	—	—	—	8,728 (13)	296,839	—	—
	—	—	—	—	—	—	—	13,093 (14)	445,293
	—	—	—	—	—	—	—	6,649 (14)	226,132
	36,532	73,063 (15)	—	41.1600	10/01/2020	—	—	—	—
	—	—	—	—	—	9,448 (16)	321,326	—	—
	—	—	—	—	—	24,317 (2)	827,021	—	—
	—	—	—	—	—	—	—	36,475 (3)	1,240,515
	—	—	—	—	—	—	—	44,628 (3)	1,517,798
	—	—	—	—	—	24,478 (4)	832,497	—	—
Peter G. Skelly	20,382	—	—	17.8800	03/01/2019	—	—	—	—
	—	—	—	—	—	7,166 (1)	243,716	—	—
	—	—	—	—	—	—	—	8,081 (1)	274,835
	—	—	—	—	—	—	—	8,080 (1)	274,801
	—	—	—	—	—	8,706 (2)	296,091	—	—
	—	—	—	—	—	—	—	13,059 (3)	444,137
	—	—	—	—	—	—	—	15,977 (3)	543,378

	—	—	—	—	—	8,763 ⁽⁴⁾	298,030	—	—
Wendy L. Marlett	13,352	—	—	21.4500	04/01/2017	—	—	—	—
	8,000	—	16,000 ⁽⁵⁾	21.4500	04/01/2017	—	—	—	—
	37,000	—	—	19.0500	09/07/2017	—	—	—	—
	31,380	—	—	41.9500	04/01/2018	—	—	—	—
	12,414	6,206 ⁽⁶⁾	—	42.2000	04/01/2019	—	—	—	—
	—	—	—	—	—	737 ⁽⁷⁾	25,065	—	—
	—	—	—	—	—	6,357 ⁽²⁾	216,202	—	—
	—	—	—	—	—	—	—	1,141 ⁽⁷⁾	38,805
	12,632	6,315 ⁽¹⁰⁾	—	37.0000	10/01/2019	—	—	—	—
	—	—	—	—	—	840 ⁽¹¹⁾	28,568	—	—
	6,068	12,135 ⁽¹²⁾	—	44.5500	04/01/2020	—	—	—	—
	—	—	—	—	—	1,434 ⁽¹³⁾	48,770	—	—
	—	—	—	—	—	—	—	2,151 ⁽¹⁴⁾	73,156
	—	—	—	—	—	—	—	1,092 ⁽¹⁴⁾	37,139
	6,002	12,002 ⁽¹⁵⁾	—	41.1600	10/01/2020	—	—	—	—
	—	—	—	—	—	1,552 ⁽¹⁶⁾	52,784	—	—
	—	—	—	—	—	4,073 ⁽²⁾	138,523	—	—
	—	—	—	—	—	—	—	6,110 ⁽³⁾	207,801
	—	—	—	—	—	—	—	7,476 ⁽³⁾	254,259
	—	—	—	—	—	4,100 ⁽⁴⁾	139,441	—	—

- (1) Outstanding equity awards for Mr. Nicholson and Mr. Skelly consist of unvested restricted stock awards (26,876 and 7,166, respectively) and performance share awards (totaling 60,606 and 16,161, respectively) granted by The Ryland Group, Inc. on 3/1/2015 and assumed by CalAtlantic Group, Inc. in connection with the merger. One half of their remaining restricted stock award vests on 3/1/2017 and 3/1/2018.
- (2) 4/1/2016 restricted stock award; one third of the award vests on 4/1/2017, 4/1/2018 and 4/1/2019.
- (3) 4/1/2016 performance share award; in accordance with SEC rules, this amount represents the number of shares of Company common stock that will be issued to each executive if "target" revenue growth and relative total shareholder return ("TSR") performance, each over a three-year period from 2016-2018, is achieved under the executive's performance share award agreement. On the date the performance share awards were granted, and as of the date of this proxy statement, the Company estimates that it is probable that "target" revenue growth and "target" relative TSR performance in comparison to the TSR performance of a comparative peer group selected by the Compensation Committee, each over the three-year period from 2016-2018, will be achieved.
- (4) 10/3/2016 restricted stock award; one third of the award vests on 10/3/2017, 10/3/2018 and 10/3/2019.
- (5) 4/2/2012 capped market-based stock appreciation rights; one half of the remaining award vests if the Company's common stock closing price reaches \$45 and \$50, respectively, for twenty consecutive trading days over a five year award period ending on the award's expiration date.
- (6) 4/1/2014 capped stock appreciation rights; the remaining award vests on 4/1/2017.
- (7) 4/1/2014 restricted stock award; the remaining award vests on 4/1/2017.
- (8) 4/1/2014 performance share award relating to the earnings per share component; award was paid out in March 2017.
- (9) 4/1/2014 performance share award; in accordance with SEC rules, this amount represents the number of shares of Company common stock that will be issued to each executive if "target" relative total shareholder return ("TSR") performance over the three-year period from 2014-2016 is achieved under the executive's performance share award agreement. As of the date of this proxy statement, the Company determined that "threshold" relative TSR performance over the three-year period from 2014-2016 in comparison to the TSR performance of a comparative peer group selected by the Compensation Committee was not achieved.
- (10) 10/1/2014 capped stock appreciation rights; the remaining award vests on 10/1/2017.
- (11) 10/1/2014 restricted stock award; the remaining award vests on 10/1/2017.
- (12) 4/1/2015 capped stock appreciation rights; one half of the remaining award vests on 4/1/2017 and 4/1/2018.
- (13) 4/1/2015 restricted stock award; one half of the remaining award vests on 4/1/2017 and 4/1/2018.
- (14) 4/1/2015 performance share award; in accordance with SEC rules, this amount represents the number of shares of Company common stock that will be issued to each executive if "target" revenue growth and relative total shareholder return ("TSR") performance over a two-year and three-year period from 2016-2017 and 2015-2017, respectively, is achieved under the executive's performance share award agreement. On the date the performance share awards were granted, and as of the date of this proxy statement, the Company estimates that it is probable that "target" revenue growth over the two-year period from 2016-2017, and "target" relative TSR performance over the three-year period from 2015-2017 in comparison to the TSR performance of a comparative peer group selected by the Compensation Committee, will be achieved.
- (15) 10/1/2015 capped stock appreciation rights; one half of the remaining award vests on 10/1/2017 and 10/1/2018.
- (16) 10/1/2015 restricted stock award; one half of the remaining award vests on 10/1/2017 and 10/1/2018.
- (17) 8/5/2014 capped stock appreciation rights; the remaining award vests on 4/1/2017.
- (18) 8/5/2014 restricted stock award; the remaining award vests on 4/1/2017.
- (19) All of Mr. McCall's equity awards are held in his name or in a family LLC for which Mr. McCall is the sole manager authorized to act on behalf of the LLC.
- (20) Market value based on the closing price of CalAtlantic Group, Inc. common stock on December 30, 2016 (\$34.01).

Option Exercises and Stock Vested

The following table sets forth on an aggregated basis for each of the Company's named executive officers, the number and value of shares of Common Stock acquired upon exercise of stock options, and the number and value of shares of Common Stock acquired upon vesting of restricted stock during 2016.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Larry T. Nicholson	78,342	1,001,582	13,439	423,463
Jeff J. McCall	—	—	21,514	683,952
Scott D. Stowell	—	—	55,371	1,764,562
Peter G. Skelly	—	—	3,584	112,932
Wendy L. Marlett	23,000	354,857	8,246	262,705

Nonqualified Deferred Compensation

Name	Executive Contributions in 2016 (\$)(1)	Company Contributions in 2016 (\$)(1)	Aggregate Earnings/(Losses) in 2016 (\$)(2)(3)	Aggregate Withdrawals/ Distributions in 2016 (\$)(3)	Aggregate balance at December 31, 2016 (\$)(3)
Larry T. Nicholson	1,300,000	78,000	758,688	—	5,443,488
Jeff J. McCall	—	—	—	—	—
Scott D. Stowell	—	—	—	—	—
Peter G. Skelly	85,500	41,375	—	(126,875)	—
Wendy L. Marlett	—	—	—	—	—

- (1) The amounts reflected in the Executive Contributions in 2016 column represent the elected portion of the executive's 2015 bonus contributed to the Executive and Director Deferred Compensation Plan II ("EDDCP II"), assumed from Ryland in connection with the merger, upon payout of the 2015 bonuses in February 2016 and are reported as compensation earned within the Summary Compensation Table for 2015 for each of Mr. Nicholson and Mr. Skelly. Matching contributions to the EDDCP II made by the Company during 2016 relate solely to these contributed amounts and are included in the "All Other Compensation" column of the "Summary Compensation Table" on page 36 for 2016 by each of Mr. Nicholson and Mr. Skelly. The Company no longer provides matching contributions to the EDDCP II, as the plan was effectively frozen on December 31, 2015 (subject to future distributions based on the original election of the participants).
- (2) Represents earnings or losses related to participants' accounts that are invested in a variety of independently managed investment funds available under the plan.
- (3) The amounts in these columns relate to the participants' accounts in the Company's current nonqualified deferred compensation plan and their accounts in the frozen nonqualified deferred compensation plan, the EDDCP II. \$5,357,988 of the amount reported in the aggregate balance at December 31, 2016 for Mr. Nicholson was not reported as compensation paid by the Company in previous fiscal years, as Mr. Nicholson became an executive officer of the Company on October 1, 2015 in connection with the merger transaction with Ryland.

All of the Company's senior managers, including the named executive officers, and certain other Company employees, may participate in the Company's nonqualified deferred compensation plan. The plan allows participants to defer the receipt of income through contributions to the plan that are directed by the participant into a variety of investment funds options. The Company does not currently provide matching contributions to the plan.

Under the plan, participants make irrevocable deferral elections for their compensation prior to the end of the year preceding the plan year in which the services giving rise to the compensation to be deferred were performed or, at the discretion of the Committee administering the plan, prior to six months before the end of the performance service period for the compensation being deferred if the compensation was determined to be "performance-based." Participants can defer up to 75% of their annual base salary and bonus.

The value of aggregate earnings or losses in deferred accounts is determined based upon the performance of investment funds selected by the participant from a range of choices provided by the Company and the plan administrator. Changes to investment fund elections may be made by the participants from time-to-time, and changes to the selection of funds available under the plan may be made by the Company at any time with prior notice to plan participants.

Participants may elect to receive distributions from their accounts on a fixed payment date, upon determination of disability or the occurrence of a "change-in-control," or after six months from the date of their "separation from service" with the Company in the form of a lump sum cash payment or up to 15 annual installments. Participants also may withdraw their funds due to an unforeseeable financial emergency at the sole discretion of the Company.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of December 31, 2016 with respect to the shares of Common Stock that may be issued under our equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities listed in column (a)) (c)
Equity compensation plans approved by stockholders(1)	5,574,913	\$ 34.47	8,650,219

- (1) Amounts provided include the impact of 430,818 shares of unvested restricted stock and 1,136,928 shares of Company common stock that will be issued if "maximum" performance is achieved in connection with performance share awards outstanding as of December 31, 2016. See additional discussion within the Compensation Discussion and Analysis section of this proxy statement.

The Company's equity compensation plans are administered by the Compensation Committee of the Board of Directors. The plans provide the committee discretion to award options, stock appreciation rights, restricted stock, incentive bonuses and incentive stock to employees, directors, and executive officers of the Company and its subsidiaries. The committee is also authorized to amend, alter or discontinue the plans, except to the extent that it would impair the rights of a participant.

PROPOSAL NO. 3 ADVISORY VOTE ON THE COMPENSATION OF NAMED EXECUTIVE OFFICERS

Stockholder "Say-On-Pay" Voting

On May 7, 2014, we held our annual meeting of stockholders. At that meeting, stockholders were provided the opportunity to cast non-binding advisory votes on the compensation of our named executive officers and the frequency with which stockholders should be provided the opportunity to vote on the compensation of our named executive officers in the future. Following the recommendation of our Board of Directors, over 98% of votes cast by stockholders at the meeting were voted to approve the compensation of our named executive officers and nearly 63% of votes cast were voted in favor of a three year frequency for future "say-on-pay" advisory votes. Consistent with these results, our Compensation Committee decided on a three year frequency for future "say-on-pay" votes and applied a similar compensation philosophy when setting 2015, 2016 and 2017 executive compensation. As described beginning on page 23, the Company's financial performance has improved steadily over the three years since our last "say-on-pay" vote, culminating in the strong financial performance we experienced in 2016.

The Board is asking our stockholders to once again indicate their support for our executive officer compensation program as described in this Proxy Statement. This proposal is commonly referred to as "**Say on Pay**".

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR APPROVAL OF THE FOLLOWING RESOLUTION:

RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including in the Compensation Discussion and Analysis and compensation tables and narrative discussion, is hereby approved.

Background on Proposal

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and applicable SEC rules require the Company to provide our stockholders the opportunity to approve, on an advisory basis, the compensation of our named executive officers as disclosed in this proxy statement. As described in the Compensation Discussion and Analysis, which begins at page 21, our executive compensation program is designed to attract and retain key executives, support our business strategy through a "pay for performance" philosophy, and align the long-term interests of our executives with those of our stockholders. For a comprehensive description of our executive compensation program, philosophy and objectives, including the specific elements of executive compensation that comprised the program in 2016, please refer to the Compensation Discussion and Analysis. The Summary Compensation Table and other executive compensation tables (and accompanying narrative disclosures) that follow it, beginning on page 36, provide additional information about the compensation that we paid to our named executive officers in 2016.

Effects of Advisory Vote

Assuming the presence of a quorum at our annual meeting of stockholders, under our bylaws, the affirmative vote of a majority of the shares present in person or by proxy and entitled to vote on the proposal is necessary for its approval. As a result, abstentions will be treated as votes against the proposal, whereas broker non-votes will have no effect on the outcome of the vote. Unless instructed otherwise in the proxy, the persons named in the accompanying form of proxy will vote all proxies *for* the proposal. Because the vote on this proposal is advisory in nature, it will not affect any compensation already paid or awarded to our named executive officers and will not be binding on the Board or the Compensation Committee. However, the Compensation Committee will consider the outcome of the vote when making future executive compensation decisions.

STOCKHOLDER PROPOSALS FOR THE 2018 ANNUAL MEETING OF STOCKHOLDERS

Any eligible stockholder of the Company wishing to have a proposal considered for inclusion in the Company's 2018 proxy solicitation materials pursuant to and in compliance with Rule 14a-8 ("Rule 14a-8") must set forth such proposal in writing and submit it to the Company's Corporate Secretary on or before December 1, 2017. The Board of Directors will review proposals from eligible stockholders if they are received by such date and will determine whether such proposals will be included in the Company's 2018 proxy solicitation materials. Proposals must be submitted in accordance with Rule 14a-8 of the Exchange Act of 1934, as amended.

If a stockholder desires to have a proposal presented or nominate a director candidate at the Company's 2018 annual meeting of stockholders and the proposal is not intended to be included in the Company's 2018 proxy solicitation materials, the stockholder must give advance notice to the Company in accordance with the Company's bylaws. According to the bylaws of the Company, in order for a stockholder proposal to be properly brought before any meeting of stockholders, the stockholder must give notice of the proposal in writing to the Company's Corporate Secretary at the Company's principal executive offices by not later than February 9, 2018 nor earlier than January 10, 2018. All stockholder proposals must include the information required by the Company's bylaws. Stockholders may contact the Company's Corporate Secretary at the address set forth below for a copy of the bylaw provisions that set forth the requirements for making stockholder proposals and nominating director candidates. For information about stockholder director nominations, reference is made to the information included under the caption "The Board of Directors and Corporate Governance -- Director Identification, Qualification and Nominating Procedures" in this proxy statement.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

To the Company's knowledge, based solely on its review of the copies of reports filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 that were required to be furnished to us, all of the reports required under Section 16(a), during or with respect to the fiscal year ended December 31, 2016, were filed on a timely basis.

FORM 10-K ANNUAL REPORT

Along with this proxy statement, the Company has made available to each stockholder entitled to vote, a copy of its Annual Report to Stockholders and Annual Report on Form 10-K. **The Company will provide, without charge, a copy of its Annual Report on Form 10-K for the year ended December 31, 2016 (without the exhibits thereto) and/or a copy of any exhibits to its 2016 Form 10-K upon the written or oral request of any stockholder or beneficial owner of its Common Stock. Requests should be directed to the below address.**

**John P. Babel
Corporate Secretary
CalAtlantic Group, Inc.
15360 Barranca Parkway
Irvine, California 92618
(949) 789-1600**

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 10, 2017

The Notice of Internet Availability of Proxy Materials and this proxy statement and Annual Report on Form 10-K for the year ended December 31, 2016 are available at www.proxyvote.com.

FORWARD-LOOKING STATEMENTS

This proxy statement contains "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and involve substantial risks and uncertainties, which may cause results to differ materially from those set forth in the statements. The forward-looking statements may include, but are not limited to, statements made in the Compensation Discussion and Analysis section of this proxy statement regarding the anticipated actions and effects of our compensation structure and programs and statements included in the other proposals contained herein. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Forward-looking statements should be evaluated together with the many uncertainties that affect the Company's business, particularly those mentioned under the heading "Risk Factors" in the Company's Annual Report on Form 10-K, and in the periodic reports that the Company files with the SEC on Form 10-Q and Form 8-K.

OTHER MATTERS

At the time of the preparation of this proxy statement, the Board of Directors of the Company was not aware of any other matters that would be presented for action at the Annual Meeting. Should any other matters properly come before the meeting, action may be taken thereon pursuant to the proxies in the form enclosed, which confer discretionary authority on the persons named therein or their substitutes with respect to such matters.