

KB HOME  
Form DEF 14A  
March 02, 2012  
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## SCHEDULE 14A INFORMATION

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**KB HOME**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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**KB HOME**

*10990 Wilshire Boulevard*

*Los Angeles, California 90024*

*(310) 231-4000*

*March 2, 2012*

Dear Fellow Stockholder:

Your officers and directors join me in inviting you to attend the 2012 Annual Meeting of Stockholders of KB Home at 9:00 a.m., Pacific Time, on Thursday, April 12, 2012 at our corporate office in Los Angeles, California.

At our 2012 Annual Meeting, we will consider the following items of business:

| <b>Item of Business</b>   | <b>Board Recommendation</b> |
|---|-----------------------------|
| Elect nine directors, each to serve for a one-year term                     | <b>FOR</b>                  |
| Ratify the appointment of our independent registered public accounting firm | <b>FOR</b>                  |
| Advisory vote to approve named executive officer compensation               | <b>FOR</b>                  |

You can find more information on these items of business in the attached Notice of 2012 Annual Meeting of Stockholders and Proxy Statement. *Your vote is very important, and we encourage you to vote via the Internet, by telephone or by mail as soon as possible to ensure that your vote is counted.*

Following the formal business at the 2012 Annual Meeting, we will discuss our 2011 results.

We look forward to seeing you on April 12.

Sincerely,

JEFFREY T. MEZGER

*President and Chief Executive Officer*

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## NOTICE OF 2012 ANNUAL MEETING OF STOCKHOLDERS

|                           |  |
|---------------------------|--|
| <b>TIME AND DATE:</b>     | 9:00 a.m., Pacific Time, on Thursday, April 12, 2012.  |
| <b>LOCATION:</b>          | KB Home Corporate Office, 10990 Wilshire Boulevard, Los Angeles, CA 90024.   |
| <b>ITEMS OF BUSINESS:</b> | <ol style="list-style-type: none"><li>(1) Elect nine directors, each to serve for a one-year term;</li><li>(2) Ratify the appointment of our independent registered public accounting firm; and</li><li>(3) Advisory vote to approve named executive officer compensation.</li></ol> <p>The accompanying Proxy Statement describes these items in more detail. We have not received notice of any other matters that may be properly presented at the meeting.</p> |
| <b>RECORD DATE:</b>       | You can vote at the meeting and at any postponement or adjournment of the meeting if you were a stockholder of record on February 10, 2012.  |
| <b>VOTING:</b>            | <b>Please vote as soon as possible, even if you plan to attend the meeting, to ensure that your shares will be represented. You do not need to attend the meeting to vote if you vote before the meeting. If you are a holder of record, you may vote your shares via the Internet, by telephone or by mail. If your shares are held by a broker or financial institution, you must vote your shares as instructed by your broker or financial institution.</b>    |
| <b>ANNUAL REPORT:</b>     | Copies of our Annual Report on Form 10-K for the fiscal year ended November 30, 2011 (the Annual Report ), including audited financial statements, are being made available to stockholders concurrently with the accompanying Proxy Statement. We anticipate that these materials will first be made available on or about March 2, 2012.   |

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on April 12, 2012: Our Proxy Statement and Annual Report are available at [www.kbhome.com/investor/proxy](http://www.kbhome.com/investor/proxy).**

**BY ORDER OF THE BOARD OF DIRECTORS,**

BRIAN J. WORAM

*Executive Vice President, General Counsel and Secretary*

*Los Angeles, California*

*March 2, 2012*

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## Admission to the 2012 Annual Meeting

Only stockholders of record on February 10, 2012, authorized proxy holders of stockholders of record on February 10, 2012, and invited guests of the Board of Directors may attend the 2012 Annual Meeting. **Both an admission ticket and picture identification (such as a valid driver's license or passport) will be required to attend the 2012 Annual Meeting. A professional business dress code will be observed.**

If you are eligible and wish to attend the 2012 Annual Meeting, please send your request for an admission ticket in writing to William A. (Tony) Richelieu, Assistant Corporate Secretary, KB Home, 10990 Wilshire Boulevard, Los Angeles, California 90024. **All requests must be in writing and received on or before Friday, March 30, 2012 and include the following information:**

*If you are a stockholder of record*

A copy of a voting instruction form or a Notice of Internet Availability showing stockholder name and address;

Name, mailing address and contact telephone number of an authorized proxy representative, if one is appointed, plus a copy of the signed legal proxy; and

The complete address where your admission ticket should be mailed.

*If you are a beneficial stockholder*

A copy of a brokerage account voting instruction form showing stockholder name and address, or a broker letter verifying record date ownership;

A copy of a brokerage account statement showing KB Home stock ownership on the record date; and

The complete address where your admission ticket should be mailed.

Please note any special assistance needs in your admission ticket request. Once your request is processed, an admission ticket will be mailed to you at the address provided.

## Internet Availability of Materials

For the 2012 Annual Meeting, we are making our proxy materials available primarily via the Internet, and we encourage voting online or by telephone. These proxy materials include the accompanying Proxy Statement, the Annual Report and a voting instruction form. We are doing this to speed the delivery of proxy materials to our stockholders, to lower costs and to reduce the impact on the environment from printing and mailing proxy materials.

On March 2, 2012, we mailed to stockholders a Notice of Internet Availability (the Notice) that provides instructions on how to access and view the accompanying Proxy Statement, the Annual Report and other proxy materials, and to vote online or by telephone. To request a printed copy of our proxy materials, please follow the instructions on the Notice. Stockholders who previously elected to receive proxy materials electronically will continue to receive these materials and the Notice by e-mail, unless we are told otherwise.

Please note that you cannot vote your shares by marking the Notice and returning it.





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**KB HOME**

*10990 Wilshire Boulevard*

*Los Angeles, California 90024*

*(310) 231-4000*

**PROXY STATEMENT**

*for the*

**2012 ANNUAL MEETING OF STOCKHOLDERS**

## General Information

### **What is the purpose of this Proxy Statement?**

Your Board of Directors (the Board) is furnishing this Proxy Statement to you to solicit your proxy for our 2012 Annual Meeting. The items of business for the 2012 Annual Meeting are described in the accompanying Notice of 2012 Annual Meeting of Stockholders. This Proxy Statement contains information to help you decide how you want your shares to be voted. We anticipate that this Proxy Statement and a form of proxy/voting instruction form will first be made available on or about March 2, 2012.

### **Who can vote?**

Holders of record of the 77,095,968 shares of common stock outstanding at the close of business on the record date (February 10, 2012) are entitled to one vote for each share held. The trustee of our Grantor Stock Ownership Trust (the GSOT) will vote the 10,860,551 shares the GSOT held on the record date based on the instructions received from our employees who hold unexercised common stock options under our employee equity compensation plans. Accordingly, a total of 87,956,519 shares are entitled to vote at the 2012 Annual Meeting. There is no right to cumulative voting.

### **Who is a Holder of Record ?**

If your shares are registered directly in your name with our transfer agent, Computershare Shareowner Services LLC, you are considered the holder of record of those shares.

If your shares are held in a stock brokerage account or by a financial institution or other holder of record, you are a beneficial owner of those shares held in street name. If you are a beneficial owner, for ease of reference, this Proxy Statement will use the term broker to describe the person or institution that is the holder of record of your shares.

### **Attending the 2012 Annual Meeting**

**Date:**

Thursday, April 12, 2012.

**Place:** KB Home Corporate Office

10990 Wilshire Boulevard

Los Angeles, CA 90024.

**To Attend:** You must have an admission ticket and valid picture identification, as described above on page i. A professional business dress code will be observed. Parking is available at the meeting location. You may be subject to a security check.

**Note:** **No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted at the meeting. Additional rules of conduct will apply at the meeting.**

#### **Proxy Solicitation Costs**

We will pay the cost to solicit proxies for the 2012 Annual Meeting. In addition to this Proxy Statement, our officers, directors and other employees may solicit proxies personally or in writing or by telephone, facsimile or email for no additional compensation. We will, if requested, reimburse banks, brokerage houses and other custodians, nominees and certain fiduciaries for their reasonable expenses in providing material to their principals. We have hired Georgeson Inc., a professional soliciting organization, to assist us in proxy solicitation and in distributing proxy materials. For these services, we will pay Georgeson a fee of \$9,000, plus reimbursement for out-of-pocket expenses.

**Table of Contents****Voting Information**

|  |  |
|--|--|
| <b>Quorum Requirement</b>                | For stockholders to take action at the 2012 Annual Meeting, a majority of the shares of our common stock outstanding on the record date must be present or represented at the 2012 Annual Meeting. Abstentions and broker non-votes are counted for this purpose.  |
| <b>Broker Non-Votes</b>                  | A broker non-vote arises when a broker does not receive instructions from a beneficial owner and does not have the discretionary authority to vote on an item of business. For the 2012 Annual Meeting, we understand that brokers have discretionary authority to vote only on ratifying the appointment of our independent registered public accounting firm. <i>Therefore, if you are a beneficial owner, you must instruct your broker on how you want your shares to be voted on the other items of business for the 2012 Annual Meeting in order for your shares to be counted for those items.</i>        |
| <b>Proxy Voting</b>                      | Holders of record may vote by proxy via the Internet, by telephone or by mail as described in the proxy materials. If you are a beneficial owner, your broker should send you proxy voting materials and instructions, and may do so electronically.   |
| <b>Voting at the 2012 Annual Meeting</b> | Holders of record (or someone designated by a signed legal proxy) may vote in person at the 2012 Annual Meeting. If you are a beneficial owner, you must obtain a legal proxy from your broker and present it with your ballot. Voting at the 2012 Annual Meeting will replace any prior proxy voting.   |
| <b>Voting By Named Proxies</b>           | The named proxies for the 2012 Annual Meeting – Jeffrey T. Mezger and Brian J. Woram (or their duly authorized designees) – will follow submitted proxy voting instructions. They will vote as the Board recommends as to any submitted instructions that do not direct how to vote on any item, and will vote on any other matters properly presented at the 2012 Annual Meeting in their judgment.   |
| <b>Closing of Polls</b>                  | Polls will close shortly after the 2012 Annual Meeting is called to order. Holders of record may vote via the Internet and by telephone until 11:59 p.m., Eastern Time, on April 11, 2012. Proxy voting instructions for shares held by the KB Home Common Stock Fund in our 401(k) Savings Plan or the GSOT must be received by 11:59 p.m., Eastern Time, on April 10, 2012. Each broker sets proxy voting deadlines for its beneficial owners.   |
| <b>Changing Your Vote</b>                | Holders of record may revoke voting instructions at any time before polls close by submitting a later vote: (i) in person at the 2012 Annual Meeting, (ii) via the Internet, by telephone or by mail before the above-listed deadlines, or (iii) to our Corporate Secretary at the address under the heading Corporate Governance Highlights by our close of business on April 11, 2012. If you are a beneficial owner, you must contact your broker to revoke any prior voting instructions. There are no dissenters' rights or rights of appraisal as to any item to be acted upon at the 2012 Annual Meeting. |
| <b>Election of Directors</b>             | To be elected, each director nominee must receive a majority of votes cast in favor ( <i>i.e.</i> , the votes cast for a nominee's election must exceed the votes cast against the nominee's election). Shares that are not present or represented at the 2012 Annual Meeting and abstentions will not affect the election outcome.  |

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**Voting on Other Items** Other items of business will be considered approved based upon the affirmative vote of a majority of shares of our common stock present or represented, and entitled to vote thereon, at the 2012 Annual Meeting. Abstentions from voting on these other items of business will have the same effect as an "against" vote. Broker non-votes will have no effect on the voting results for these other items of business.

**Inspectors of Elections** We have engaged our transfer agent to count the votes and to act as an independent inspector of election. William A. (Tony) Richelieu, our Assistant Corporate Secretary, will also act as an inspector of election.

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## Corporate Governance and Board Matters

### CORPORATE GOVERNANCE

**H** Independent Non-Executive Chairman of the Board

**I**

**G** Full Board elected annually using a majority vote standard

**H**

**L** Standing Board Committees are entirely composed of independent directors

**I**

**G** All incumbent directors standing for re-election attended at least 75% of Board-related meetings

**H**

**T** Non-employee directors are subject to an equity ownership requirement during their Board service

**S**

Our Certificate of Incorporation, By-laws, Corporate Governance Principles, Charters for all Board Committees, and Ethics Policy are available online at [www.kbhome.com/investor/corporategovernance](http://www.kbhome.com/investor/corporategovernance)

As set forth in our Corporate Governance Principles, any interested party may write to the Board, to the Non-Executive Chairman of the Board or to any non-employee director in care of our Corporate Secretary at KB Home, 10990 Wilshire Boulevard, Los Angeles, CA 90024

#### **Role of the Board of Directors**

The Board is elected by our stockholders to oversee the management of our business and to assure that the long-term interests of our stockholders are being served. The Board carries out this role subject to Delaware law and our Certificate of Incorporation, By-laws and Corporate Governance Principles.

#### **Corporate Governance Principles**

Our Corporate Governance Principles provide a framework within which we conduct our business and pursue our strategic goals. The Nominating and Corporate Governance Committee regularly reviews our Corporate Governance Principles, and the Board approves changes as it deems appropriate.

#### **Ethics Policy**

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We expect all of our directors and employees to follow the highest ethical standards when representing KB Home and our interests. To this end, all employees, including our senior executive management, and our directors must comply with our Ethics Policy. The Audit Committee regularly reviews our Ethics Policy, and approved changes to it that became effective as of October 28, 2011. The changes updated certain standards of conduct, and reinforced our no-retaliation policy for good faith reporting of misconduct and for cooperating in investigations and related proceedings.

### **Executive Sessions of Non-Employee Directors**

As part of the Board's regularly scheduled meetings, the non-employee directors meet in executive session. Any non-employee director can request additional executive sessions. Stephen F. Bollenbach, the Non-Executive Chairman of the Board, schedules and chairs the executive sessions.

### **Board Membership**

As of the date of this Proxy Statement, the Board has ten members. Except for Mr. Mezger, our President and Chief Executive Officer ( CEO ), no director is an employee of KB Home.

### **Board Committees**

The Board has three standing Committees:

Audit and Compliance (the Audit Committee )

Management Development and Compensation (the Compensation Committee )

Nominating and Corporate Governance (the Nominating/Governance Committee )

The Board appoints the members of and has adopted a charter for each Board Committee. The Board and each Board Committee conducts an annual evaluation of its performance. Mr. Mezger does not serve on any Board Committees.

### **Board Meetings and Attendance**

The Board and its Committees hold regular meetings on a set schedule and may hold interim meetings and act by written consent from time to time as necessary or appropriate. The Board held four meetings during our 2011 fiscal year. Mr. Bollenbach, as the Non-Executive Chairman of the Board, presides over all meetings at which he is present.

In our 2011 fiscal year, each director attended at least 75% of the meetings of the Board and the Board Committees on which he or she served. We expect directors to attend our annual stockholder meetings. All directors serving at the time other than Mr. Timothy W. Finchem attended our 2011 Annual Meeting of Stockholders, which was held on April 7, 2011.

**Table of Contents****Board Committee Composition and 2011 Fiscal Year Board Committee Meetings**

| <b>Director</b>            | <b>Audit Committee</b> | <b>Compensation Committee</b> | <b>Nominating/Governance Committee</b> |
|----------------------------|------------------------|-------------------------------|--|
| Barbara T. Alexander       | X                      |                               |  |
| Stephen F. Bollenbach      |                        | X                             | X                                      |
| Timothy W. Finchem         |                        | X                             | X                                      |
| Kenneth M. Jastrow, II(a)  |                        |                               | Chair                                  |
| Robert L. Johnson          | X                      |                               |  |
| Melissa Lora               | Chair                  |                               | X                                      |
| Michael G. McCaffery       | X                      | Chair                         |  |
| Leslie Moonves(a)          |                        |                               | X                                      |
| Luis G. Nogales            | X                      | X                             |  |
| <b>Number of Meetings:</b> | 8                      | 6                             | 4                                      |

- (a) Mr. Jastrow became Chair of the Nominating/Governance Committee on January 26, 2012. Mr. Moonves served as Chair of the Nominating/Governance Committee throughout our 2011 fiscal year and until January 26, 2012.

**Board Leadership Structure, Board Committee Responsibilities and Risk Oversight**

The Board believes that separate individuals should hold the positions of Chairman of the Board and Chief Executive Officer, and that the Chairman should not be a KB Home employee. The Board has been led by an independent Non-Executive Chairman since 2007. The Non-Executive Chairman of the Board coordinates the Board's activities, including the scheduling of meetings and executive sessions of the non-employee directors and the relevant agenda items in each case (in consultation with the CEO as appropriate). The Board believes this leadership structure enhances the Board's oversight of and independence from our management and the Board's ability to carry out its roles and responsibilities on behalf of our stockholders. The Board has delegated certain responsibilities and authority to each standing Board Committee as described below, including with respect to risk oversight. At each regularly scheduled Board meeting, each Board Committee Chair (or another designated Board Committee member) reports to the Board on his or her Board Committee's activities.

**Audit Committee.** The Board has delegated its risk oversight responsibilities to the Audit Committee, other than risks relating to employee compensation. Each of our senior finance, accounting, legal and internal audit executives report directly to the Audit Committee regarding material risks to our business, among other matters, and the Audit Committee meets in executive sessions with each such executive and with representatives of our independent registered public accounting firm. As part of its risk oversight, the Audit Committee reviews with our management on an annual basis an overall enterprise risk management assessment that identifies risk areas to our business and corresponding mitigating factors, controls or actions, and it requests or receives periodic updates as deemed necessary or appropriate by the Audit Committee or management. The Audit Committee Chair reports to the Board regarding material risks as deemed appropriate.

The Audit Committee (a) is responsible for general oversight of our (i) accounting and reporting practices; (ii) internal control over financial reporting and disclosure controls and procedures; (iii) audit process, including our independent registered public accounting firm's qualifications, independence, retention, compensation and performance, and the performance of our internal audit department; and (iv) compliance with legal and regulatory requirements and management of matters in which we have or may have material liability exposure; (b) is authorized to act on the Board's behalf with respect to our incurring, guaranteeing or redeeming debt; (c) oversees the preparation of a required report to be included in our annual proxy statement; and (d) is charged with the duties and responsibilities in its charter.

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The Board has determined that each current member of the Audit Committee is financially literate under New York Stock Exchange ( NYSE ) listing standards, and that Ms. Lora qualifies as an audit committee financial expert under Securities and Exchange Commission ( SEC ) rules. The Board has also determined that Ms. Alexander's simultaneous service on the audit committees of three other public companies does not impair her ability to serve effectively on the Audit Committee. The Audit Committee is a separately designated standing audit committee as defined in Section 3(a)(58)(A) of the Securities Exchange Act of 1934.

**Compensation Committee.** The Board has delegated its oversight of risks that may arise from our employee compensation arrangements, plans, programs and policies to the Compensation Committee. In carrying out its risk oversight, the Compensation Committee reviews with our management on an annual basis an overall assessment of our primary employee compensation plans and programs that identifies potential design and implementation risks of those plans and programs, including potential risks relative to relevant business risk areas identified in our annual overall enterprise risk assessment. The Compensation Committee also carries out its risk oversight role on an ongoing basis through its review and, to the degree appropriate, specific approval of our compensation arrangements, plans, programs and policies as they are being developed by our senior human resources personnel. The Compensation Committee Chair reports to the Board regarding material risks as deemed appropriate. Based on this oversight approach and the identified mitigating factors noted in the box nearby, we do not believe that our present employee compensation arrangements, plans, programs and policies are likely to have a material adverse effect on us.

**Mitigating Factors of Compensation Risks**

Balanced and competitive mix of salaries, benefits, and annual and long-term incentives aligned with our operational and strategic goals designed to attract, retain and motivate a talented team to achieve optimal performance.

The Compensation Committee's and its outside consultant's guidance in developing our compensation arrangements, plans, programs and policies, and the Compensation Committee's review and approval of them.

Policies and procedures, including our equity-based award grant policy (described below under the heading Equity-Based Award Grant Policy ), and the compensation clawback provisions in our CEO's Employment Agreement.

The Compensation Committee's review of our performance and of individual executives' performance, and appropriate exercise of discretion in determining performance-based compensation within preset limits established by the Compensation Committee.

The Compensation Committee (a) is responsible for (i) the evaluation and compensation of our CEO; (ii) the compensation of our senior executive management (other than our CEO), which consists of our CEO's direct reports and any designated executive officers (as that term is defined in Rule 3b-7 of the Securities Exchange Act of 1934); (iii) oversight of our efforts to attract, develop, promote and retain qualified senior executive management; and (iv) the evaluation and determination of non-employee director compensation and benefits; (b) oversees the preparation of the compensation discussion and analysis to be included in our annual proxy statement, recommends to the Board whether to so include the compensation discussion and analysis, and provides an accompanying report to be included in our annual proxy statement (each of which are provided below under the heading Executive Compensation ); (c) advises the Board on any non-binding vote or similar advisory action by stockholders to approve senior executive management compensation; and (d) is charged with the duties and responsibilities in its charter.



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**Executive Officer and Non-Employee Director Compensation Processes and Procedures.** The Compensation Committee exercises the Board’s authority under our By-laws to fix executive officer and non-employee director compensation. Under this authority, the Compensation Committee annually reviews and approves the goals and objectives relevant to our CEO’s compensation, evaluates his performance in light of those goals and objectives and other criteria, and, either as a committee or together with the other independent directors (as directed by the Board), determines and approves our CEO’s compensation based on the evaluation. The Compensation Committee evaluates, in conjunction with our CEO, the performance of our senior executive management, and reviews and approves their compensation.

**Compensation Committee Interlocks and Insider Participation**

All current Compensation Committee members served throughout our 2011 fiscal year, and no member was part of a compensation committee interlock as described under SEC rules.

In addition, none of our executive officers served as a director or member of the compensation committee of another entity that would constitute a compensation committee interlock.

In addition, the Compensation Committee exercises the Board’s authority with respect to our employee compensation and benefits plans (including our employee equity compensation plans) and policies, except to the extent that the Board, in its discretion, reserves its authority. This authority includes selecting eligible participants, recommending and approving grants and awards, setting performance targets and other award eligibility criteria, approving an aggregate incentive pool for any annual or long-term incentive awards, interpreting the plans’ terms, delegating certain responsibilities and adopting or modifying as necessary any rules and procedures to implement the plans, including any rules and procedures that condition the approval of grants and awards. The Compensation Committee also periodically reviews our compensation and benefits plans and, from time to time, will recommend to the Board new material plans or modifications to existing plans. The Compensation Committee’s exercise of this authority with respect to the compensation and benefits awarded to our named executive officers (each, an NEO) under our employee compensation and benefits plans, including specific considerations applied and determinations made, is discussed below under the heading Compensation Discussion and Analysis.

The Compensation Committee, from time to time, reviews and makes recommendations to the Board regarding non-employee director compensation and benefits consistent with the goals of recruiting the highest caliber directors to serve on the Board, aligning directors’ and stockholders’ interests, and fairly paying directors for the work required to serve stockholder interests given our size, scope and complexity of operations.

In its oversight of executive officer and non-employee director compensation, the Compensation Committee seeks assistance from our management and has engaged its own outside compensation consultant, Semler Brossy Consulting Group LLC ( Semler Brossy ). Semler Brossy’s services to the Compensation Committee are described below under the headings Director Compensation and Compensation Discussion and Analysis. The Compensation Committee may delegate to a subcommittee or to our management any duties and responsibilities as the Compensation Committee deems to be appropriate and in our best interests, but it cannot delegate to our management the authority to grant equity-based awards.

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**Nominating/Governance Committee.** The Nominating/Governance Committee (a) is responsible for (i) providing oversight of our corporate governance policies and practices; (ii) identifying, evaluating and recommending to the Board individuals who are qualified to become directors as described in the box nearby; and (iii) performing ongoing assessments of the Board's size, operations, structure, needs and effectiveness; (b) reviews and makes recommendations to the Board on proposed changes to our Certificate of Incorporation, By-laws and Corporate Governance Principles; (c) periodically assesses and recommends action with respect to stockholder rights plans and other stockholder protections; (d) reviews and approves related party transactions, as further described below under the heading Certain Relationships and Related Party Transactions; and (e) is charged with the duties and responsibilities in its charter.

The Nominating/Governance Committee has retained professional search firms from time to time to assist it with recruiting potential director candidates to the Board based on criteria the Nominating/Governance Committee provides to each such firm. These firms help identify, evaluate and select director candidates and are typically paid an agreed upon fee plus expenses for their work. Current directors or other persons may recommend candidates to the Nominating/Governance Committee. Any security holder may recommend a director candidate for the Nominating/Governance Committee's consideration by submitting the candidate's name and qualifications to us in care of our Corporate Secretary at the address listed above under the heading Corporate Governance Highlights. Director candidates recommended by a security holder are considered in the same manner as any other recommended candidates.

### **Director Qualifications**

We believe our directors should possess the highest personal and professional ethics, integrity, judgment and values, and be committed to representing the long-term interests of our stockholders. Our directors should also have an inquisitive and objective perspective, and be able and willing to dedicate the time necessary to Board and Board Committee service. The Nominating/Governance Committee and the Board determined that each individual whom the Board will present at the 2012 Annual Meeting as a director nominee possesses these characteristics.

In addition, the Nominating/Governance Committee regularly evaluates the skills and characteristics of current and potential directors, and may consider the attributes in the box nearby, among others. Through its evaluation, the Nominating/Governance Committee identified for the Board certain specific skills and qualifications possessed by each director nominee that supported the Board's determination that each should serve as directors. These qualifications are described below along with other biographical information for each director nominee under the heading Item 1: Election of Directors.

### **Consideration of Director Candidates**

The Nominating/Governance Committee considers director candidates at regular or special meetings and at any point during the year. In addition to the general qualifications described below under the heading Director Qualifications, and the attributes described below in the box titled Selected Director Attributes, the Nominating/Governance Committee considers a director candidate's diversity of background and personal experience. In this context, diversity may encompass race, ethnicity, national origin and gender, geographic residency, educational and professional history, community or public service, expertise or knowledge base and/or other tangible and intangible aspects of a candidate in relation to the personal characteristics of current directors and other potential director candidates. There is no formal policy as to how diversity of background and personal experience is applied, and a candidate's background and personal experience, while important, do not necessarily outweigh other attributes or factors considered in evaluating any particular candidate.

### **Selected Director Attributes**

Personal qualities, accomplishments and reputation in the business community.

Financial literacy, financial and accounting expertise and significant business, academic or government experience in leadership positions or at senior policy-making levels.

Geographical representation in areas relevant to our business.

Diversity of background and personal experience.

Fit of abilities and personality with those of current and potential directors in building a Board that is effective, collegial and responsive to the needs of our business.

Independence and an absence of conflicting time commitments.

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### **Director Independence**

We believe that a substantial majority of our directors should be independent. To be independent, the Board must affirmatively determine that a director does not have any material relationship with us based on all relevant facts and circumstances.

The Board makes independence determinations annually based on information supplied by directors and other sources, the Nominating/Governance Committee's prior review and recommendation, and certain categorical standards contained in our Corporate Governance Principles. These standards are consistent with NYSE listing standards. The Board has determined that all non-employee directors who served during our 2011 fiscal year and all non-employee director nominees are independent under the Board's director independence standards. Accordingly, Messrs. Bollenbach, Finchem, Jastrow, Johnson, McCaffery, Moonves, and Nogales and Mmes. Alexander and Lora are independent.

In addition, the Board has determined (a) that each current member of the Audit Committee is independent under our Corporate Governance Principles, NYSE listing standards and SEC rules; (b) that each current member of the Nominating/Governance Committee is independent under our Corporate Governance Principles and NYSE listing standards; and (c) that each current Compensation Committee member is independent under our Corporate Governance Principles and NYSE listing standards, is a non-employee director under SEC rules and is an outside director under Section 162(m) of the Internal Revenue Code (the Code).

In making its independence determinations, the Board considered television, radio and billboard advertising expenditures we made at market rates with CBS Corporation (at which Mr. Moonves serves as President and Chief Executive Officer). These expenditures were made in the ordinary course of our business and the business of CBS Corporation and fell well within the categorical independence standards contained in our Corporate Governance Principles. Mr. Moonves was deemed to not have a direct or indirect material interest in the expenditures, and the Board determined that his independence was not impaired. The Board also considered our potentially acquiring certain land use rights in Texas from Forestar Group Inc., for which Mr. Jastrow serves as non-executive chairman; our licensing access to an online minority-focused employment and procurement portal from a subsidiary of The RLJ Companies, for which Mr. Johnson serves as chairman; and our obtaining certain excess directors' and officers' insurance coverage from a U.S. subsidiary of Allied World Assurance Company Holdings, Ltd., where Ms. Alexander serves as a non-employee director. Each of Ms. Alexander and Messrs. Jastrow and Johnson was deemed to not have a direct or indirect material interest in the respective transaction or potential transaction, and the Board determined that their independence was not impaired.

Table of Contents**Director Compensation**

The Board sets non-employee director compensation based on recommendations from the Compensation Committee, which has retained Semler Brossy to assist it with designing our non-employee director compensation program. Non-employee director compensation is currently provided under our 2009 Non-Employee Director Compensation Plan ( Director Plan ). Mr. Mezger is not paid for his service as a director.

**Director Compensation Plan**

As further described below, under the Director Plan, our non-employee directors are entitled to receive an annual retainer, an annual grant of stock options and stock units, and Board Committee-related retainers. Non-employee directors are also entitled to receive meeting fees under certain circumstances, and may elect to receive any cash retainers and meeting fees in the form of stock units. Cash retainers are paid in equal quarterly installments

over a Director Year. Annual compensation items correspond to a Director Year, and non-employee directors who are elected during a Director Year are entitled to pro-rated annual compensation based on the period remaining in the Director Year of election. The annual grant of stock options and stock units is made on the date of each annual meeting of stockholders to the non-employee directors serving on the Board on that date. A non-employee director who is elected during a Director Year receives a pro-rated grant of stock options and stock units on the date of the director's first day of service on the Board.

The Board set the following compensation under the Director Plan for the 2011-2012 Director Year, which is the same as for the 2010-2011 Director Year, as recommended by Semler Brossy and approved by the Compensation Committee.

A Director Year is the period between our annual meetings of stockholders. The 2011-2012 Director Year began on April 7, 2011 and ends on April 11, 2012.

|   |  |
|---|--|
| <i>Annual Retainer:</i>                               | \$80,000                                     |
| <i>Annual Grant of Stock Options and Stock Units:</i> | Each valued at \$67,500 on the date of grant |
| <i>Annual Board Committee Chair Retainers:</i>        | \$25,000 (Audit Committee)                   |
|   | \$18,000 (Compensation Committee)            |
|   | \$10,000 (Nominating/Governance Committee)   |
| <i>Annual Board Committee Member Retainers:</i>       | \$10,000 (Audit Committee)                   |
|   | \$7,000 (Compensation Committee)             |
| <i>Meeting Fees:</i>                                  | \$5,000 (Nominating/Governance Committee)    |

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\$1,500 per eligible meeting

*Committee-Related Fees and Meeting Fees.* The differences between the Board Committee-related Chair retainers reflect the Board's judgment of each Board Committee's respective workload. The Non-Executive Chairman of the Board is not eligible for any Board Committee-related retainers. Meeting fees are payable for attendance at Board or Board Committee meetings, beginning on the third additional meeting above its number of regularly scheduled meetings, subject to approval by the Non-Executive Chairman of the Board (as to Board meetings) or the relevant Board Committee Chair. No meeting fees were paid to our non-employee directors during our 2011 fiscal year.

*Director Plan Stock Options and Stock Units.* Each stock option represents a right to receive a payment equal to the positive difference between a stock option's exercise price and the closing price of our common stock on an exercise date. Each stock unit represents a right to receive a payment equal to the fair market value of one share of our common stock on a payment date and cash payments at the same time and in the same amount as any common stock cash dividend. Stock options and stock units are settled in cash unless payment in shares of our common stock is approved by our stockholders; stock options are therefore similar in nature to cash-settled

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stock appreciation rights. Stock options and stock units vest one year after the date of grant, and, except as described below under the heading Director Equity-Based Compensation Granted Before the 2010-2011 Director Year, stock options have a 10-year term. A non-employee director cannot exercise vested stock options until the director has met the non-employee director stock ownership requirement or, if earlier, has left the Board. Vested stock options held by a non-employee director must be exercised before the end of the stock options' respective term or, if earlier, before the third anniversary of the date the non-employee director leaves the Board. A non-employee director can elect to receive payout of stock units upon leaving the Board or, if the director has met the non-employee director stock ownership requirement, immediately after the one-year vesting date or at a specified date after the stock units vest, but before the director leaves the Board. The non-employee director stock ownership requirement is described below under the heading Stock Ownership Requirements.

**Director Equity-Based Compensation Granted Before the 2010-2011 Director Year**

Under the Director Plan, stock options granted to our non-employee directors before the 2010-2011 Director Year are fully vested, have a 15-year term and must be exercised before each option's term expires or, if earlier, within one year of the date a non-employee director leaves the Board, and any stock units so granted will be paid out only upon a non-employee director's leaving the Board, reflecting in each case the terms under which these awards were originally granted. These stock options, if exercised, and stock units will be paid out in cash as described above.

**Non-Executive Chairman of the Board Retainer**

Mr. Bollenbach is paid an annual cash retainer of \$300,000 for his service as the Non-Executive Chairman of the Board. He may keep any retainer payment if removed from the Board without cause.

**Indemnification Agreements**

We have entered into agreements with each of our non-employee directors that provide them with indemnification and advancement of expenses to supplement what is provided under our Certificate of Incorporation and insurance policies, subject to certain requirements and limitations.

**Expenses**

We pay the non-employee directors' expenses, including travel, accommodations and meals, for attending Board and Board Committee meetings and our annual meetings of stockholders and other activities related to our business.

**Director Compensation During Fiscal Year 2011**

| Name           | Fees Earned or Paid<br>in Cash<br>\$(a) | Stock<br>Awards<br>\$(b) | Option<br>Awards<br>\$(b) | All Other<br>Compensation<br>\$(c) | Total<br>(\$) |
|----------------|---|--------------------------|---------------------------|------------------------------------|---------------|
| Ms. Alexander  | \$ 91,833                               | \$ 67,500                | \$ 67,500                 | \$                                 | \$ 226,833    |
| Mr. Bollenbach | 304,552                                 | 147,500                  | 67,500                    |                                    | 519,552       |
| Mr. Finchem    | 12,836                                  | 159,500                  | 67,500                    | 16,390                             | 256,226       |
| Mr. Jastrow    | 100,938                                 | 67,500                   | 67,500                    | 27,090                             | 263,028       |
| Mr. Johnson    | 86,636                                  | 77,500                   | 67,500                    |                                    | 231,636       |
| Ms. Lora       | 15,379                                  | 177,500                  | 67,500                    | 9,960                              | 270,339       |
| Mr. McCaffery  | 9,807                                   | 175,500                  | 67,500                    | 27,090                             | 279,897       |
| Mr. Moonves    | 14,570                                  | 157,500                  | 67,500                    | 16,390                             | 255,960       |
| Mr. Nogales    | 116,086                                 | 67,500                   | 67,500                    |                                    | 251,086       |

- (a) *Fees Earned or Paid in Cash:* These amounts represent the total stock unit dividend equivalent payments made during our 2011 fiscal year and payments of annual and Committee-related retainers based on the elections of the non-employee directors to receive such retainers in cash rather than in Director Plan stock units. Non-employee directors with larger stock unit holdings based on their tenure and form of compensation elections received greater dividend equivalent payments. The amount shown for Mr. Bollenbach also includes his Non-Executive Chairman of the Board retainer.





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- (b) *Stock Awards and Option Awards:* These amounts represent the aggregate grant-date fair value of the Director Plan stock unit and stock option awards granted to our non-employee directors during our 2011 fiscal year, computed in accordance with Accounting Standards Codification Topic No. 718, Compensation – Stock Compensation (ASC 718). The grant-date fair value of stock option awards was determined using the Black-Scholes option-pricing model. Below are the amounts of Director Plan stock options and stock units granted to each non-employee director during our 2011 fiscal year based on each director's form of compensation elections and Board Committee service.

| Name           | Stock Units(#) | Stock Options(#) |
|----------------|----------------|------------------|
| Ms. Alexander  | 5,710          | 13,755           |
| Mr. Bollenbach | 12,478         | 13,755           |
| Mr. Finchem    | 13,493         | 13,755           |
| Mr. Jastrow    | 5,710          | 13,755           |
| Mr. Johnson    | 6,556          | 13,755           |
| Ms. Lora       | 15,016         | 13,755           |
| Mr. McCaffery  | 14,846         | 13,755           |
| Mr. Moonves    | 13,324         | 13,755           |
| Mr. Nogales    | 5,710          | 13,755           |

Below are each non-employee director's total Director Plan stock unit and stock option holdings as of February 14, 2012.

| Name           | Stock Units(#) | Stock Options(#) | Total Holdings(#) |
|----------------|----------------|------------------|-------------------|
| Ms. Alexander  | 8,761          | 21,105           | 29,866            |
| Mr. Bollenbach | 21,326         | 111,247          | 132,573           |
| Mr. Finchem    | 54,717         | 22,494           | 77,211            |
| Mr. Jastrow    | 65,178         | 22,494           | 87,672            |
| Mr. Johnson    | 18,183         | 60,487           | 78,670            |
| Ms. Lora       | 65,271         | 33,714           | 98,985            |
| Mr. McCaffery  | 42,940         | 136,496          | 179,436           |
| Mr. Moonves    | 61,614         | 40,894           | 102,508           |
| Mr. Nogales    | 77,772         | 24,624           | 102,396           |

- (c) *All Other Compensation:* These amounts represent the premium payments we paid for the life insurance policies we maintain to fund charitable donations under the Directors' Legacy Program, which is described below under the heading Directors' Legacy Program. In our 2011 fiscal year, we paid a total of \$128,096 in life insurance premiums, including for policies maintained with respect to participants who are former directors. Some of the life insurance policies we maintain for the program did not require premium payments to be made in our 2011 fiscal year. Premium payments, where required, vary depending on participants' respective ages and other factors. The total dollar amount payable under the program at November 30, 2011, with all participating directors having vested in the full donation amount, was \$15.8 million.

**Directors' Legacy Program.** We established the Directors' Legacy Program in 1995 to recognize our and our directors' interests in supporting worthy educational institutions and other charitable organizations. In making adjustments to our philanthropic activities, the Board elected in 2007 to close the program to new participants. Ms. Alexander and Messrs. Bollenbach, Johnson and Mezger do not participate in the program. Under the program, we will make a charitable donation on each participating director's behalf of up to \$1,000,000. Directors vest in the full donation in five equal annual installments of \$200,000, and therefore must serve on the Board for five consecutive years to donate the maximum amount. A participating director may allocate the donation to up to five qualifying institutions or organizations. Donations are paid in ten equal annual installments directly to designated organizations after a participating director's death with proceeds from the life insurance policies we maintain on each participating director's life. Participating directors and their families do not receive any proceeds, compensation or tax savings associated with the program.

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**Items of Business**

**ITEM 1:**

**ELECTION OF DIRECTORS**

At the 2012 Annual Meeting, the Board will present as nominees and recommend to stockholders that Messrs. Bollenbach, Finchem, Jastrow, Johnson, McCaffery, Mezger, and Nogales and Mmes. Alexander and Lora each be elected as a director to serve for a one-year term ending at our 2013 Annual Meeting of Stockholders. Each nominee is currently a director, has consented to being nominated and has agreed to serve as a director if elected. Each nominee is standing for re-election. Should any of these nominees become unable to serve as a director prior to the 2012 Annual Meeting, the individuals named as proxies for the 2012 Annual Meeting will, unless otherwise directed, vote for the election of such other person as the Board may recommend in place of any such nominee.

Mr. Moonves has decided to not seek re-election and will retire from the Board effective as of the date of the 2012 Annual Meeting, when his current term as a director expires. On the date of the 2012 Annual Meeting, following the election of directors, the Board will have nine members.

**Vote Required**

Under our By-laws, the election of each director nominee will require a majority of votes cast at the 2012 Annual Meeting to be in favor of the nominee (*i.e.*, the votes cast for a nominee's election must exceed the votes cast against the nominee's election).

Consistent with this director election standard, our Corporate Governance Principles require that each director nominee in an uncontested election at a meeting of stockholders receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. An uncontested election is one in which no director nominee at a stockholder meeting has been nominated by a stockholder in accordance with our By-laws. This election is an uncontested election.

Our Corporate Governance Principles also provide that a director nominee who fails to win election or re-election to the Board in an uncontested election is expected to tender his or her resignation from the Board. If an incumbent director fails to receive the required vote for election or re-election in an uncontested election, the Nominating/ Governance Committee will act promptly to determine whether to accept the director's resignation and will submit its recommendation for consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating/Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

**Your Board recommends a vote FOR the election to the Board of each of its presented nominees.**

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A brief summary of each director nominee's principal occupation, recent professional experience, the specific qualifications identified as part of the Board's determination that each such individual should serve on the Board, and directorships at other public companies for at least the past five years, if any, is provided below.

**Barbara T. Alexander**, age 63, has been an independent consultant since January 2004. Prior to that, she was a Senior Advisor to UBS Warburg LLC and predecessor firms from October 1999 to January 2004, and Managing Director of the North American Construction and Furnishings Group in the Corporate Finance Department of UBS from 1992 to October 1999. Ms. Alexander serves as a director of Allied World Assurance Company Holdings, Ltd., QUALCOMM Incorporated and Choice Hotels International, Inc. Ms. Alexander previously served as a director of Burlington Resources Inc., Centex Corporation, Federal Home Loan Mortgage Corporation (Freddie Mac), and Harrah's Entertainment Inc. Ms. Alexander was selected as one of seven Outstanding Directors in Corporate America in 2003 by Board Alert magazine and was one of five Director of the Year honorees in 2008 by the Forum for Corporate Directors. Notably, she was also one of only three directors of Freddie Mac who were asked to remain on its board after the company was placed into federal conservatorship in 2008 and served as chair of the board's business and risk committee from December 2008 until the expiration of her term in March 2010. Ms. Alexander joined the Board in 2010. Having served as a director for several public companies, Ms. Alexander has a thorough understanding of and experience with corporate and board functions and processes. She also has extensive and extremely valuable professional experience in financial, operational and strategic planning matters relating to the homebuilding and mortgage banking industries from, among other positions, her decade-long service on the board of Centex Corporation, a public homebuilder, and her six years of service as a director of Freddie Mac.

**Stephen F. Bollenbach**, age 69, is our Non-Executive Chairman of the Board. He was the Co-Chairman and Chief Executive Officer of Hilton Hotels Corporation, a hotel developer and operator, positions he held from May 2004 and February 1996, respectively. He retired from Hilton in October of 2007. Prior to joining Hilton, Mr. Bollenbach was Senior Executive Vice President and Chief Financial Officer for The Walt Disney Company from 1995 to 1996. Before Disney, Mr. Bollenbach was President and Chief Executive Officer of Host Marriott Corporation from 1993 to 1995, and served as Chief Financial Officer of Marriott Corporation from 1992 to 1993. From 1990 to 1992, Mr. Bollenbach was Chief Financial Officer of the Trump Organization. Mr. Bollenbach serves a director of Time Warner Inc. and Macy's, Inc. He previously served as a director of American International Group Inc., Harrah's Entertainment, Inc., Caesars Entertainment, Inc. and Catellus Development Corporation. Mr. Bollenbach joined the Board as Non-Executive Chairman in 2007. Mr. Bollenbach has several years of experience and expertise as a senior corporate executive and public company board member, including as a lead independent director, and has demonstrated exemplary leadership as Non-Executive Chairman of the Board.

**Timothy W. Finchem**, age 64, has been Commissioner of the PGA TOUR, a membership organization for professional golfers, since 1994. He joined the TOUR staff as Vice President of Business Affairs in 1987, and was promoted to Deputy Commissioner and Chief Operating Officer in 1989. Mr. Finchem served in the White House as Deputy Advisor to the President in the Office of Economic Affairs in 1978 and 1979, and in the early 1980's, co-founded the National Marketing and Strategies Group in Washington, D.C. He joined the Board in 2005. Mr. Finchem has demonstrated success in broadening the popularity of professional golf among the demographic groups that make up our core homebuyers, and has experience in residential community development. He also has a substantial presence in Florida, one of our key markets.

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**Kenneth M. Jastrow, II**, age 64, is Non-Executive Chairman, Forestar Group Inc., a real estate and natural resources company. He served as Chairman and Chief Executive Officer of Temple-Inland Inc., a manufacturing company and the former parent of Forestar Group, from 2000 to 2007. Prior to that, Mr. Jastrow served as President and Chief Operating Officer in 1998 and 1999, Group Vice President from 1995 until 1998, and as Chief Financial Officer of Temple-Inland from November 1991 until 1999. Mr. Jastrow is also a director of MGIC Investment Corporation and Genesis Energy, LLC, the general partner of Genesis Energy, LP, a publicly traded master limited partnership. He previously served as a director of Guaranty Financial Group Inc. He joined the Board in 2001. Mr. Jastrow has several years of experience and leadership in the paper, building products, forestry, real estate and mortgage lending industries, providing critical perspective in businesses that impact the homebuilding industry, and in sustainability practices. He also brings a significant knowledge of corporate governance matters from his service on a number of public company boards, and has a substantial presence in Texas, a key market for us.

**Robert L. Johnson**, age 65, is founder and chairman of The RLJ Companies, an innovative business network that owns or holds interests in a diverse portfolio of companies in the consumer financial services, private equity, real estate, hospitality, professional sports, film production, gaming, and automobile dealership industries. Prior to forming The RLJ Companies, Mr. Johnson was founder and chief executive officer of Black Entertainment Television (BET), which was acquired by Viacom Inc. in 2001. He continued to serve as chief executive officer of BET until 2006. In July 2007, Mr. Johnson was named by USA Today as one of the 25 most influential business leaders of the past 25 years. Mr. Johnson currently serves on the board of directors of the Lowe's Companies, Inc., RLJ Acquisition, Inc., RLJ Lodging Trust, and Strayer Education, Inc. He previously served as a director of Hilton Hotels Corporation, US Airways Group, Inc. and General Mills, Inc. He joined the Board in 2008. Mr. Johnson has significant experience in real estate, finance, mortgage banking and brand-building enterprises and a unique and diverse background in a number of industry sectors. He also has a substantial presence in Washington D.C. and the mid-Atlantic region, which is an important market for us.

**Melissa Lora**, age 49, has since 2001 been the Chief Financial Officer of Taco Bell Corp., a quick service restaurant chain. Ms. Lora joined Taco Bell Corp. in 1987 and has held various positions throughout the company, most recently acting as Regional Vice President and General Manager from 1998 to 2000 for Taco Bell's operations throughout the Northeastern United States. She joined the Board in 2004. Ms. Lora is very knowledgeable of and has substantial experience and expertise in financial matters as well as in managing real estate assets. She has made significant contributions to the work of the Audit Committee since joining the Board and has provided strong leadership as its Chair since 2008.

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**Michael G. McCaffery**, age 58, is the Chief Executive Officer of Makena Capital Management, an investment management firm. From 2000 to 2006, Mr. McCaffery was President and CEO of the Stanford Management Company (SMC), which was established in 1991 to manage Stanford University's financial and real estate investments. Previous to joining SMC, Mr. McCaffery was President and Chief Executive Officer of Robertson Stephens Investment Bankers from January 1993 to December 1999, and also served as Chairman from January 2000 to December 2000. He previously served as a director of Venture Lending & Leasing V Inc., Venture Lending & Leasing IV Inc., Venture Lending & Leasing III Inc., and as a Trustee of RS Investment Trust. He joined the Board in 2003. Mr. McCaffery has a broad array of business, investment and real estate experience and recognized expertise in financial matters, as well as a demonstrated commitment to good corporate governance.

**Jeffrey T. Mezger**, age 56, has been our President and Chief Executive Officer since November 2006. Prior to becoming President and Chief Executive Officer, Mr. Mezger served as our Executive Vice President and Chief Operating Officer, a position he assumed in 1999. From 1995 until 1999, Mr. Mezger held a number of executive posts in our southwest region, including Division President, Phoenix Division, and Senior Vice President and Regional General Manager over Arizona and Nevada. Mr. Mezger joined us in 1993 as president of the Antelope Valley Division in Southern California. He joined the Board in 2006. He is a member of the Executive Board of the USC Lusk Center for Real Estate, is a member of the Policy Advisory Board for the Fisher Center for Real Estate and Urban Economics at the University of California, Berkeley Haas School of Business, serves on the Executive Committee of the Policy Advisory Board for the Harvard Joint Center for Housing Studies and is the Chairman of the Executive Committee for the Leading Builders of America. As our CEO, Mr. Mezger has demonstrated dedicated and effective leadership, and ownership of our business strategy and its results. He has also established himself as a leading voice in the industry through his 34 years of experience in the public homebuilding sector.

**Luis G. Nogales**, age 68, has been the Managing Partner of Nogales Investors, LLC, a private equity investment firm, since 2001. He was Chairman and Chief Executive Officer of Embarcadero Media, Inc. from 1992 to 1997, President of Univision Communications, Inc., from 1986 to 1988, and Chairman and Chief Executive Officer of United Press International from 1983 to 1986. He is a director or trustee of Southern California Edison Co., Edison International, Arbitron Inc., The J. Paul Getty Trust, Cedars-Sinai Medical Center and the National Association of Investment Companies. He joined the Board in 1995. He previously served as a director or trustee of Golden West Broadcasters, Levi Strauss & Co., Lucky Stores, The Bank of California, Coors Brewing Company, Kaufman & Broad S.A. (France), Stanford University, The Ford Foundation, U.S. World Cup Soccer Committee, the Mayo Clinic Trust, and the Pacific Council on International Policy. Mr. Nogales has substantial depth of experience in media and marketing enterprises and with business operations management and financial investments drawn from a diverse background and involvement in an array of industries. His long-time service on the Board has provided critical knowledge of our operations and corporate history.

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**ITEM 2:**

**RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed Ernst & Young LLP as our independent registered public accounting firm to audit our consolidated financial statements for our fiscal year ending November 30, 2012. We are seeking stockholder ratification of this appointment. During our fiscal year ended November 30, 2011, Ernst & Young LLP served as our independent registered public accounting firm and also provided certain other audit-related services, as further discussed below under the heading Independent Auditor Fees and Services. Representatives of Ernst & Young LLP are expected to attend the 2012 Annual Meeting, be available to respond to appropriate questions and, if they desire, make a statement.

If Ernst & Young LLP's appointment is not ratified, the Audit Committee will consider whether to retain Ernst & Young LLP, but still may retain the firm. Even if the appointment is ratified, the Audit Committee, in its discretion, may change the appointment of our independent registered public accounting firm at any time during the year if it determines that such a change would be in our and our stockholders' best interests.

**Voting Standard**

The Audit Committee's appointment of Ernst & Young LLP will be considered ratified based upon the affirmative vote of a majority of shares of our common stock present or represented, and entitled to vote thereon, at the 2012 Annual Meeting.

**Your Board recommends a vote FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm.**

**ITEM 3:**

**ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION**

Pursuant to Section 14A of the Securities Exchange Act of 1934, we are seeking an advisory vote from our stockholders to approve our NEO compensation and benefits, as set forth below. Based on the vote of our stockholders at our 2011 Annual Meeting on the frequency for this advisory vote, our Board intends to include it every year as an item of business at our annual meetings of stockholders. As an advisory vote, however, the outcome is not binding on us or the Board, and it is not intended to have any use, application or effect for or on behalf of KB Home or its stockholders outside of the 2012 Annual Meeting except as permitted by the Board.

At the 2012 Annual Meeting, we are seeking a vote on the following resolution:

RESOLVED, that the stockholders of KB Home approve, on an advisory basis, the compensation paid to its named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion set forth below under the heading Executive Compensation.

This advisory vote provides stockholders with an opportunity to express their views on our NEO compensation and benefit programs. It has been our longstanding practice to proactively engage in constructive dialogue with our stockholders on a variety of items in conjunction with our annual meetings of stockholders and at other times during the year. We and the Board welcome our stockholders' views on NEO compensation and benefits, and will carefully consider the outcome of this advisory vote consistent with the best interests of all stockholders.

**Consideration of the Advisory Vote at our 2011 Annual Meeting**

In 2010, we hired two new NEOs—Jeff J. Kaminski, our Executive Vice President and Chief Financial Officer, and Brian J. Woram, our Executive Vice President, General Counsel and Secretary—and, with the



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Compensation Committee's approval, included them as participants under our 2001 Change in Control Severance Plan (the "CIC Plan"). At their internal seniority level, each was eligible under the terms of the CIC Plan to potentially receive an additional "gross-up" payment designed to cover excise and similar taxes that might be imposed on payments made pursuant to the CIC Plan (the "Gross-Up Payment"). During our outreach ahead of our 2011 Annual Meeting, stockholders expressed opposition to the extensions of the Gross-Up Payment benefit to the newly hired NEOs.

Considering our stockholders' views on the matter, prior to the 2011 Annual Meeting, we and Messrs. Kaminski and Woram recommended that the Board rescind their Gross-Up Payment benefit under the CIC Plan. Following the 2011 Annual Meeting, our Board determined that while each of Messrs. Kaminski and Woram are participants under the CIC Plan, they will not be entitled to or eligible to receive the Gross-Up Payment benefit. In addition, our Board approved a policy that no officer or employee who is hired or is promoted after April 7, 2011 will receive the Gross-Up Payment benefit under the CIC Plan in connection with such hiring or promotion. Consistent with this policy, in 2011, we did not extend the Gross-Up Payment benefit to any newly hired or promoted officers or employees who would have been eligible to receive the benefit under the terms of the CIC Plan.

## **Alignment of Executive Compensation and Performance**

As further discussed below under the heading "Compensation Discussion and Analysis," our executive compensation and benefit programs are designed to attract, motivate and retain a talented management team and to appropriately reward individual contributions to the achievement of our strategic goals. We and the Board believe that this approach aligns our executives' and stockholders' interests, and is demonstrated by our 2011 fiscal year achievements and the performance-based pay components of our executive compensation program outlined below.

## **2011 Fiscal Year Achievements**

Despite the difficult housing market conditions in our 2011 fiscal year, we believe we achieved strong results in a number of key areas of our business.

*Increased Sales and Selling Prices.* We generated higher year-over-year net orders for the first time in two years, with a 39% year-over-year increase in the second half of 2011, and our overall average selling price in 2011 increased by 5% compared to the prior year.

*Improved Deliveries and Revenues.* We produced consecutive increases in deliveries and revenues in each of the second, third and fourth quarters of 2011, with a 4% year-over-year increase in deliveries and a 6% year-over-year increase in revenues in the fourth quarter.