

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

FORM 8-K

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

Date of Report (date of earliest event reported): August 7, 2023

Dream Finders Homes, Inc.

(Exact name of registrant as specified in its charter)

Delaware	001-39916	85-2983036
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
14701 Phillips Highway, Suite 300 Jacksonville, Florida		32256
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: **(904) 644-7670**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock	DFH	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On August 7, 2023, Dream Finders Homes, Inc. (the “Company”) issued a press release announcing its intention to offer, subject to market and other conditions, up to \$300 million aggregate principal amount of unsecured senior notes due 2028 (the “2028 Notes”) in a private placement in accordance with Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The 2028 Notes have not been, and will not be, registered under the Securities Act or any state securities laws. The 2028 Notes may not be offered or sold in the United States or to, or for the benefit of, U.S. persons absent registration under, or an applicable exemption from, the registration requirements of the Securities Act and applicable state securities laws.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Number	Description
99.1	Press Release dated August 7, 2023
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

SIGNATURE

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

DREAM FINDERS HOMES, INC.

By: /s/ Robert E. Riva

Robert E. Riva
Vice President, General Counsel and Corporate Secretary

Date: August 7, 2023



Dream Finders Announces Proposed Senior Notes Offering

Jacksonville, Fla., – August 7, 2023 – Dream Finders Homes, Inc. (the “Company” or “Dream Finders Homes”) (NYSE: DFH) announced today its intention to offer, subject to market and other conditions, up to \$300 million aggregate principal amount of unsecured senior notes due 2028 (the “2028 Notes”). The Company intends to use the proceeds from the offering of the 2028 Notes to repay a portion of the borrowings outstanding under its existing amended and restated credit agreement, as amended (the “Credit Agreement”) and to pay fees and expenses related to the issuance, as well as for general corporate purposes.

The 2028 Notes will initially be guaranteed on a senior unsecured basis by each of the Company’s subsidiaries that is a guarantor under the Credit Agreement.

The offering of the 2028 Notes is subject to market conditions and other factors, and there can be no assurance as to whether, when or on what terms this transaction may be completed.

The 2028 Notes will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities law and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act and applicable state securities laws. The 2028 Notes will be offered only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the 2028 Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

About Dream Finders Homes, Inc.

Dream Finders Homes is a homebuilder based in Jacksonville, FL. Dream Finders Homes builds single-family homes in Florida, Texas, North Carolina, South Carolina, Georgia, Colorado, and the Washington, D.C. metropolitan area, which includes Northern Virginia and Maryland. Through its mortgage and title joint ventures, Dream Finders Homes also provides mortgage financing and title services to homebuyers. Dream Finders Homes achieves its industry-leading growth and returns by maintaining an asset-light homebuilding model.

Forward Looking Statements Safe Harbor

Certain statements in this press release constitute “forward-looking statements” under the federal securities laws. Many statements included in this press release are not statements of historical fact, including statements concerning our expectations, plans and objectives regarding the offering of the 2028 Notes, including the use of proceeds therefrom, expected timing of such offering and our ability to complete any such transactions. These statements are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied by these statements. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. Certain, but not necessarily all, of such forward-looking statements can be identified by the use of forward-looking terminology, such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “forecast,” “goal,” “intend,” “may,” “objective,” “plan,” “predict,” “projection,” “should” or “will” or the negative thereof or other comparable terminology.

We caution you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond our control, incident to the operation of our business. These risks include, but are not limited to, the risks and uncertainties described herein, as well as those risks and uncertainties discussed from time to time in the Company’s reports and other public filings with the SEC, including, but not limited to, those detailed in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022 and the Company’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2023 and June 30, 2023, filed with the SEC. The Company undertakes no obligation to update or revise any forward-looking statement except as may be required by applicable law.

Contacts:

Investor Contact: investors@dreamfindershomes.com

Media Contact: mediainquiries@dreamfindershomes.com