

MDC HOLDINGS INC  
Form 8-K  
January 09, 2006

**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 Earliest Event Reported: January 9, 2006**  
**M.D.C. Holdings, Inc.**  
(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**1-8951**  
(Commission File  
Number)

**84-0622967**  
(IRS Employer  
Identification #)

**4350 S. Monaco Street, Suite 500, Denver, CO 80237**  
(Address of Principal Executive Office)  
**(303) 773-1100**

(Registrant's telephone number, including area code)

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 below):

- 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 210.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**ITEM 1.01 Entry into a Material Definitive Agreement**

M.D.C. Holdings, Inc. (the Registrant ) has increased the size of its medium term notes program by \$250,000,000, from \$750,000,000 to \$1,000,000,000 aggregate principal amount of senior or subordinated medium term notes. As of the date hereof, the Registrant has issued a total of \$500,000,000 aggregate principal amount of senior medium term notes under this program. While the Registrant has no current intention to issue medium term notes in the near future, it increased the size of its medium term notes program to provide flexibility for future funding. In connection with this increase:

On January 9, 2006, the Registrant and certain of its subsidiaries entered into an Amended and Restated Distribution Agreement (the Amended Distribution Agreement ) with Banc of America Securities LLC, BNP Paribas Securities Corp., Citigroup Global Markets Inc., Comerica Securities, Credit Suisse First Boston LLC, Deutsche Bank Securities Inc, Greenwich Capital Markets, Inc., J.P. Morgan Securities Inc., McDonald Investments Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, SunTrust Capital Markets, Inc., UBS Securities LLC and Wachovia Capital Markets, LLC (collectively, the Agents ). A copy of the Amended Distribution Agreement is attached as Exhibit 10.1 hereto. Pursuant to the Amended Distribution Agreement, the Agents have agreed to distribute certain debt securities that the Registrant may issue from time to time. The Amended Distribution Agreement, among other things, reflects the filing by the Registrant of a new registration statement on Form S-3 (File No. 333-130069) on December 1, 2005, and provides that debt securities issued under that registration statement may be distributed by the Agents under Amended Distribution Agreement. The Company has previously entered into distribution and underwriting arrangements with certain of the Agents in connection with the past distribution of other of its securities.

On January 9, 2006, the Registrant and certain of its subsidiaries entered into Amendment No. 2 (the Indenture Amendment ) to the Supplemental Indenture dated as of October 6, 2004, as amended by Amendment No. 1 dated as of July 20, 2005 (the Supplemental Indenture ), with U.S. Bank National Association (the Trustee ). A copy of the Indenture Amendment is attached hereto as Exhibit 10.2. The Indenture Amendment increases to \$1,000,000,000 the aggregate principal amount of medium term senior notes and medium term subordinated notes that the Registrant may issue pursuant to the Supplemental Indenture. The Registrant has previously entered into indentures with the Trustee and the Registrant has issued debt securities under those indentures.

In connection with the proposed issuance of the securities described above, Holme Roberts & Owen LLP provided the Registrant with the legal opinion attached as Exhibit 5.1 to this Current Report on Form 8-K.

The foregoing descriptions are qualified in their entirety by reference to the full and complete terms of the documents attached as exhibits to this Current Report on Form 8-K.

---

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

Exhibit Number	Description
5.1	Opinion of Holme Roberts & Owen LLP.
10.1	Amended and Restated Distribution Agreement, dated as of January 9, 2006, among the Registrant, certain of its subsidiaries and Banc of America Securities LLC, BNP Paribas Securities Corp., Citigroup Global Markets Inc., Comerica Securities, Credit Suisse First Boston LLC, Deutsche Bank Securities Inc., Greenwich Capital Markets, Inc., J.P. Morgan Securities Inc., McDonald Investments Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, SunTrust Capital Markets, Inc., UBS Securities LLC and Wachovia Capital Markets, LLC
10.2	Amendment No. 2 dated as of January 9, 2006 to Supplemental Indenture dated October 6, 2004, among the Registrant, certain of its subsidiaries and U.S. Bank National Association

---

**SIGNATURES**

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.

M.D.C. HOLDINGS, INC.

Dated: January 9, 2006

By: /s/ Joseph H. Fretz

Joseph H. Fretz  
Secretary and Corporate Counsel

---

**EXHIBIT INDEX**

Exhibit Number	Description
5.1	Opinion of Holme Roberts & Owen LLP.
10.1	Amended and Restated Distribution Agreement, dated as of January 9, 2006, among the Registrant, certain of its subsidiaries and Banc of America Securities LLC, BNP Paribas Securities Corp., Citigroup Global Markets Inc., Comerica Securities, Credit Suisse First Boston LLC, Deutsche Bank Securities Inc., Greenwich Capital Markets, Inc., J.P. Morgan Securities Inc., McDonald Investments Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, SunTrust Capital Markets, Inc., UBS Securities LLC and Wachovia Capital Markets, LLC
10.2	Amendment No. 2 dated as of January 9, 2006 to Supplemental Indenture dated October 6, 2004, among the Registrant, certain of its subsidiaries and U.S. Bank National Association