

Forestar Group Inc.  
Form 8-K  
November 18, 2014

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: November 18, 2014  
(Date of earliest event reported)

FORESTAR GROUP INC.  
(Exact name of registrant as specified in its charter)

|   |                                     |   |
|---|-------------------------------------|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization) | Commission File Number<br>001-33662 | 26-1336998<br>(I.R.S. Employer<br>Identification No.) |
|---|-------------------------------------|---|

6300 Bee Cave Road, Building Two, Suite 500  
Austin, Texas 78746  
(Address of principal executive offices) (zip code)

(512) 433-5200  
(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:

- 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))

Item 7.01. Regulation FD Disclosure.

On November 18, 2014, the Board of Directors of Forestar Group Inc. (the “Company”) sent a letter to SpringOwl Asset Management, LLC (“SpringOwl”) responding to SpringOwl’s October 10, 2014 presentation and October 15 and October 24, 2014 letters to the Company, referenced in a Schedule 13D filed by SpringOwl and Cove Street Capital, LLC on November 14, 2014. A copy of the letter from the Board of Directors is attached to this Current Report on Form 8-K and is incorporated herein by reference.

Forward Looking Statements

This Current Report contains “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements are typically identified by words or phrases such as “will,” “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “target,” “forecast,” and other words and terms of similar meaning. These statements reflect management’s current views with respect to future events and are subject to risk and uncertainties. We note that a variety of factors and uncertainties could cause our actual results to differ significantly from the results discussed in the forward-looking statements, including but not limited to: general economic, market, or business conditions; changes in commodity prices; opportunities (or lack thereof) that may be presented to us and that we may pursue; fluctuations in costs and expenses including development costs; demand for new housing, including impacts from mortgage credit rates or availability; lengthy and uncertain entitlement processes; cyclical nature of our businesses; accuracy of accounting assumptions; competitive actions by other companies; changes in laws or regulations; and other factors, many of which are beyond our control. Except as required by law, we expressly disclaim any obligation to publicly revise any forward-looking statements contained in this Current Report to reflect the occurrence of events after the date of this Current Report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description of Exhibit

|      |   |
|------|---|
| 99.1 | Letter dated November 18, 2014 from the Board of Directors of the Company to SpringOwl Asset Management, LLC. |
|------|---|

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.

FORESTAR GROUP INC.

Date: November 18, 2014

By: /s/ David M. Grimm

Name: David M. Grimm

Title: Chief Administrative Officer

EXHIBIT INDEX

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