

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name Lennar Corporation (as issuing entity)		2 Issuer's employer identification number (EIN) 95-4337490	
3 Name of contact for additional information Michael Petrolino	4 Telephone No. of contact 305-559-4000	5 Email address of contact mike.petrolino@lennar.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 700 NW 107th Ave		7 City, town, or post office, state, and ZIP code of contact Miami, FL 33172	
8 Date of action March 30, 2018		9 Classification and description see attached	
10 CUSIP number see attached	11 Serial number(s) see attached	12 Ticker symbol see attached	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

- 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► **see attached**

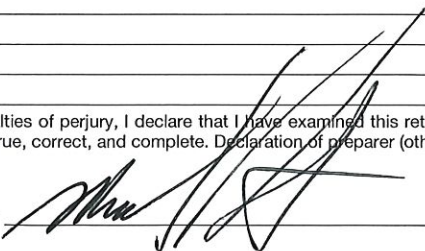
- 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► **see attached**

- 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► **see attached**

Part II Organizational Action *(continued)*17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ see attached18 Can any resulting loss be recognized? ▶ see attached19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ see attached**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶



Date ▶

5/14/18Print your name ▶ **Michael Petrolino**Title ▶ **VP Taxation****Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

Part I, Lines 9, 10 and 12

Description	CUSIP
1.625% Convertible Senior Notes due 2018	783764AQ6
0.25% Convertible Senior Notes due 2019	783764AS2
Lennar Class A Common Stock (LEN)	526057104
Lennar Class B Common Stock (LEN.B)	526057302

Part II

14.

The information contained herein is being provided pursuant to the requirements of section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"). The information contained in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the Code. You should consult your own tax advisors regarding the particular tax consequences of the transactions described herein and the impact to tax basis resulting from the transactions.

The Merger

On February 12, 2018, CalAtlantic Group, Inc. ("CalAtlantic") merged with and into Cheetah Cub Group Corp. ("Merger Sub"), a wholly-owned subsidiary of Lennar Corporation ("Lennar"), with Merger Sub continuing as the surviving entity and continuing to be a wholly-owned subsidiary of Lennar (the "Merger"). Merger Sub was renamed "CalAtlantic Group, Inc." as a result of the Merger.

The 1.625% Notes and 0.25% Notes

In connection with the Merger, between February 18, 2018 and March 29, 2018 (the "Offer Period"), Lennar offered holders of CalAtlantic 1.625% convertible senior notes due 2018 (the "1.625% Notes") and CalAtlantic 0.25% convertible senior notes due 2019 (the "0.25% Notes") (together, the "Notes") the opportunity to elect to receive upon delivery of the Notes for conversion (the "Conversions") the choice of:

- 1) \$48.26 in cash with regard to each share of former CalAtlantic common stock as to which Notes were to be converted (the "Conversion Consideration"); OR
- 2) a combination of (a) 0.7045 shares of Lennar Class A common stock, (b) 0.0141 shares of Lennar Class B common stock (the stock issuable under (a) and (b), collectively, the

“Lennar Common Stock”), and (c) \$9.845 in cash (the “Cash Consideration”), per share of former CalAtlantic common stock as to which Notes were to be converted (the “Modified Conversion Consideration”).

Regardless of which Conversion option was chosen, holders of the 1.625% Notes and 0.25% Notes who elected to surrender Notes during the Offer Period (i.e., between February 12, 2018 and March 29, 2018) received 32.0018 and 19.2669 shares, respectively per \$1,000 principal amount.

This Form 8937 does not apply to Holders of the 1.625% Notes and 0.25% Notes who:

- **Surrendered the Notes for conversion prior to February 12, 2018 (or who do so after March 29, 2018); OR**
- **Surrendered the Notes for repurchase during the Offer Period solely for cash equal to 100% of the principal amount of the Notes, plus accrued and unpaid interest.**

15.

Conversion Consideration Election

To the extent to which a holder elected to receive the Conversion Consideration (i.e., only cash), the Conversions will be a taxable exchange, and a holder will recognize gain or loss equal to the difference between (i) the amount of cash received by the holder (other than amounts attributable to accrued interest), and (ii) the holder’s adjusted tax basis in the Notes surrendered.

Modified Conversion Consideration Election

To the extent a holder elected to receive the Modified Conversion Consideration (i.e., Lennar stock and cash), the Conversions may qualify for non-recognition treatment. The Conversions would qualify for non-recognition treatment if the Notes are “securities” (as defined in the Code) and the Conversions occur pursuant to the plan of reorganization (as defined in the Code) that includes the Merger.

Accordingly, a holder that elected to receive the Modified Conversion Consideration generally will recognize gain (but not loss) in an amount equal to the lesser of: (i) the value of the Lennar Common Stock (including fractional shares), plus Cash Consideration (excluding cash received in settlement of fractional shares) exceeds such holder’s tax basis in the Notes; and (ii) the Cash Consideration (excluding cash received in settlement of fractional shares) received by such holder.

The aggregate adjusted tax basis of the Lennar Common Stock received in the Conversions will be the same as the tax basis of the Notes surrendered in exchange therefor, (a) decreased by the aggregate Cash Consideration received (excluding cash received in settlement of fractional shares), and (b) increased by the gain recognized in the Conversions (as described above). See Line 16 for information concerning the value of the Lennar Common Stock.

Further, a holder will need to allocate the aggregate adjusted tax basis pro-rata between the Lennar Class A common stock and the Lennar Class B common stock received (including

fractional shares settled in cash), based on the relative fair market value of each on the conversion date.

For example:

Where the fair market value of Lennar Class A and Class B common stock is [\$58.95] and [\$47.66], respectively, on the conversion date:

Per \$1,000 principal amount:

Aggregate adjusted tax basis allocated to Lennar Class A share(s) received =

$$\frac{0.7045 \times \$58.95}{(0.7045 \times \$58.95) + (0.0141 \times \$47.66)} = 0.98407655$$

Aggregate adjusted tax basis allocated to Lennar Class B share(s) received =

$$\frac{0.0141 \times \$47.66}{(0.7045 \times \$58.95) + (0.0141 \times \$47.66)} = 0.01592345$$

Fractional Shares

A holder who receives cash in lieu of a fractional share of Lennar Class A or Class B common stock should generally be treated as having received a fractional share of Lennar Class A or Class B common stock and then having sold such fractional share for cash, recognizing gain or loss, if any, equal to the difference between the amount of cash received and the basis allocated to the holder's fractional share.

If a holder of the Notes acquired different blocks of the Notes at different times or at different prices, the holder should consult his/her tax advisor regarding the manner in which gain or loss should be determined in this specific circumstance.

Determining the actual tax consequences of the Conversions to you may be complex and will depend on your specific situation and on factors that are not within our control. You should consult your own independent tax advisor as to the specific tax consequences of the Conversions, including the applicability and effect of the alternative minimum tax and any state, local, foreign and other tax laws and of changes in those laws.

16. The basis allocation referred to in Part II, Line 15, above, is dependent on the relative fair market values of Lennar Class A and Class B common stock on the date of the Conversions. Under applicable Federal income tax rules, one reasonable approach to determine the fair market

value of stock is to use the average of the highest and lowest quoted selling prices on the date of the Conversions.

For example:

Class A: $(\$59.20 + \$58.69) / 2 = \$58.95$

Class B: $(\$47.87 + \$47.44) / 2 = \$47.66$

17. Applicable Internal Revenue Code sections:

- Section 302(b) – Distributions in redemption of stock
- Section 356(a) – Receipt of additional consideration in certain reorganizations
- Section 358(a), (b) – Basis to distributees
- Section 368(a) – Definitions relating to corporate reorganizations
- Section 1001 – Determination of amount of and recognition of gain or loss (for fractional shares only)
- Section 1011 – Adjusted basis for determining gain or loss

18. Generally, a holder who elected to receive the Conversion Consideration will recognize gain or loss. A holder who elected to receive the Modified Conversion Consideration will recognize gain, but not loss (except loss recognized with respect to any cash received in lieu of fractional shares of Lennar Common Stock).

19. The reportable tax year is the tax year of the shareholder that includes March 30, 2018.