

MDC HOLDINGS INC  
Form FWP  
May 08, 2013  
Free Writing Prospectus  
(To the Preliminary Prospectus  
Supplement dated May 8, 2013)

Filed Pursuant to Rule 433  
Registration Statement No. 333-177680

**M.D.C. Holdings, Inc.**

**\$100,000,000 of 6.000% Senior Notes Due 2043**

**FINAL TERM SHEET**

**May 8, 2013**

Issuer:	M.D.C. Holdings, Inc.
Security:	6.000% Senior Notes due 2043
Principal Amount:	\$100,000,000. The notes offered hereby will be part of the same series of notes as the \$250,000,000 aggregate principal amount of 6.000% Senior Notes due 2043 issued and sold by M.D.C. Holdings, Inc. on January 10, 2013.
Trade Date:	May 8, 2013
Settlement Date:	May 13, 2013 (T+3)
Final Maturity:	January 15, 2043
Interest Rate:	6.000% per annum
Public Offering Price:	100.000% plus interest deemed to have accrued from January 10, 2013
Yield to Maturity:	5.999%
Benchmark Treasury:	2.750% due August 15, 2042
Benchmark Treasury Price:	95-07 <sup>3</sup> / <sub>4</sub>
Benchmark Treasury Yield:	2.994%
Spread to Benchmark Treasury:	+300.5 basis points
Interest Payment Dates:	Semi-annually in arrears on January 15 and July 15, commencing July 15, 2013
Optional Redemption:	Prior to October 15, 2042, the greater of par and make whole at Treasury plus 45 basis points, plus accrued and unpaid interest to the date of redemption On or after October 15, 2042, at par, plus accrued and unpaid interest to the date of redemption
Interest Rate Adjustment:	The interest rate on the notes will be subject to adjustment upon the occurrence of a change of control and if the debt ratings assigned to the notes by Moody's, S&P and Fitch (or any replacement ratings agency selected by the Issuer) are all below investment grade, or in the event of certain subsequent upgrades to the debt rating, as set forth in the Preliminary Prospectus Supplement.
Authorized Denominations:	\$2,000 and integral multiples of \$1,000 in excess thereof
Ratings <sup>1</sup> :	BB+ (Stable Outlook) (S&P) Baa3 (Negative Outlook) (Moody's) BBB- (Stable Outlook) (Fitch)
CUSIP/ISIN:	552676 AQ1 / US552676AQ11
Sole Book-Running Manager:	Citigroup Global Markets Inc.
Global Settlement:	Through The Depository Trust Company
Net Proceeds:	We estimate that the net proceeds, excluding accrued interest, after deducting the underwriting discount and other estimated offering expenses payable by us, from the sale of the notes offered

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hereby will be approximately \$98.9 million.

<sup>1</sup> A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the Preliminary Prospectus Supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the Preliminary Prospectus Supplement if you request it by calling Citigroup Global Markets Inc. at 1-800-831-9146 (toll free).**

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2 of 2