

NVR INC  
Form 8-K  
May 06, 2010

**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): May 4, 2010**  
**NVR, Inc.**  
(Exact name of registrant as specified in its charter)

**Virginia**

**1-12378**

**54-1394360**

(State or other jurisdiction of  
incorporation or organization)

(Commission File  
Number)

(I.R.S. Employer Identification  
No.)

**11700 Plaza America Drive, Suite 500, Reston,  
Virginia**

**20190**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **703-956-4000**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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 240.133-4(c))
-

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

As disclosed under Item 5.07 below, our shareholders approved the adoption of the NVR, Inc. 2010 Equity Incentive Plan ( 2010 Plan ) at the Annual Meeting of Shareholders held on May 4, 2010 (the Annual Meeting ). Under the 2010 Plan, awards of non-qualified stock options and restricted share units to acquire up to 700,000 shares of our Common Stock may be granted to our key management employees, including our executive officers and our Board members. Any grants to our executive officers or Board members will be evidenced by the forms of agreement included herein as Exhibits 10.1, 10.2, 10.3 and 10.4. The foregoing description of the 2010 Plan is qualified in its entirety by the text of the 2010 Plan, which was filed as Exhibit 10.1 to the Company s Form S-8 filed with the Securities and Exchange Commission ( SEC ) on May 4, 2010 and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting was held on May 4, 2010. There were 6,124,108 shares of NVR, Inc. common stock eligible to vote at the 2010 Annual Meeting. The following are the matters voted upon at the Annual Meeting and the final results of the votes on such matters:

| <b>Proposal</b>  | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-votes</b> |
|--|------------------|----------------------|--------------------|-------------------------|
| 1. Election of four directors for three-year terms:  |                  |                      |                    |                         |
| Manuel H. Johnson  | 5,128,759        | 410,143              | 6,204              | 351,945                 |
| David A. Preiser   | 5,126,113        | 412,479              | 6,514              | 351,945                 |
| John M. Toups  | 5,136,451        | 402,436              | 6,219              | 351,945                 |
| Paul W. Whetsell   | 5,174,194        | 364,698              | 6,214              | 351,945                 |
| 2. Appointment of KPMG LLP as Independent Auditors for 2010  | 5,884,631        | 7,358                | 5,062              |                         |
| 3. Approval of amendments to Articles of Incorporation and Bylaws to declassify the Board of Directors | 5,869,467        | 11,164               | 16,420             |                         |
| 4. Approval of the 2010 Equity Incentive Plan  | 3,387,294        | 2,091,103            | 66,709             | 351,945                 |

Dwight, C. Schar, C.E. Andrews, Robert C. Butler, Timothy M. Donahue, Alfred E. Festa, William A. Moran, and W. Grady Rosier continued as directors after the Annual Meeting.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

| Number | Description  |
|--------|--|
| 10.1*  | The Form of Non-Qualified Stock Option Agreement (Management grants) under the NVR, Inc. 2010 Equity incentive Plan. Filed herewith. |
| 10.2*  | The Form of Non-Qualified Stock Option Agreement (Director grants) under the NVR, Inc. 2010 Equity incentive Plan. Filed herewith.   |
| 10.3*  | The Form of Restricted Share Units Agreement (Management grants) under the NVR, Inc. 2010 Equity incentive Plan. Filed herewith.     |
| 10.4*  | The Form of Restricted Share Units Agreement (Director grants) under the NVR, Inc. 2010 Equity incentive Plan. Filed herewith.       |

\* Exhibit is a management contract or compensatory plan or arrangement.

---

**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.

**NVR, Inc.**

Date: May 6, 2010

By: /s/ Dennis M. Seremet  
Name: Dennis M. Seremet  
Title: Senior Vice President and Chief  
Financial Officer

---

**INDEX TO EXHIBITS**

| Exhibit Number | Exhibit Description  |
|----------------|--|
| 10.1*          | The Form of Non-Qualified Stock Option Agreement (Management grants) under the NVR, Inc. 2010 Equity incentive Plan. Filed herewith. |
| 10.2*          | The Form of Non-Qualified Stock Option Agreement (Director grants) under the NVR, Inc. 2010 Equity incentive Plan. Filed herewith.   |
| 10.3*          | The Form of Restricted Share Units Agreement (Management grants) under the NVR, Inc. 2010 Equity incentive Plan. Filed herewith.     |
| 10.4*          | The Form of Restricted Share Units Agreement (Director grants) under the NVR, Inc. 2010 Equity incentive Plan. Filed herewith.       |

\* Exhibit is a management contract or compensatory plan or arrangement.