

Forestar Group Inc.
Form 8-K
November 26, 2012

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 26, 2012**

(Date of earliest event reported)

FORESTAR GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

Commission File Number
001-33662

26-1336998
(I.R.S. Employer
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)

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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))
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Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

On November 26, 2012, the Board of Directors of Forestar Group Inc. (the Company) adopted the Fourth Amendment to the Amended and Restated Bylaws of the Company to provide that director nominees in uncontested elections must receive a majority of the votes cast to be elected.

The Fourth Amendment to the Amended and Restated Bylaws of the Company is filed as an exhibit hereto.

Item 9.01. Financial Statements and Exhibits

(d) *Exhibits*

3.1 Fourth Amendment to the Amended and Restated Bylaws of the Company

SIGNATURE

Pursuant to the requirements of the Securities and 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 26, 2012

By: /s/ David M. Grimm

Name:

David M. Grimm

Title:

Chief Administrative Officer, General
Counsel and Secretary

EXHIBIT INDEX

Exhibit	Description
3.1	Fourth Amendment to the Amended and Restated Bylaws of the Company