

MDC HOLDINGS INC  
Form 8-K  
December 16, 2003

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**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: December 16, 2003

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

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**1-8951**  
(Commission  
File Number)

**84-0622967**  
(IRS Employer  
Identification #)

**3600 South Yosemite Street, Suite 900, Denver, CO 80237**  
(Address of Principal Executive Office)

**(303) 773-1100**

(Registrant's telephone number, including area code)

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EX-1.1 Form of Underwriting Agreement

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**ITEM 5. OTHER EVENTS**

In connection with the offering by the Registrant of an additional \$200,000,000 of the Registrant's 5 1/2% Senior Notes due 2013 issued pursuant to the Indenture dated as of December 3, 2002 and Supplemental Indenture dated as of May 19, 2003:

1. On December 8, 2003, the Registrant and certain of its subsidiaries entered into an Underwriting Agreement, a form of which is attached as Exhibit 1.1 to this Current Report on Form 8-K.

2. Holme Roberts & Owen LLP provided the Registrant with the legal opinion attached as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 7. EXHIBITS.**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Form of Underwriting Agreement dated as of December 8, 2003, by and among the Registrant, M.D.C. Land Corporation, RAH of Texas, LP, RAH Texas Holdings, LLC, Richmond American Construction, Inc., Richmond American Homes of Arizona, Inc., Richmond American Homes of California, Inc., Richmond American Homes of California (Inland Empire), Inc., Richmond American Homes of Colorado, Inc., Richmond American Homes of Maryland, Inc., Richmond American Homes of Nevada, Inc., Richmond American Homes of Texas, Inc., Richmond American Homes of Utah, Inc., Richmond American Homes of Virginia, Inc., Richmond American Homes of West Virginia, Inc., Richmond American Homes of Florida, LP, and Citigroup Global Markets Inc., Banc One Capital Markets, Inc. and Wachovia Capital Markets, LLC, as representatives of the several Underwriters.
5.1	Opinion of Holme Roberts & Owen LLP.

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**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.

M.D.C. HOLDINGS, INC

Dated: December 16, 2003

By: /s/ Joseph H. Fretz

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Joseph H. Fretz  
Secretary and Corporate  
Counsel

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5.1	Opinion of Holme Roberts & Owen LLP.