

TOUSA INC  
Form 3  
November 09, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |   |  |  |
|---|---------|---|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â DEUTSCHE BANK AG\                       |         | (Month/Day/Year)  | TOUSA INC [TOA]                                    |  |
| (Last)                                    | (First) | (Middle)  | 10/26/2007   |  |
| TAUNUSANLAGE 12 D-60325                   |         | 4. Relationship of Reporting Person(s) to Issuer                                |  | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         | (Check all applicable)  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| FRANKFURT AM                              |         | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| MAIN,Â I8Â                                |         | <input type="checkbox"/> Officer <input type="checkbox"/> Other                 |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)   | (give title below) (specify below)                 |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 56,260  | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Title   | Amount or Number of                                    |  |   |

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|   |            |            |                 | Shares                   |         | (I)<br>(Instr. 5) |   |
|---|------------|------------|-----------------|--------------------------|---------|-------------------|---|
| 8% Series A<br>Convertible Preferred<br>Stock | 10/26/2007 | 07/01/2015 | Common<br>Stock | 39,495,553<br><u>(1)</u> | \$ 1.61 | D                 | Â |
| Lower Strike Stock<br>Purchase Warrants       | 10/26/2007 | 07/31/2012 | Common<br>Stock | 652,958 <u>(2)</u>       | \$ 6    | D                 | Â |
| Higher Strike Stock<br>Purchase Warrants      | 10/26/2007 | 07/31/2007 | Common<br>Stock | 494,673 <u>(3)</u>       | \$ 7    | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DEUTSCHE BANK AG\<br>TAUNUSANLAGE 12 D-60325<br>FRANKFURT AM MAIN,Â I8Â | Â             | Â X       | Â       | Â     |

## Signatures

Jeffrey A Ruiz                      11/09/2007  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Deutsche Bank AG through its affiliates owns 77,200 shares of 8% Series A Convertible Pay-in-Kind Preferred Stock convertible into 47,950,267 shares of Common Stock subject to the restrictions, limitations and other provisions in the Certificate of Designations, including the provision in Section 7(a) which provides that a holder of the preferred stock does not have the right to convert into Common
- (1) Stock if, after giving effect to such conversion, that person would become the beneficial owner of greater than 39.9% of the Common Stock then outstanding. Due to the binding contractual limitations in Section 7(a) of the Certificate of Designation and Section 15 of the Stock Purchase Warrant Certificate, Deutsche Bank AG is not the beneficial owner of the shares of Common Stock in excess of 39,551,813 shares or 39.9% of the shares of Common Stock outstanding.
  - (2) Lower Strike Stock Purchase Warrants exercisable into 652,958 shares of Common Stock, when the prevailing market price is at \$6.00 subject to the limitations on exercise contained in the Stock Purchase Warrant Certificate, including the provision in Section 15 which provides that a holder of warrants does not have the right to exercise warrants into Common Stock if, after giving effect to such exercise, that person would become the beneficial owner of greater than 39.9% of the Common Stock then outstanding.
  - (3) Higher Strike Stock Purchase Warrants exercisable into 494,673 shares of Common Stock, when the prevailing market price is at \$7.00, subject to the limitations on exercise contained in the Stock Purchase Warrant Certificate, including the provision in Section 15 which provides that a holder of warrants does not have the right to exercise warrants into Common Stock if, after giving effect to such exercise, that person would become the beneficial owner of greater than 39.9% of the Common Stock then outstanding.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.