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

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one):

☐ Form 10-K
☐ Form N-SAR

☐ Form 20-F
☐ Form N-CSR

☐ Form 11-K

☒ Form 10-Q

☐ Form 10-D

For Period Ended:

March 31, 2025

☐ Transition Report on Form 10-K
☐ Transition Report on Form 20-F
☐ Transition Report on Form 11-K
☐ Transition Report on Form 10-Q
☐ Transition Report on Form N-SAR
For the Transition Period Ended:

Nothing in this Form shall be construed to imply that the Commission has verified any information contained herein.
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If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: Not Applicable

PART I – REGISTRANT INFORMATION

Landsea Homes Corporation

Full Name of Registrant

N/A

Former Name if Applicable

1717 McKinney Avenue, Suite 1000

Address of Principal Executive Office (Street and Number)

Dallas, Texas 75202

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- ☒ (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- ☒ (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- ☒ (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

As disclosed in the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 13, 2025, the Registrant entered into an Agreement and Plan of Merger (the "Merger Agreement") dated May 12, 2025, with Lido Holdco, Inc., a Delaware corporation ("Parent"), which is controlled by funds managed by affiliates of Apollo Global Management, Inc., and Lido Merger Sub, Inc., a Delaware corporation and a wholly owned, direct subsidiary of Parent ("Merger Sub"), pursuant to which Merger Sub will conduct a cash tender offer to acquire any and all of the issued and outstanding shares of the common stock, par value \$0.0001 per share, of the Company, at a price per share of \$11.30, in cash, net to the holder thereof, without interest and subject to applicable withholding.

Landsea Homes Corporation (the "Company") has determined that it is unable to file its Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 (the "Quarterly Report") within the prescribed time period without unreasonable effort or expense because the Company requires additional time to properly describe in the text of the report and as a subsequent event in the footnotes to its financial statements for such period matters relating to the execution of the Merger Agreement. The Company expects that it will file the Quarterly Report within the extension period provided under Rule 12b-25 under the Securities Exchange Act of 1934, as amended.

Forward-Looking Statements

This Notification of Late Filing on Form 12b-25 contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Words such as "expect," "will," "anticipates," "estimates" and variations of such words and similar future or conditional expressions are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding the Company's expectations regarding the timing the completion of the necessary procedures to file the Quarterly Report. Forward-looking statements are based on management's current expectations based on information currently available to the Company. Forward-looking statements are subject to known and unknown risks, uncertainties and assumptions, and actual results or outcomes may differ materially from those expressed or implied in the forward-looking statements due to various important factors, including, but not limited to the important factors discussed under the caption "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, as any such factors have been or may be updated or supplemented from time to time in the Company's other filings with the SEC. All forward-looking statements speak only as of the date of this Notification of Late Filing on Form 12b-25 and, except as required by applicable law, the Company has no obligation to update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Chris Porter

(Name)

469

(Area Code)

840-9417

(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

☒ Yes ☐ No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

☐ Yes ☒ No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Landsea Homes Corporation

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date May 13, 2025

By

/s/ Chris Porter

Name: Chris Porter

Title: Chief Financial Officer