

BEAZER HOMES USA INC
Form 8-K
March 07, 2017

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 (Date of earliest event reported): March 7, 2017

BEAZER HOMES USA, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of

Company or organization)

001-12822
(Commission File Number)

1000 Abernathy Road, Suite 260

54-2086934
(I.R.S. Employer

Identification No.)

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Atlanta, Georgia 30328

(Address of principal executive offices)

(770) 829-3700

(Registrant's telephone number, including area code)

None

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

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))

Item 7.01. Regulation FD Disclosure.

On March 7, 2017, Beazer Homes USA, Inc. (the Company) issued a press release announcing that it has commenced a cash tender offer (the Tender Offer) to purchase any and all of its outstanding 7.500% Senior Notes due 2021 (the Notes). A copy of this release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

In addition, on March 7, 2017, the Company issued a press release announcing a proposed offering of \$250 million of senior notes due 2025 in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the Securities Act). A copy of this release is attached as Exhibit 99.2 to this Current Report on Form 8-K.

This Current Report on Form 8-K is neither an offer to sell nor a solicitation of offers to buy any securities. The Tender Offer is being made only pursuant to the Offer to Purchase, the related Letter of Transmittal and the Notice of Guaranteed Delivery. The Tender Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. The Company intends to redeem any Notes that are not validly tendered and accepted for purchase pursuant to the Tender Offer.

The information provided pursuant to this Item 7.01, including Exhibits 99.1 and 99.2 in Item 9.01, is furnished and shall not be deemed to be filed with the Securities and Exchange Commission or incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act except as shall be expressly set forth by specific reference in any such filings.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Press release, dated March 7, 2017.
- 99.2 Press release, dated March 7, 2017.

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 thereunto duly authorized.

Date: March 7, 2017

BEAZER HOMES USA, INC.

By: /s/ Kenneth F. Khoury
Kenneth F. Khoury
Executive Vice President, General
Counsel and Chief Administrative Officer

EXHIBIT INDEX

- 99.1 Press release, dated March 7, 2017.
- 99.2 Press release, dated March 7, 2017.