

BEAZER HOMES USA INC  
Form 425  
February 28, 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 (Date of earliest event reported): February 28, 2012**

**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)**

**58-2086934**  
**(I.R.S. Employer**

**Identification No.)**

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**1000 Abernathy Road, Suite 260**

**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 8.01. Other Events.**

On February 28, 2012, Beazer Homes USA, Inc. issued a press release announcing that it had amended the terms of its previously announced offers to exchange newly issued shares of its common stock for (i) any and all of its 7.50% Mandatory Convertible Subordinated Notes due 2013 and (ii) any and all of its 7.25% Tangible Equity Units. A copy of the press release relating to the announcement is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

99.1 Press Release dated February 28, 2012

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: February 28, 2012

BEAZER HOMES USA, INC.

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

**EXHIBIT INDEX**

99.1 Press Release dated February 28, 2012