# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G/A			
UNDER THE SECURITIES EXCHANGE ACT OF 1934			
(Amendment No. 1)			
Beazer Homes USA, Inc.			
(Name of Issuer)			
Common Stock, par value \$0.001 per share			
(Title of Class of Securities)			
07556Q105			
(CUSIP Number)			
December 31, 2010			
(Date of event which requires filing of this statement)			
Check the appropriate box to designate the rule pursuant to which this Schedule 13G/A is filed:  Rule 13d-1(b)  xRule 13d-1(c)  Rule 13d-1(d)			
(Page 1 of 8 Pages)			
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.			
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).			

CUSIP No. 07556Q105		13G/A	Page 2 of 8 Pages
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1	NAMES OF REPORTING PERSOI I.R.S. IDENTIFICATION NO. OF A Highbridge International LLC	NS ABOVE PERSONS (ENTITIES ONL	Y)
2	CHECK THE APPROPRIATE BOY	X IF A MEMBER OF A GROUP**	(a) X (b) □
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF OR Cayman Islands, British West In		
	5 SOLE VOT	TING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY	6 SHARED VOTING POWER  \$302,100 aggregate principal amount of 7.5% Mandatory Convertible Subordinated Notes due 2013, convertible into 1,345,765 shares of Common Stock  7.25% Tangible Equity Units, convertible into 2,297,240 shares of Common Stock		
EACH REPORTING	7 SOLE DIS	POSITIVE POWER	
PERSON WITH	\$302,1 conver	tible into 1,345,765 shares of Commo	6 Mandatory Convertible Subordinated Notes due 2013, n Stock o 2,297,240 shares of Common Stock
9	\$302,100 aggregate principal at 1,345,765 shares of Common S	tock	Subordinated Notes due 2013, convertible into
10		onvertible into 2,297,240 shares of Co FE AMOUNT IN ROW (9) EXCLUD	
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11	4.59%	TED BY AMOUNT IN ROW (9)	
12	TYPE OF REPORTING PERSON OO		
	** SEE IN	ISTRUCTIONS BEFORE FILLING (	DUT!

CUSIP No. 07556Q105		556Q105 13G/A Page 3 of 8 Pages		
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF AB Highbridge Statistical Opportuniti		.Y)	
2	CHECK THE APPROPRIATE BOX II	F A MEMBER OF A GROUP**		(a) X (b) □
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGA Cayman Islands, British West Indi			
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	7 SOLE DISPO	SITIVE POWER		
PERSON WITH	0 shares o	SPOSITIVE POWER of Common Stock		
)	AGGREGATE AMOUNT BENEFICE  0 shares of Common Stock	ALLY OWNED BY EACH REPO	RTING PERSON	
10	CHECK BOX IF THE AGGREGATE	AMOUNT IN ROW (9) EXCLUI	DES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTE 0.00%	ED BY AMOUNT IN ROW (9)		
12	TYPE OF REPORTING PERSON PN			
	** SEE INST	RUCTIONS BEFORE FILLING	OUT!	

CUSIP No. 07556Q105		13G/A	Page 4 of 8 Pages		
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1	NAMES OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF A STAR L.P. (a statistical arbitrage	ABOVE PERSONS (ENTITIES ON e strategy)	LY)		
2	CHECK THE APPROPRIATE BOX	X IF A MEMBER OF A GROUP**		(a) X (b) □	
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORO Cayman Islands, British West In				
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10	CHECK BOX IF THE AGGREGAT	TE AMOUNT IN ROW (9) EXCLU	DES CERTAIN SHARES		
11	PERCENT OF CLASS REPRESEN 0.00%	TED BY AMOUNT IN ROW (9)			
12	TYPE OF REPORTING PERSON PN				
	** SEE IN	STRUCTIONS BEFORE FILLING	OUT!		

CUSIP No. 07556Q105		13G/A	Page 5 of 8 Pages
1	NAMES OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF A Highbridge Capital Managemen	ABOVE PERSONS (ENTITIES ON	LY)
2	CHECK THE APPROPRIATE BOX		(a) X (b) □
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORO State of Delaware	GANIZATION	
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9	AGGREGATE AMOUNT BENEFIC \$302,100 aggregate principal an 1,345,765 shares of Common St	nount of 7.5% Mandatory Convertib	ORTING PERSON le Subordinated Notes due 2013, convertible into
	7.25% Tangible Equity Units, co	onvertible into 2,297,240 shares of C	Common Stock
10	CHECK BOX IF THE AGGREGAT	E AMOUNT IN ROW (9) EXCLU	DES CERTAIN SHARES
11	PERCENT OF CLASS REPRESEN 4.59%	TED BY AMOUNT IN ROW (9)	
12	TYPE OF REPORTING PERSON OO		
	** SEE IN	STRUCTIONS BEFORE FILLING	OUT!

1	NAMES OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
<u> </u>	Glenn Dubin  CHECK THE ADDRODDIATE DOVIE A MEMBER OF A CROUD**			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**  (a) X			
	(b) [			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	United States  5 SOLE VOTING POWER			
	5 SOLE VOTING POWER 0			
	6 SHARED VOTING POWER			
	\$302,100 aggregate principal amount of 7.5% Mandatory Convertible Subordinated Notes due 2013,			
	convertible into 1,345,765 shares of Common Stock	uc <b>=</b> 015,		
NUMBER OF SHARES				
BENEFICIALLY	7.25% Tangible Equity Units, convertible into 2,297,240 shares of Common Stock			
OWNED BY				
EACH	7 SOLE DISPOSITIVE POWER			
REPORTING	8 SHARED DISPOSITIVE POWER			
PERSON WITH	8 SHARED DISPOSITIVE POWER \$302,100 aggregate principal amount of 7.5% Mandatory Convertible Subordinated Notes d	2013		
	convertible into 1,345,765 shares of Common Stock	ue 2015,		
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	7.25% Tangible Equity Units, convertible into 2,297,240 shares of Common Stock			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	\$302,100 aggregate principal amount of 7.5% Mandatory Convertible Subordinated Notes due 2013, convertible into			
	1,345,765 shares of Common Stock			
	7.25% Tangible Equity Units, convertible into 2,297,240 shares of Common Stock			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	4.59%			
12	TYPE OF REPORTING PERSON			
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	th CDD INCTIONS DEFICE THE VICE CASE			
	** SEE INSTRUCTIONS BEFORE FILLING OUT!			

13G/A

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CUSIP No. 07556Q105

This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on January 29, 2010 (the "Original Schedule 13G") with respect to shares of common stock, par value \$0.001 per share (the "Common Stock"), of Beazer Homes USA, Inc., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 4 and 5 in their entirety as set forth below.

#### Item 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

### (a) Amount beneficially owned:

As of the date hereof, (i) Highbridge International LLC beneficially owns \$302,100 aggregate principal amount of 7.5% Mandatory Convertible Subordinated Notes due 2013, convertible into 1,345,765 shares of Common Stock and 7.25% Tangible Equity Units, convertible into 2,297,240 shares of Common Stock, (ii) Highbridge Statistical Opportunities Master Fund, L.P. no longer beneficially owns any shares of Common Stock, (iii) STAR, L.P. (a statistical arbitrage strategy) beneficially no longer owns any shares of Common Stock and (iv) each of Highbridge Capital Management, LLC and Glenn Dubin may be deemed the beneficial owner of \$302,100 aggregate principal amount of 7.5% Mandatory Convertible Subordinated Notes due 2013, convertible into 1,345,765 shares of Common Stock, and 7.25% Tangible Equity Units, convertible into 2,297,240 shares of C ommon Stock, beneficially owned by Highbridge International LLC.

Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC, Highbridge Statistical Opportunities Master Fund, L.P. and STAR, L.P. (a statistical arbitrage strategy). Glenn Dubin is the Chief Executive Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Highbridge Capital Management, LLC and Glenn Dubin disclaims beneficial ownership of shares of Common Stock held by Highbridge International LLC, Highbridge Statistical Opportunities Master Fund, L.P. and STAR, L.P. (a statistical arbitrage strategy).

#### (b) Percent of class:

The percentages used herein and in the rest of this Amendment are calculated based upon 75,669,381 shares of Common Stock issued and outstanding as of November 3, 2010, as represented in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2010, filed with the Securities and Exchange Commission on November 5, 2010. Therefore, based on the Company's outstanding shares of Common Stock, and for purposes of clauses (i) and (iii) below, assuming the conversion of the 7.5% Mandatory Convertible Subordinated Notes and the 7.25% Tangible Equity Units, as of the date hereof, (i) Highbridge International LLC may be deemed to beneficially own 4.59% of the outstanding shares of Common Stock of the Company and (ii) each of Highbridge Capital Management, LLC and Glenn Dubin may be deemed to beneficially own 4.59% of the outstanding shares of Common Stock of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: See Item 4(a)
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition of: See Item 4(a)

## Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

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	SIGNATURES		
After reasonable inquiry and to the best of our knowledg complete and correct.	ge and belief, the undersigned	certify that the information set forth in this statement is true	
DATED: February 14, 2011			
HIGHBRIDGE CAPITAL MANAGEMENT, LLC	HIGHBRIDGE	INTERNATIONAL LLC	
		Capital Management, LLC ng Manager	
By: <u>/s/ John Oliva</u>	By: /s/ John C	<u>Dliva</u>	
Name: John Oliva Title: Managing Director	Name: John O Title: Managin		
HIGHBRIDGE STATISTICAL OPPORTUNITIES MASTER FUND, L.P.	STAR, L.P. (a s	STAR, L.P. (a statistical arbitrage strategy)	
By: Highbridge Capital Management, LLC its Trading Manager		ge Capital Management, LLC g Manager	
By: /s/ John Oliva	By: /s/ John C	Dliva	
Name: John Oliva Title: Managing Director	Name: John Ol Title: Managin		
/s/ Glenn Dubin GLENN DUBIN			