Form **8937**(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting Iss	uer				
1 Issuer's name				2 Issuer's employer identification number (EIN)	
Beazer Homes USA, Inc.				58-2086934	
3 Name of contact for additional information 4 Telephone No. of contact			5 Email address of contact		
Carey Phelps			(770) 829-3700	investor.relations@beazer.com	
6 Number and street (or P.O.	box if mail is not d	elivered to	street address) of contact	7 City, town, or post office, state, and Zip code of contact	
1000 Abernathy Road, Suite 2	60			Aut	
8 Date of action	60	9 Class	sification and description	Atlanta, GA 30328	
			and accompliant		
March 16, 2012		7.50% M	andatory Convertible Subord	inated Notes due 2013	
10 CUSIP number 11	Serial number(s)		12 Ticker symbol	13 Account number(s)	
07556Q402 Part II Organizationa	I A ation Attack		BZMD		
14 Describe the organizations	al action and if an	additional	statements if needed. See	back of form for additional questions. against which shareholders' ownership is measured for	
the action ► See Exhibit	A attached here	piicable, trie	date of the action of the date a	against which shareholders' ownership is measured for	
See LAIIDI	A, attached here	ιο.			

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Describe the quantitative eshare or as a percentage of	effect of the organizer of old basis ► See	zational acti Exhibit A, a	on on the basis of the security attached hereto.	in the hands of a U.S. taxpayer as an adjustment per	
			***************************************	The state of the s	
Describe the calculation of valuation dates ► See Exh	the change in basi	is and the d	ata that supports the calculatio	n, such as the market values of securities and the	

Part	Organizational Action (continued)	rage z
17 hereto	List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶	See Exhibit A, attached
18 (Can any resulting loss be recognized? ► See Exhibit A, attached hereto.	
19 P	rovide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See Ex	hibit A, attached hereto.
	- The second sec	
	Under penalties of perjury, I declare that Lhave examined this return, including accompanying schedules and statements, ar belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which prepare	nd to the best of my knowledge and r has any knowledge.
ign	Sold He VI	
lere	Signature ► Date ► Apeil	37,2013
	Print your name > ROBER Salomon - Title > EVP-C	
aid	Print/Type preparer's name Preparer's signature Date 1/2 //2 C	heck If PTIN
repa	rer Multiplicatorhouse Cooper II B	elf-employed 10 3389 /3
Jse C	Fig. 1	rm's EIN ► 13-4008324 hone no. (678) 419-1000
and Fo	m 8937 (including accompanying statements) to: Department of the Treasure, Internal Revenue Service Oxide	LIT 94004 0054

BEAZER HOMES USA, INC. 1000 ABERNATHY ROAD, SUITE 260 ATLANTA, GA 30328 FEIN: 58-2086934

FORM 8937: REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES - EXHIBIT A

14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.

On March 16, 2012, Beazer Homes USA, Inc. ("Beazer" or the "Company") completed an exchange whereby the Company issued shares of its common stock for its outstanding 7.50% Mandatory Convertible Subordinated Notes due 2013 (the "Notes") (the "Notes Exchange Offer"). Pursuant to the terms of the Notes Exchange Offer, holders of the Notes tendered approximately \$48.1 million aggregate principal amount of Notes, or approximately 84% of the principal amount of the outstanding Notes, in exchange for approximately 11.0 million shares of common stock. In connection with the Notes Exchange Offer, holders of the Notes received 5.7348 shares of the Company's common stock in exchange for each \$25 principal amount of Notes. This amount represents the maximum number of shares of common stock that a Note holder would be entitled to receive on January 15, 2013, which is the mandatory conversion date of the Notes, plus an additional 0.30 shares of common stock per \$25 principal amount of Notes tendered. A total of approximately \$9.4 million principal amount of Notes remained outstanding following the settlement of the Notes Exchange Offer.

15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

The Company has treated the Notes as equity for U.S. federal income tax purposes since their initial issuance on January 12, 2010. The exchange of the Notes for common stock pursuant to the Notes Exchange Offer and in accordance with a plan of reorganization is anticipated to qualify as a recapitalization pursuant to Section 368(a)(1)(E) for U.S. federal income tax purposes, as both the Notes and common stock issued are anticipated to be treated as securities.

Pursuant to Section 354(a), a holder should not recognize gain or loss if stock or securities in a corporation a party to a reorganization are, in pursuance of a plan of reorganization, exchanged solely for stock or securities in such corporation. Pursuant to Section 358(a), a holder will generally have a tax basis in the property received equal to such holder's tax basis in the property surrendered decreased by the amount of any money received. Pursuant to Section 1223(1), a holder's holding period for property received in a tax-free reorganization will generally include its holding period for the property surrendered.

Each Note holder should consult with their tax advisor to confirm that the Notes Exchange Offer qualifies as a recapitalization for this purpose.

16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of the securities and the valuation dates.

The Notes Exchange Offer is anticipated to be treated as a recapitalization pursuant to Section 368(a)(1)(E), such that a holder's tax basis in the common stock received equals its tax basis in the Notes surrendered in the Notes Exchange Offer.

17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Section 368(a), Section 354(a), Section 358(a), and Section 1223(1).

18. Can any resulting loss be recognized?

Pursuant to Section 354(a), no loss may be recognized by a Note holder that receives common stock in connection with the Notes Exchange Offer.

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19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The Company completed the Notes Exchange Offer on March 16, 2012, such that the organizational action occurred during the taxable period ending September 30, 2012.