

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2019

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 001-12822

BEAZER HOMES USA, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

**1000 Abernathy Road, Suite 260,
Atlanta, Georgia**

(Address of principal executive offices)

58-2086934

(I.R.S. employer
Identification no.)

30328

(Zip Code)

(770) 829-3700

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Common Stock, \$0.001 par value

BZH

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

The aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant as of March 31, 2019, based on the closing sale price per share as reported by the New York Stock Exchange on such date, was \$353,443,060.

Class

Common Stock, \$0.001 par value

Outstanding at November 8, 2018

30,941,060

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the registrant's 2019 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K to the extent stated herein. The Proxy Statement will be filed within 120 days of the registrant's fiscal year ended September 30, 2019.

BEAZER HOMES USA, INC.
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FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (Form 10-K) contains forward-looking statements. These forward-looking statements represent our expectations or beliefs concerning future events or results, and it is possible that such events or results described in this Form 10-K will not occur or be achieved. These forward-looking statements can generally be identified by the use of statements that include words such as “estimate,” “project,” “believe,” “expect,” “anticipate,” “intend,” “plan,” “foresee,” “likely,” “will,” “outlook,” “goal,” “target” or other similar words or phrases.

These forward-looking statements involve risks, uncertainties and other factors, many of which are outside of our control, that could cause actual events or results to differ materially from the events or results discussed in the forward-looking statements, including, among other things, the matters discussed in this Form 10-K in the section captioned “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Additional information about factors that could lead to material changes is contained in Part I, Item 1A- Risk Factors of this Form 10-K. These factors are not intended to be an all-inclusive list of risks and uncertainties that may affect the operations, performance, development and results of our business, but instead are the risks that we currently perceive as potentially being material. Such factors may include:

- the cyclical nature of the homebuilding industry and a potential deterioration in homebuilding industry conditions;
- economic changes nationally or in local markets, changes in consumer confidence, wage levels, declines in employment levels, inflation or increases in the quantity and decreases in the price of new homes and resale homes on the market;
- shortages of or increased prices for labor, land or raw materials used in housing production, and the level of quality and craftsmanship provided by our subcontractors;
- the availability and cost of land and the risks associated with the future value of our inventory, such as asset impairment charges we took on select California assets during the second quarter of fiscal 2019;
- factors affecting margins, such as decreased land values underlying land option agreements, increased land development costs in communities under development or delays or difficulties in implementing initiatives to reduce our production and overhead cost structure;
- estimates related to homes to be delivered in the future (backlog) are imprecise, as they are subject to various cancellation risks that cannot be fully controlled;
- increases in mortgage interest rates, increased disruption in the availability of mortgage financing, changes in tax laws or otherwise regarding the deductibility of mortgage interest expenses and real estate taxes or an increased number of foreclosures;
- our allocation of capital and the cost of and ability to access capital, due to factors such as limitations in the capital markets or adverse credit market conditions, and ability to otherwise meet our ongoing liquidity needs, including the impact of any downgrades of our credit ratings or reduction in our liquidity levels;
- our ability to reduce our outstanding indebtedness and to comply with covenants in our debt agreements or satisfy such obligations through repayment or refinancing;
- our ability to continue to execute and complete our capital allocation plans, including our share and debt repurchase programs;
- increased competition or delays in reacting to changing consumer preferences in home design;
- natural disasters or other related events that could result in delays in land development or home construction, increase our costs or decrease demand in the impacted areas;
- the potential recoverability of our deferred tax assets;
- potential delays or increased costs in obtaining necessary permits as a result of changes to, or complying with, laws, regulations or governmental policies, and possible penalties for failure to comply with such laws, regulations or governmental policies, including those related to the environment;
- the results of litigation or government proceedings and fulfillment of any related obligations;
- the impact of construction defect and home warranty claims;
- the cost and availability of insurance and surety bonds, as well as the sufficiency of these instruments to cover potential losses incurred;
- the impact of information technology failures, cybersecurity issues or data security breaches;
- terrorist acts, natural disasters, acts of war or other factors over which the Company has little or no control; or
- the impact on homebuilding in key markets of governmental regulations limiting the availability of water.

Any forward-looking statement speaks only as of the date on which such statement is made and, except as required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible to predict all such factors.

PART I

Item 1. Business

We are a geographically diversified homebuilder with active operations in 13 states within three geographic regions in the United States: the West, East, and Southeast. Our homes are designed to appeal to homeowners at different price points across various demographic segments, and are generally offered for sale in advance of their construction. Our objective is to provide our customers with homes that incorporate extraordinary value and quality, at affordable prices, while seeking to maximize our return on invested capital over the course of a housing cycle.

Beazer Homes USA, Inc. was incorporated in Delaware in 1993. Our principal executive offices are located at 1000 Abernathy Road, Suite 260, Atlanta, Georgia 30328, and our main telephone number is (770) 829-3700. We also provide information about our company, including active communities, through our Internet website located at www.beazer.com. Information on our website is not a part of this Form 10-K and shall not be deemed incorporated by reference.

Industry Overview and Current Market Conditions

The sale and production of new homes has been, and will likely remain, a large industry in the United States for four primary reasons: (1) historical growth in both population and households; (2) demographic patterns that indicate an increased likelihood of home ownership as age and income increase; (3) job creation within geographic markets that necessitate new home construction; and (4) consumer demand for home features that can be more easily provided in a new home than an existing home.

The demand for new and existing homes is dependent on a variety of demographic and economic factors, including job and wage growth, household formation, consumer confidence, mortgage financing, and overall housing affordability. Through the first half of fiscal 2019, the homebuilding industry experienced a softening in demand, after adjusting for normal seasonality, that we believe was a result of the rise in mortgage interest rates and higher home prices, which created affordability challenges for some prospective buyers. As the fiscal year progressed, a decline in mortgage interest rates combined with a positive macroeconomic backdrop led to improved demand. We believe there are multiple factors that will support housing demand moving forward, including low unemployment, rising wages, and growing household formation. Our operating strategy focuses on offering homes that provide our customers extraordinary value at an affordable price.

Long-Term Business Strategy

We continue to execute against our long-term balanced growth strategy, which we define as the expansion of earnings at a faster rate than our revenue growth, supported by a less-leveraged and return-driven capital structure. This strategy provides us with the flexibility to return more capital to investors or increase investment in land and other operating assets in response to changing market conditions. By carefully managing our investment in land, our debt reduction targets can be achieved while also maintaining focus on other investment opportunities.

We remain committed to this balanced growth strategy, which is designed to increase shareholder value by improving our return on assets while reducing operational risk and debt. Aligned with this longer-term strategy, we have several objectives for fiscal 2020, including increasing EBITDA, improving balance sheet efficiency, and reducing leverage.

We achieved our debt reduction objective in fiscal 2019 while also repurchasing common shares. We repurchased \$51.3 million of debt and \$34.6 million of outstanding common stock during fiscal 2019. We expect to reduce more outstanding debt by the end of fiscal 2020 than we did in fiscal 2019, with a goal of having less than \$1.0 billion of outstanding debt over time. As of September 30, 2019, we had outstanding debt of \$1.2 billion.

Reportable Business Segments

Our active homebuilding operations consist of the design, sale, and construction of single-family and multi-family homes in the following geographic regions, which represent our reportable segments:

Segment/State	Market(s)
West:	
Arizona	Phoenix
California	Los Angeles County, Orange County, Riverside County, Sacramento County, San Bernardino County, San Diego County, Yolo County
Nevada	Las Vegas
Texas	Dallas/Ft. Worth, Houston
East:	
Indiana	Indianapolis
Maryland/Delaware	Anne Arundel County, Baltimore County, Howard County, Montgomery County, Sussex County
Tennessee	Nashville
Virginia	Fairfax County, Loudoun County, Prince William County, Stafford County
Southeast:	
Florida	Orlando, Tampa/St. Petersburg
Georgia	Atlanta, Savannah
North Carolina	Raleigh/Durham
South Carolina	Charleston, Myrtle Beach

The following tables summarize certain operating information of our reportable segments, including number of homes closed, the average selling price for the periods presented, and units and dollar value in backlog as of September 30, 2019, 2018, and 2017. Refer to “Management's Discussion and Analysis of Results of Operations and Financial Condition” in Item 7 of this Form 10-K for additional information.

(\$ in thousands)	2019		2018		2017	
	Number of Homes Closed	Average Closing Price	Number of Homes Closed	Average Closing Price	Number of Homes Closed	Average Selling Price
West	2,859	\$ 354.3	2,895	\$ 345.3	2,527	\$ 336.9
East	1,092	463.7	1,221	418.3	1,382	386.1
Southeast	1,549	360.2	1,651	343.5	1,616	316.1
Total Company	5,500	\$ 377.7	5,767	\$ 360.2	5,525	\$ 343.1

	September 30, 2019		September 30, 2018		September 30, 2017	
	Units in Backlog	Dollar Value in Backlog (in millions)	Units in Backlog	Dollar Value in Backlog (in millions)	Units in Backlog	Dollar Value in Backlog (in millions)
West	982	\$ 362.5	858	\$ 305.5	879	\$ 306.0
East	341	155.1	281	127.5	413	161.7
Southeast	385	147.5	493	195.0	563	198.1
Total Company	1,708	\$ 665.1	1,632	\$ 628.0	1,855	\$ 665.8
ASP in backlog (in thousands)		\$ 389.4		\$ 384.8		\$ 358.9

Seasonal and Quarterly Variability

Our homebuilding operating cycle generally reflects higher levels of new home order activity in our second and third fiscal quarters, and increased closings in our third and fourth fiscal quarters. However, these seasonal patterns may be impacted or reduced by a variety of factors, including periods of economic downturn, which result in decreased revenues and closings.

Marketing and Sales

We make extensive use of digital and traditional marketing vehicles and other promotional activities, including our websites (www.beazer.com, www.gatherings.com, and www.beazerenespanol.com), mobile site (m.beazer.com), real estate listing sites, digital advertising (including search engine marketing and display advertising), social media, video, brochures, direct marketing, and out-of-home advertising (including billboards and signage) located in the immediate areas of our developments, as well as additional activities. In connection with these marketing vehicles, we have registered or applied for registration of trademarks and Internet domain names, including Beazer Homes[®], Gatherings[®], and Choice Plans[™], for use in our business.

Our practice is to build, decorate, furnish, and landscape model homes for each community we build and maintain on-site sales offices. As of September 30, 2019, we maintained and owned 262 model homes. We believe that model homes play a particularly important role in our selling efforts, and we are continuously innovating within our model homes to provide a unique, memorable, and hands-on experience for our customers, including digital kiosks, interactive site maps/plans, interactive magnetic floor plan boards, signage, and more. The selection of interior features is also a principal component of our marketing and sales efforts.

Our homes are customarily sold through commissioned new home sales counselors (who work from the sales offices located in the model homes used in the community) as well as through independent brokers. Our new home counselors are available to assist prospective homebuyers by providing them with floor plans, pricing information, tours of model homes, the community's unique selling proposition, detailed explanations of our differentiators, discussed below, and associated savings opportunities. Sales personnel are trained internally and participate in a structured training program focused on sales techniques, product familiarity, competitive products in the area, construction schedules, and Company policies around compliance, which management believes results in a sales force with extensive knowledge of our operating policies and housing products. Sales personnel must be licensed real estate agents where required by law.

We sometimes use various sales incentives in order to attract homebuyers. The use of incentives depends largely on local economic and competitive market conditions.

Depending on market conditions, we also at times begin construction on a number of homes for which no signed sales contract exists, known as “speculative” or “spec” homes. This speculative inventory satisfies demand by providing near ready or move in ready homes targeted at relocated personnel and others who require a completed home within 60 days.

Differentiating Beazer Homes

We know that our buyers have many choices when purchasing a home. To help us become a builder of choice and thereby achieve the operational objectives we have outlined, we have identified the following three strategic pillars that differentiate Beazer's homes from both resale homes and other newly built homes:

Mortgage Choice - Most of our buyers need to arrange financing in order to purchase a new home. Unlike many of our major competitors, we have no ownership or other interest in a mortgage company, which allows us to partner with our customers to help them get the most competitive interest rates, fees and service levels available. For every Beazer community, we identify Choice Lenders, who are selected for their ability to provide a comprehensive array of products and programs, meet our high customer service standards and willingness to compete to earn our customer's business. We then provide our customers with an industry-leading online comparison tool that helps them easily compare multiple mortgage offers side-by-side.

Choice Plans[™] - Every family lives in their home differently, which is why we created Choice Plans[™]. Choice Plans[™] provide our buyers with more floor plan flexibility at no additional cost. For example, buyers of to-be-built homes can typically choose between two different configurations in the kitchen/great room and in the master bedroom/bathrooms based on individual preferences, at no additional cost. Offering these pre-designed floor plan alternatives allows us to offer fewer different plans, which improves efficiency and reduce costs while creating living areas that match an individual buyer's lifestyle.

Surprising Performance - We place an emphasis on building high-quality homes and delivering outstanding customer experience. All Beazer homes are designed and built to provide Surprising Performance, which means more quality, comfort, and savings. We deliver these benefits through people, materials, and process. From the perspective of people, our experienced team of new home counselors, designers, builders, and customer care representatives are dedicated to provide excellent service at every point of the home purchase process. From the perspective of materials, we work with industry-leading partners who, like us, are committed to innovation and quality. From the perspective of process, we ensure quality of construction through high caliber construction practices and rigorous inspections. For example, we ensure our homes are built to the latest ENERGY STAR® standards and provide buyers with an energy rating for their home, completed by a qualified third-party rating company. Used homes typically have an energy rating (on a scale in which a lower score is better) of 130, while new homes that are built to code typically score around 100. As of September 30, 2019, the average new Beazer home has an energy rating of 58.

Markets and Product Description

We evaluate a number of factors in determining which geographic markets to enter and remain in as well as which consumer segments to target with our homebuilding activities. We compete in sixteen geographic markets across the United States in part to reduce our exposure to any particular regional economy. Within these markets, we build homes in a variety of new home communities. We continually review our sixteen markets based on aggregate demographic information, land prices and availability, competitive dynamics, and our own operating results. We use the results of these reviews to re-allocate our investments generally to those markets where we believe we can maximize our profitability and return on capital.

We maintain the flexibility to alter our product mix within a given market, depending on market conditions. In determining our product mix, we consider demographic trends, demand for a particular type of product, product affordability, consumer preferences, margins, timing, and the economic strength of the market. Depending on the market, we attempt to address one or more of the following categories of home buyers: entry-level, move-up, or active adult. We expect our focus on active adult buyers to increase as our Gatherings® business progresses, which is further discussed below. Within these buyer groups, we have developed detailed targeted buyer profiles based on demographic and psychographic data, including information about marital and family status, employment, age, affluence, special interests, media consumption, and distance moved. Although we offer a selection of amenities and home customization options, we generally do not build “custom homes.” In all of our home offerings, we attempt to increase customer satisfaction by incorporating quality and energy-efficient materials, distinctive design features, convenient locations, and competitive prices.

Gatherings. For over a decade, we have been building age-targeted four-story condominiums to address the growing 55-plus segment in the Mid-Atlantic. In 2016, Gatherings® by Beazer Homes was officially introduced across several new areas within Beazer's geographic footprint. We strive to provide extraordinary value at an affordable price and become a premier provider of condominium living for adults over age 55. Orlando and Dallas are currently selling Gatherings homes, and projects are underway in Atlanta, Dallas, Houston, Maryland, Nashville, and Virginia. As of September 30, 2019, we have approved new communities representing nearly 1,200 potential future sales.

Operational Overview

Corporate Operations

We perform the following functions at our corporate office to promote standardization and operational excellence:

- evaluate and select geographic markets;
- allocate capital resources for land acquisitions;
- maintain and develop relationships with lenders and capital markets to create and maintain access to financial resources;
- maintain and develop relationships with national product vendors;
- perform certain accounting, finance, legal, risk and marketing functions to support our field operations;
- operate and manage information systems and technology support operations; and
- monitor the operations of our divisions and partners.

We allocate capital resources in a manner consistent with our overall business strategy. We will vary our capital allocation based on market conditions, results of operations, and other factors. Capital commitments are determined through consultation among executive and operational personnel who play an important role in ensuring that new investments are consistent with our strategy.

Financial controls are also maintained through the centralization and standardization of accounting and finance activities, policies, and procedures.

Field Operations

The development and construction of each new home community is managed by our operating divisions, each of which is led by a regional market leader and/or an area president who reports to our Chief Executive Officer. Within our operating divisions, our field teams are equipped with the skills needed to complete the functions of land acquisition, land entitlement, land development, home construction, local marketing, sales, warranty service, and certain purchasing and planning/design functions. However, the accounting and accounts payable functions of our field operations are concentrated in our national accounting center, which we consider to be part of our corporate operations.

Land Acquisition and Development

Generally, the land we acquire is purchased only after necessary entitlements have been obtained so that we have the right to begin development or construction as market conditions dictate. The term “entitlements” refers to subdivision approvals, development agreements, tentative maps, or recorded plats, depending on the jurisdiction in which the land is located. Entitlements generally give a developer the right to obtain building permits upon compliance with conditions that are usually within the developer's control. Although entitlements are ordinarily obtained prior to the purchase of land, we are still required to obtain a variety of other governmental approvals and permits during the development process. In limited circumstances, we will purchase property without all necessary entitlements where we have identified an opportunity to build on such property in a manner consistent with our strategy.

We select land for purchase based upon a variety of factors, including:

- internal and external demographic and marketing studies;
- suitability for development during the time period of one to five years from the beginning of the development process to the last closing;
- financial review as to the feasibility of the proposed project, including profit margins and returns on capital employed;
- the ability to secure governmental approvals and entitlements;
- environmental and legal due diligence;
- competition in the area;
- proximity to local traffic corridors, job centers, and other amenities; and
- management's judgment of the real estate market and economic trends and our experience in a particular market.

We generally purchase land or obtain an option to purchase land, which, in either case, requires certain site improvements prior to home construction. Where required, we then undertake, or the grantor of the option then undertakes in the case of land under option, the development activities (through contractual arrangements with local developers, general contractors, and/or subcontractors), which include site planning and engineering as well as constructing roads, water, sewer, and utility infrastructures, drainage and recreational facilities, and other amenities. When available in certain markets, we also buy finished lots that are ready for home construction. During our fiscal 2019 and 2018, we continued to pursue land acquisition opportunities and develop our land positions, spending approximately \$226.0 million and \$425.4 million, respectively, for land acquisition and \$243.9 million and \$210.1 million, respectively, for land development.

We strive to develop a design and marketing concept for each of our communities, which includes determination of the size, style, and price range of the homes, layout of streets and individual lots, and overall community design. The product line offered in a particular new home community depends upon many factors, including the housing generally available in the area, the needs of a particular market, and our cost of lots in the new home community.

Option Contracts

We acquire certain lots by means of option contracts from various sellers and developers, including land banking entities. Option contracts generally require the payment of a cash deposit or issuance of a letter of credit for the right to acquire lots during a specified period of time at a fixed or variable price.

Under option contracts, purchase of the underlying properties is contingent upon satisfaction of certain requirements by us and the sellers. Our liability under option contracts is generally limited to forfeiture of the non-refundable deposits, letters of credit, and other non-refundable amounts incurred, which totaled approximately \$78.2 million as of September 30, 2019. The total remaining purchase price, net of cash deposits, committed under all land option contracts was \$389.7 million as of September 30, 2019.

We expect to exercise, subject to market conditions and seller satisfaction of contract terms, substantially all of our option contracts. Various factors, some of which are beyond our control, such as market conditions, weather conditions, and the timing of the completion of development activities, will have a significant impact on the timing of option exercises or whether lot options will be exercised at all.

The following table summarizes land controlled by us by reportable segment as of September 30, 2019:

	Lots Owned					Total Lots Owned	Total Lots Under Contract	Total Lots Controlled
	Lots with Homes Under Construction ^(a)	Finished Lots	Lots Under Development	Lots Held for Future Development	Lots Held for Sale			
West								
Arizona	182	373	243	—	—	798	507	1,305
California	390	983	771	1	379	2,524	21	2,545
Nevada	192	455	409	66	—	1,122	334	1,456
Texas	622	1,033	1,971	—	75	3,701	1,635	5,336
Total West	1,386	2,844	3,394	67	454	8,145	2,497	10,642
East								
Indiana	95	277	391	—	38	801	181	982
Maryland/Delaware	115	61	383	93	1	653	882	1,535
New Jersey	—	—	—	117	—	117	—	117
Tennessee	182	240	305	—	101	828	177	1,005
Virginia	18	61	121	—	—	200	346	546
Total East	410	639	1,200	210	140	2,599	1,586	4,185
Southeast								
Florida	199	343	179	33	1	755	749	1,504
Georgia	195	580	210	—	86	1,071	163	1,234
North Carolina	66	62	40	21	—	189	288	477
South Carolina	141	498	969	68	35	1,711	122	1,833
Total Southeast	601	1,483	1,398	122	122	3,726	1,322	5,048
Total	2,397	4,966	5,992	399	716	14,470	5,405	19,875

^(a) This category represents lots upon which construction of a home has commenced, including model homes.

The following table summarizes the dollar value of our land under development, land held for future development, and land held for sale by reportable segment as of September 30, 2019:

(In thousands)	Land Under Development	Land Held for Future Development	Land Held for Sale
West	\$ 413,848	\$ 3,483	\$ 5,160
East	136,399	14,077	4,104
Southeast	187,954	10,971	3,398
Total	<u>\$ 738,201</u>	<u>\$ 28,531</u>	<u>\$ 12,662</u>

Investments in Unconsolidated Entities

Occasionally, we use legal entities in which we have less than a controlling interest. We enter into the majority of these investments with land developers, other homebuilders and financial partners to acquire attractive land positions, to manage our risk profile and to leverage our capital base. The underlying land positions are developed into finished lots for sale to the unconsolidated entity's members or other third parties. We account for our interest in unconsolidated entities under the equity method.

Historically, we and our partners have provided varying levels of guarantees of debt or other obligations of our unconsolidated entities. As of September 30, 2019, our unconsolidated entities had borrowings outstanding totaling \$12.7 million. See Note 4 of notes to the consolidated financial statements in this Form 10-K for further information.

Our consolidated balance sheets include investments in unconsolidated entities totaling \$4.0 million and \$4.0 million as of September 30, 2019 and September 30, 2018, respectively.

Construction

We typically act as the general contractor for the construction of our new home communities. Our project development activities are controlled by our operating divisions whose employees supervise the construction of each new home community by coordinating the activities of independent subcontractors and suppliers, subjecting their work to quality and cost controls and ensuring compliance with zoning and building codes. We specify that quality, durable materials be used in the construction of our homes. Our subcontractors follow design plans prepared by architects and engineers who are retained or directly employed by us and whose designs are geared to the local market. Our home plans are created in a collaborative effort with industry leading architectural firms, allowing us to stay current with changing home design trends as well as expanding our focus on engineering without sacrificing value for our customers.

Agreements with our subcontractors and materials suppliers are generally entered into after a competitive bidding process during which we obtain information from prospective subcontractors and vendors with respect to their financial condition and ability to perform their agreements with us in accordance with the specifications we provide. Subcontractors typically are retained on a project-by-project basis to complete construction at a fixed price. We do not maintain significant inventories of construction materials, except for materials being utilized for homes under construction. We have numerous suppliers of raw materials and services used in our business, and such materials and services have been and continue to be available. However, material prices may fluctuate due to various factors, including demand or supply shortages and the price of certain commodities, which may be beyond the control of us or our vendors. When it is economically advantageous, we enter into regional and national supply contracts with certain of our vendors. We believe that our relationships with our suppliers and subcontractors are good.

Construction time for our homes depends on local governmental approval processes, product type, location, and the availability of labor, materials, and supplies. Homes are designed to promote efficient use of space and materials and to minimize construction costs and time. In all of our markets, construction of a home is typically completed within three to six months following commencement of construction. As of September 30, 2019, excluding models, we had 2,135 homes at various stages of completion, of which 1,271 were under contract and included in backlog at such date and 864 were unsold homes (238 of which were substantially completed), either because the construction of the home was begun without a sales contract or because the original sales contract had been canceled (collectively known as "speculative" or "spec" homes).

Warranty Program

We currently provide a limited warranty (ranging from one to two years) covering workmanship and materials per our defined standards of performance. In addition, we provide a limited warranty for up to ten years covering only certain defined structural element failures. Our warranties are issued, administered and insured, subject to applicable self-insured retentions, by independent third parties.

Since we subcontract our homebuilding work to subcontractors whose contracts generally include an indemnity obligation and a requirement that certain minimum insurance requirements be met, including providing us with a certificate of insurance prior to receiving payments for their work, many claims relating to workmanship and materials are the primary responsibility of our subcontractors.

In addition, we maintain third-party insurance, subject to applicable self-insured retentions, for most construction defects that we encounter in the normal course of business. We believe that our warranty and litigation accruals and third-party insurance are adequate to cover the ultimate resolution of our potential liabilities associated with known and anticipated warranty and construction defect related claims and litigation. Please see Note 9 of notes to the consolidated financial statements in this Form 10-K for additional information. However, there can be no assurance that the terms and limitations of the limited warranty will be effective against claims made by homebuyers; that we will be able to renew our insurance coverage or renew it at reasonable rates; that we will not be liable for damages, the cost of repairs, and/or the expense of litigation surrounding possible construction defects, soil subsidence, or building related claims; or that claims will not arise out of events or circumstances not covered by insurance and/or not subject to effective indemnification agreements with our subcontractors.

Customer Financing

As previously mentioned, we do not provide mortgage origination services. Unlike many of our peers, we have no ownership interest in any lender and are able to promote competition among lenders on behalf of our customers through our Mortgage Choice program. Approximately 92% of our fiscal 2019 customers elected to finance a portion of their home purchase.

Competition

The development and sale of residential properties is highly competitive and fragmented. We compete for residential sales on the basis of a number of interrelated factors, including location, reputation, amenities, design, quality, and price with numerous large and small homebuilders, including many homebuilders with nationwide operations and greater financial resources and/or lower costs than us. We also compete for residential sales with individual resales of existing homes and available rental housing.

We utilize our experience within our geographic markets and the breadth of our product line to vary regional product offerings to reflect changing market conditions. We strive to respond to market conditions and to capitalize on the opportunities for advantageous land acquisitions in desirable locations. Our product offerings strive to provide extraordinary value at an affordable price with intentional focus on Millennials and Baby Boomers because they are the two largest demographic groups of potential home buyers.

Government Regulation and Environmental Matters

In most instances, our land is purchased with entitlements, giving us the right to obtain building permits upon compliance with specified conditions, which generally are within our control. The length of time necessary to obtain such permits and approvals affects the carrying costs of unimproved property acquired for the purpose of development and construction. In addition, the continued effectiveness of permits already granted is subject to factors such as changes in policies, rules and regulations, and their interpretation and application. Many governmental authorities have imposed impact fees as a means of defraying the cost of providing certain governmental services to developing areas. To date, these governmental approval processes have not had a material adverse effect on our development activities, and all homebuilders in a given market face the same fees and restrictions. However, there can be no assurance that these and other restrictions will not adversely affect us in the future.

We may also be subject to periodic delays or may be precluded entirely from developing communities due to building moratoriums, “slow-growth” or “no-growth” initiatives, or building permit allocation ordinances, which could be implemented in the future in the markets in which we operate. Substantially all of our land is entitled and, therefore, moratoriums generally adversely affect us only if they arose from health, safety, and welfare issues such as insufficient water or sewage facilities. Local and state governments also have broad discretion regarding the imposition of development fees for communities in their jurisdictions. However, these fees are normally established when we receive recorded final maps and building permits. We are also subject to a variety of local, state, and federal statutes, ordinances, rules, and regulations concerning the protection of health and the environment. These laws may result in delays, cause us to incur substantial compliance and other costs, and prohibit or severely restrict development in certain environmentally sensitive regions or areas. Our communities in California are especially susceptible to restrictive government regulations and environmental laws, particularly surrounding water usage due to continuing drought conditions within that region.

In order to provide homes to homebuyers qualifying for Federal Housing Administration (FHA)-insured or Veterans Affairs (VA)-guaranteed mortgages, we must construct homes in compliance with FHA and VA regulations. These laws and regulations include provisions regarding operating procedures, investments, lending, and privacy disclosures and premiums.

In some states, we are required to be registered as a licensed contractor and comply with applicable rules and regulations. Also, in various states, our new home counselors are required to be licensed real estate agents and to comply with the laws and regulations applicable to real estate agents.

Failure to comply with any of these laws or regulations, where applicable, could result in loss of licensing and a restriction of our business activities in the applicable jurisdiction.

Health and Safety Matters

We strive to provide a safe and healthy work environment for all employees. We believe that corporate social responsibility is an essential factor for our overall success. This includes adopting ethical practices to direct how we do business while keeping the interests of our stakeholders and the environment in mind.

The objectives of our practices and policies underscore this commitment:

- To treat all employees with dignity and respect. Employee diversity and inclusion are embraced and opportunities for training, growth, and advancement are strongly encouraged.
- To uphold ethical standards and comply with applicable laws and our internal guidelines, including a Code of Conduct applicable to all employees and an actively-managed ethics hotline.
- To promote the idea that the quality of our products and employee well-being are predicated on a safe and healthy work environment. Our Safety First culture focuses on the safety of our people at every level of the organization.

We are also committed to maintaining high standards in health and safety at all of our sites. We have a health and safety audit system that includes comprehensive independent third-party inspections. All of our team members are required to attend certain health and safety related training programs applicable to their respective job responsibilities.

Bonds and Other Obligations

In connection with the development of our communities, we are frequently required to provide performance, maintenance, and other bonds and letters of credit in support of our related obligations with respect to such developments. The amount of such obligations outstanding at any time varies in accordance with our pending development activities. In the event any such bonds or letters of credit are drawn upon, we would be obligated to reimburse the issuer of such bonds or letters of credit. As of September 30, 2019, we had approximately \$276.5 million and \$48.3 million of outstanding performance bonds and letters of credit, respectively, primarily related to our obligations to local governments to construct roads and other improvements in various developments.

Employees and Subcontractors

As of September 30, 2019, we employed 1,205 persons, of whom 386 were sales and marketing personnel and 300 were construction personnel. Although none of our employees are covered by collective bargaining agreements, at times certain of the independent subcontractors engaged by us may be represented by labor unions or may be subject to collective bargaining arrangements. We believe that our relations with our employees and subcontractors are good.

Available Information

Our Internet website address is www.beazer.com and our mobile site is m.beazer.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to section 13(a) or 15(d) of the Securities Exchange Act are available free of charge through our website as soon as reasonably practicable after we electronically file with or furnish them to the Securities and Exchange Commission (SEC), and are available in print to any stockholder who requests a printed copy. The public may also read and copy any materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Furthermore, the SEC maintains a website that contains reports, proxy statements, information statements and other information regarding issuers, including us, that file electronically with the SEC at www.sec.gov.

In addition, many of our corporate governance documents are available on our website at www.beazer.com. Specifically, our Audit, Finance, Compensation, and Nominating/Corporate Governance Committee Charters, our Corporate Governance Guidelines and Code of Business Conduct and Ethics are available. Each of these documents is also available in print to any stockholder who requests it.

The content on our website and mobile site is available for information purposes only and is not a part of and shall not be deemed incorporated by reference in this Form 10-K.

Item 1A. Risk Factors

A number of conditions that affect demand for the homes we sell are outside of our control. Many of these conditions, such as interest rates, inflation, employment levels, wage levels and governmental actions also impact consumer confidence, upon which our business is highly dependent.

Changes in national and regional economic conditions, as well as local economic conditions where we conduct our operations, may result in more caution on the part of homebuyers and, consequently, fewer home purchases. These economic uncertainties involve, among other things, interest rates, inflation, employment levels, wage growth and governmental actions, all of which are out of our control and affect the affordability of, and demand for, the homes we sell. These conditions also impact consumer confidence, upon which our business is highly dependent. Adverse changes in any of these conditions could decrease demand and pricing for our homes or result in customer cancellations of pending contracts, which could adversely affect the number of home sales we make or reduce home prices, either of which could result in a decrease in our revenues and earnings and adversely affect our financial condition.

Because almost all of our customers require mortgage financing, increases in interest rates could negatively affect the affordability of the homes we sell. In addition, reductions in mortgage availability or increases in the effective costs of owning a home could prevent our customers from buying our homes and adversely affect our business and financial results.

Substantially all of the purchasers of our homes finance their acquisition with mortgage financing. Mortgage interest rates have remained low compared to most historical periods for the last several years, which has made the homes we sell more affordable. After increasing steadily over the second half of 2018, mortgage rates fell precipitously in fiscal year 2019 due in part to Federal Reserve interest rate deductions, decelerating economic growth and other factors. However, given the recent volatility in interest rates, we cannot predict whether interest rates will continue to fall or remain low or rise. Increases in interest rates increase the costs of owning a home and could adversely affect the purchasing power of consumers and lower demand for the homes we sell, which could result in a decrease in our revenues and earnings and adversely affect our financial condition.

The availability of mortgage financing is significantly influenced by governmental entities such as the Federal Housing Administration, Veteran's Administration and Government National Mortgage Association and government-sponsored enterprises known as Fannie Mae and Freddie Mac. If these or other lenders' borrowing standards are tightened and/or the federal government were to reduce or eliminate these mortgage loan programs (including due to any failure of lawmakers to agree on a budget or appropriation legislation to fund relevant programs or operations), it would likely make it more difficult for our customers to obtain acceptable financing, which would, in turn, adversely affect our business, financial condition and results of operations.

Mortgage interest expense and real estate taxes represent significant costs of homeownership. Therefore, when there are changes in federal or state income tax laws that eliminate or substantially limit the income tax deductions relating to these expenses, the after-tax costs of owning a new home can increase significantly. For example, the "Tax Cuts and Jobs Act," which was enacted in December 2017, includes provisions that impose significant limitations with respect to these income tax deductions. Under this legislation, through the end of 2025, the annual deduction for real estate property taxes and state and local income or sales taxes has been limited to a combined amount of \$10,000 (\$5,000 in the case of a separate return filed by a married individual). In addition, through the end of 2025, the deduction for mortgage interest will generally only be available with respect to acquisition indebtedness that does not exceed \$750,000 (\$375,000 in the case of a separate return filed by a married individual). We believe changes such as these adversely impact the demand for and sales prices of homes in certain markets, including parts of California and Maryland, and therefore could adversely affect our business, financial condition and results of operations.

Inflation may adversely affect us by increasing costs beyond what we can recover through price increases.

Inflation can adversely affect us by increasing costs of land, materials and labor. In addition, inflation is often accompanied by higher interest rates. In an inflationary environment, depending on homebuilding industry and other economic conditions, we may be unable to raise home prices enough to keep up with the rate of inflation, which would reduce our profit margins. Although the rate of inflation has been low for the last several years, during the same period we have experienced, and we continue to experience, increases in the prices of land, labor and materials above the general inflation rate.

Supply shortages and other risks related to the demand for skilled labor and building materials could increase costs, delay deliveries and could adversely affect our financial condition and results of operations.

The residential construction industry experiences price fluctuations and shortages in labor and materials from time to time. Shortages in labor can be due to shortages in qualified trades people, changes in immigration laws and trends in labor migration, lack of availability of adequate utility infrastructure and services, or our need to rely on local subcontractors who may not be adequately capitalized or insured. Labor and material shortages can be more severe during periods of strong demand for housing or during periods in which the markets where we operate experience natural disasters such as hurricanes or flooding as discussed more fully below. Pricing for labor and materials can be affected by the factors discussed above, changes in energy prices, and various other national, regional and local economic and political factors. For example, government imposed tariffs and trade regulations on imported building supplies have, and in the future could have, significant impacts on the cost to construct our homes. Such measures limit our ability to control costs, which if we are not able to successfully offset such increased costs through higher sales prices, could adversely affect our margins on the homes we build.

The homebuilding industry is cyclical. A downturn in the industry could adversely affect our business, financial condition and results of operations.

During periods of downturn in the homebuilding industry, housing markets across the United States may experience an oversupply of both new and resale home inventory, an increase in foreclosures, reduced levels of consumer demand for new homes, increased cancellation rates, aggressive price competition among homebuilders and increased incentives for home sales. In the event of a downturn, we may experience a material reduction in revenues and margins and our financial condition as well as our results of operations could be adversely affected.

The market value of our land and/or homes may decline, leading to impairments or other charges and reduced profitability.

We regularly acquire land for replacement and expansion of our land inventory within our existing and new markets. The market value of land, building lots and housing inventories can fluctuate significantly as a result of changing market conditions. While we employ measures to manage inventory risk, we may not be able to adequately insulate our operations from a severe drop in inventory values. As a result, we may incur impairment charges or have to sell land at a loss. For example, during the second quarter of fiscal 2019, we recognized impairments of \$110.0 million on projects in progress and \$38.6 million on land held for sale. See Note 5 of the notes to our consolidated financial statements in this Form 10-K. In addition, when market conditions are such that land values are not appreciating, option contracts previously entered into may become less desirable, at which time we may elect to forgo deposits and pre-acquisition costs and terminate the agreements, which could result in abandonment charges. Material impairment charges, abandonment charges of other write-downs of assets could adversely affect our financial condition and results of operations.

Our long-term success depends on our ability to acquire finished lots and undeveloped land suitable for residential homebuilding at reasonable prices, in accordance with our land investment criteria.

The homebuilding industry is highly competitive for suitable land and the risk inherent in purchasing and developing land increases as consumer demand for housing increases. The availability of finished and partially finished developed lots and undeveloped land for purchase that meet our investment criteria depends on a number of factors outside our control, including land availability in general, competition with other homebuilders and land buyers, inflation in land prices, zoning, allowable housing density, the ability to obtain building permits and other regulatory requirements. Should suitable lots or land become less available, the number of homes we may be able to build and sell could be reduced, and the cost of land could increase, perhaps substantially, which could adversely impact our financial condition and results of operations.

As competition for suitable land increases, the cost of acquiring both finished and undeveloped lots and the cost of developing owned land could rise, and the availability of suitable land at acceptable prices may decline, which could adversely impact our financial results. The availability of suitable land assets could also affect the success of our land acquisition strategy and ultimately our long-term strategic goals by impacting our ability to increase the number of actively selling communities, grow our revenues and margins and achieve or maintain profitability.

Reduced numbers of home sales extend the time it takes us to recover land purchase and property development costs, negatively impacting profitability and our results of operations.

We incur many costs even before we begin to build homes in a community. Depending on the stage of development a land parcel is in when we acquire it, these may include costs of preparing land, finishing and entitling lots, installing roads, sewers, water systems and other utilities, taxes and other costs related to ownership of the land on which we plan to build homes. If the rate at which we sell and deliver homes slows, or if we delay the opening of new home communities, we may incur additional pre-construction costs and it may take longer for us to recover our costs, which could adversely affect our profitability and results of operations.

An increase in cancellation rates may negatively impact our business and lead to imprecise estimates related to homes to be delivered in the future (backlog).

Our backlog reflects the number and value of homes for which we have entered into a sales contract with a customer but have not yet delivered the home. Although these sales contracts typically require a cash deposit and do not make the sale contingent on the sale of the customer's existing home, in some cases a customer may cancel the contract and receive a complete or partial refund of the deposit as a result of local laws or as a matter of our business practices. If industry or economic conditions deteriorate or if mortgage financing becomes less accessible, more homebuyers may have an incentive to cancel their contracts with us, even where they might be entitled to no refund or only a partial refund, rather than complete the purchase. Significant cancellations have had, and could have, a material adverse effect on our business as a result of lost sales revenue and the accumulation of unsold housing inventory. It is important to note that both backlog and cancellation metrics are operational, rather than accounting data, and should be used only as a general gauge to evaluate our performance. There is an inherent imprecision in these metrics based on an evaluation of qualitative factors during the transaction cycle.

Our access to capital and our ability to obtain additional financing could be affected by any downgrade of our credit ratings, as well as limitations in the capital markets or adverse credit market conditions.

The Company's credit rating and ratings on our senior notes and our current credit condition affect, among other things, our ability to access new capital, especially debt. Negative changes in these ratings may result in more stringent covenants and higher interest rates under the terms of any new debt. If our credit ratings are lowered or rating agencies issue adverse commentaries in the future, it could have a material adverse effect on our business, financial condition, results of operations and liquidity. In particular, a weakening of our financial condition, including a significant increase in our leverage or decrease in our profitability or cash flows, could adversely affect our ability to obtain necessary funds, result in a credit rating downgrade or change in outlook, or otherwise increase our cost of borrowing.

We could experience a reduction in home sales and revenues due to our inability to acquire and develop land for our communities if we are unable to obtain reasonably priced financing.

The homebuilding industry is capital intensive and homebuilding requires significant up-front expenditures to acquire land and to begin development. Accordingly, we incur substantial indebtedness to finance our homebuilding activities. If internally generated funds are not sufficient, we would seek additional capital in the form of equity or debt financing from a variety of potential sources, including additional bank financing and/or securities offerings. The amount and types of indebtedness that we may incur are limited by the terms of our existing debt. In addition, the availability of borrowed funds, especially for land acquisition and construction financing, may be greatly reduced nationally, and the lending community may require increased amounts of equity to be invested in a project by borrowers in connection with both new loans and the extension of existing loans. The credit and capital markets have continued to experience significant volatility. If we are required to seek additional financing to fund our operations, the volatility in these markets may restrict our flexibility to access such financing. If we are not successful in obtaining sufficient capital to fund our planned capital and other expenditures, we may be unable to acquire land for our housing developments, thereby limiting our anticipated growth and community count. Additionally, if we cannot obtain additional financing to fund the purchase of land under our option contracts, we may incur contractual penalties and fees.

Our senior notes, revolving credit facility, letter of credit facilities and certain other debt impose significant restrictions and obligations on us. Restrictions on our ability to borrow could adversely affect our liquidity. In addition, our substantial indebtedness could adversely affect our financial condition, limit our growth and make it more difficult for us to satisfy our debt obligations.

Our senior notes, revolving credit facility, unsecured term loan, letter of credit facilities and other debt impose certain restrictions and obligations on us. Under certain of these instruments, we must comply with defined covenants that limit our ability to, among other things, incur additional indebtedness, engage in certain asset sales, make certain types of restricted payments, engage in transactions with affiliates and create liens on our assets. Failure to comply with certain of these covenants could result in an event of default under the applicable instrument. Any such event of default could negatively impact other covenants or lead to cross defaults under certain of our other debt agreements. There can be no assurance that we will be able to obtain any waivers or amendments that may become necessary in the event of a future default situation without significant additional cost or at all.

Our substantial indebtedness could have important consequences to us and the holders of our securities, including, among other things:

- causing us to be unable to satisfy our obligations under our debt agreements;
- causing us to pay higher interest rates upon refinancing indebtedness if interest rates rise;
- making us more vulnerable to adverse general economic and industry conditions;
- making it difficult to fund future working capital, land purchases, acquisitions, capital expenditures, share repurchases, general corporate or other activities; and
- causing us to be limited in our flexibility in planning for, or reacting to, changes in our business.

In addition, subject to the restrictions of our existing debt instruments, we may incur additional indebtedness. If new debt is added to our current debt levels, the related risks that we now face could intensify. Our growth plans and our ability to make payments of principal or interest on, or to refinance, our indebtedness will depend on our future operating performance and our ability to enter into additional debt and/or equity financings. If we are unable to generate sufficient cash flows in the future to service our debt, we may be required to refinance all or a portion of our existing debt, to sell assets or to obtain additional financing. We may not be able to do any of the foregoing on terms acceptable to us, if at all.

If we are unsuccessful in competing against our competitors, our market share could decline or our growth could be impeded and, as a result, our financial condition and results of operations could suffer.

Competition in the homebuilding industry is intense, and there are relatively low barriers to entry into our business. Increased competition could hurt our business, as it could prevent us from acquiring attractive parcels of land on which to build homes or make such acquisitions more expensive, hinder our market share expansion and lead to pricing pressures on our homes that may adversely impact our margins and revenues. If we are unable to successfully compete, our financial results could suffer and our ability to service our debt could be adversely affected. Our competitors may independently develop land and construct housing units that are superior or substantially similar to our products. Furthermore, many of our competitors have substantially greater financial resources, less leverage and lower costs of funds and operations than we do. Many of these competitors also have longstanding relationships with subcontractors and suppliers in the markets in which we operate. We currently build in several of the top markets in the nation and, therefore, we expect to continue to face additional competition from new entrants into our markets.

Natural disasters and other related events could result in delays in land development or home construction, increase our costs or decrease demand in the impacted areas.

The climates and geology of many of the states in which we operate, including California, Florida, Georgia, North Carolina, South Carolina, Tennessee, Texas and certain mid-Atlantic states, present increased risks of natural disasters. To the extent that hurricanes, tornadoes, severe storms, heavy or prolonged precipitation, earthquakes, droughts, floods, wildfires or other natural disasters or similar events occur, our homes under construction or our building lots in such states could be damaged or destroyed, which may result in losses exceeding our insurance coverage. For example, in fiscal 2017 and 2018, Hurricanes Harvey, Irma and Florence disrupted our operations in Texas, Florida, North Carolina and South Carolina, which resulted in what we believe were temporary reductions in sales and closings. Natural disasters can also lead to increased competition for subcontractors, which can delay our progress even after the event has concluded. Additionally, and as discussed above, increased competition for skilled labor can lead to cost overruns, as we may have to incentivize the impacted region's limited trade base to work on our homes. Finally, natural disasters and other related events may also temporarily impact demand, as buyers are not as willing to shop for new homes during or after the event. These risks could adversely affect our business, financial condition and results of operations.

The tax benefits of our pre-ownership change net operating loss carryforwards and built-in losses were substantially limited since we experienced an “ownership change” as defined in Section 382 of the Internal Revenue Code, and portions of our deferred income tax asset have been written off since they were not fully realizable. Any subsequent ownership change, should it occur, could have a further impact on these tax attributes.

Section 382 of the Internal Revenue Code contains rules that limit the ability of a company that undergoes an “ownership change,” which is generally defined as any change in ownership of more than 50% of its common stock over a three-year period, to utilize its net operating loss carryforwards and certain built-in losses or deductions, as of the ownership change date, that are recognized during the five-year period after the ownership change. These rules generally operate by focusing on changes in the ownership among shareholders owning, directly or indirectly, 5% or more of the company’s common stock (including changes involving a shareholder becoming a 5% shareholder) or any change in ownership arising from a new issuance of stock or share repurchases by the company.

We believe we have significant “built-in losses” in our assets, i.e., an excess tax basis over current fair market value, which may result in tax losses as such assets are sold. Net operating losses generally may be carried forward for a 20-year period to offset future earnings and reduce our federal income tax liability. Any net operating losses created during or after our fiscal 2019 may be carried forward indefinitely; however, the loss can only be utilized to offset 80% of taxable income generated in a tax year. Built-in losses, if and when recognized, generally will result in tax losses that may then be deducted or carried forward. However, we experienced an “ownership change” under Section 382 as of January 12, 2010. As a result of this previous “ownership change” for purposes of Section 382, our ability to use certain net operating loss carryforwards and built-in losses or deductions in existence prior to the ownership change was limited by Section 382. We cannot predict or control the occurrence or timing of another ownership change in the future. If another ownership change were to occur, the limitations imposed by Section 382 could result in a material amount of our net operating loss carryforwards expiring unused and, therefore, significantly impair the future value of our deferred tax assets.

Our certificate of incorporation prohibits certain transfers of our common stock that could result in an ownership change. In addition, we are party to a rights agreement intended to act as a deterrent to any person desiring to acquire 4.95% or more of our common stock. In February 2019, our stockholders approved an extension of these protective provisions in our certificate of incorporation and the rights agreement, which as a result are scheduled to expire on November 2022. Any extension of these protective provisions and our entry into a new rights agreement will require additional approval by our stockholders. We cannot guarantee that the requisite stockholder approvals will be obtained. In addition, neither the protective provisions nor the rights agreement offer a complete solution, and an ownership change may occur even if the protective provisions of our charter are extended and a new rights agreement is approved upon expiration. The protective provisions of our certificate of incorporation may not be enforceable against all stockholders and may not prevent all stock transfers that have the potential to cause a Section 382 ownership shift, and the rights agreement may deter, but ultimately cannot block, all transfers of our common stock that might result in an ownership change.

The realization of all or a portion of our deferred income tax assets (including net operating loss carryforwards) is dependent upon the generation of future income during the statutory carryforward periods. Our inability to utilize our limited pre-ownership change net operating loss carryforwards and recognized built-in losses or deductions, or the occurrence of a future ownership change and resulting additional limitations to these tax attributes, could have a material adverse effect on our financial condition, results of operations and cash flows.

Information technology failures, cybersecurity breaches or data security breaches could harm our business.

We use information technology and other computer resources to perform important operational and marketing activities and to maintain our business records. Certain of these resources are provided to us and/or maintained by third-party service providers pursuant to agreements that specify certain security and service level standards. Our computer systems, including our back-up systems and portable electronic devices, and those of our third-party providers, are subject to damage or interruption from power outages, computer and telecommunication failures, computer viruses, security breaches including malware and phishing, cyberattacks, natural disasters, usage errors by our employees or contractors and other related risks. As part of our normal business activities, we collect and store certain confidential information, including information about employees, homebuyers, customers, vendors and suppliers. This information is entitled to protection under a number of regulatory regimes. We share some of this information with third parties who assist us with certain aspects of our business. A significant and extended disruption of or breach of security related to our computer systems and back-up systems may result in business disruption, damage our reputation and cause us to lose customers, sales and revenue, result in the unintended misappropriation of proprietary, personal and confidential information and require us to incur significant expense to remediate or otherwise resolve these issues including financial obligations to third parties, fines, penalties, regulatory proceedings and private litigation with potentially large costs and other competitive disadvantages. While, to date, we have not had a significant cybersecurity breach or attack that had a material impact on our business or results of operations, there can be no assurance that our efforts to maintain the security and integrity of these types of IT networks and related systems will be effective or that attempted security breaches or disruptions would not be successful or damaging.

Our stock price is volatile and could decline.

The securities markets in general and our common stock in particular have experienced significant price and volume volatility over the past several years. The market price and volume of our common stock may continue to experience significant fluctuations due not only to general stock market conditions, but also to a change in sentiment in the market regarding our industry, operations or business prospects. The price and volume volatility of our common stock may be affected by:

- operating results that vary from the expectations of securities analysts and investors;
- factors influencing home purchases, such as higher interest rates and availability of home mortgage loans, credit criteria applicable to prospective borrowers, ability to sell existing residences and homebuyer sentiment in general;
- the operating and securities price performance of companies that investors consider comparable to us;
- announcements of strategic developments, acquisitions and other material events by us or our competitors; and
- changes in global financial markets and global economies and general market conditions, such as interest rates, commodity and equity prices and the value of financial assets.

Our ability to raise funds through the issuance of equity or otherwise use our common stock as consideration is impacted by the price of our common stock. A low stock price may adversely impact our ability to reduce our financial leverage, as measured by the ratio of total debt to total capital. Continued high levels of leverage or significant increases may adversely affect our credit ratings and make it more difficult for us to access additional capital. These factors may limit our ability to implement our operating and growth plans.

Inefficient or ineffective allocation of capital could adversely affect our operating results and/or stockholder value.

Our goal is to allocate capital to maximize our overall long-term returns. This includes spending on capital projects, such as developing strategic businesses (e.g., the launch of our Gatherings® business in 2016 to meet the needs of the growing 55 plus segment) and acquiring other homebuilders with the potential to strengthen our industry position. In addition, from time to time we may engage in bond repurchases to reduce our indebtedness and return value to our stockholders through share repurchases. If we do not properly allocate our capital, we may fail to produce optimal financial results and we may experience a reduction in stockholder value, including increased volatility in our stock price.

We experience fluctuations and variability in our operating results on a quarterly basis and, as a result, our historical performance may not be a meaningful indicator of future results.

We historically have experienced, and expect to continue to experience, variability in home sales and earnings on a quarterly basis. As a result of such variability, our historical performance may not be a meaningful indicator of future results. Our quarterly results of operations may continue to fluctuate in the future as a result of a variety of both national and local factors, including, among others:

- the timing of home closings and land sales;
- our ability to continue to acquire additional land or secure option contracts to acquire land on acceptable terms;
- conditions of the real estate market in areas where we operate and of the general economy;
- inventory impairments or other material write-downs;
- raw material and labor shortages;
- seasonal home buying patterns; and
- other changes in operating expenses, including the cost of labor and raw materials, personnel and general economic conditions.

We may incur additional operating expenses or longer construction cycle times due to compliance programs or fines, penalties and remediation costs pertaining to environmental regulations within our markets. Additionally, any violations of such regulations could harm our reputation, thereby negatively impacting our financial condition and results of operations.

We are subject to a variety of local, state and federal statutes, ordinances, rules and regulations concerning the protection of health and the environment. The particular environmental laws that apply to any given community vary greatly according to the location of the community site, the site's environmental conditions and the present and former use of the site. Environmental laws may result in delays, may cause us to implement time consuming and expensive compliance programs and may prohibit or severely restrict development in certain environmentally sensitive regions or areas. From time to time, the United States Environmental Protection Agency (EPA) and similar federal or state agencies review homebuilders' compliance with environmental laws and may levy fines and penalties for failure to strictly comply with applicable environmental laws or impose additional requirements for future compliance as a result of past failures. Any such actions taken with respect to us may increase our costs or harm our reputation. Further, we expect that increasingly stringent requirements will be imposed on homebuilders in the future. Environmental regulations can also have an adverse impact on the availability and price of certain raw materials such as lumber. Our communities in California are especially susceptible to restrictive government regulations and environmental laws, particularly surrounding water usage due to continuing drought conditions within that region.

In addition, there is a growing concern from advocacy groups and the general public that the emissions of greenhouse gases and other human activities have caused, or will cause, significant changes in weather patterns and temperatures and the frequency and severity of natural disasters. Government mandates, standards and regulations enacted in response to these projected climate changes impacts could result in restrictions on land development in certain areas or increased energy, transportation and raw material costs that may adversely affect our financial condition and results of operations.

We are subject to extensive government regulation, which could cause us to incur significant liabilities or restrict our business activities.

Regulatory requirements could cause us to incur significant liabilities and operating expenses and could restrict our business activities. We are subject to local, state and federal statutes and rules regulating, among other things, certain developmental matters, building and site design, the availability of water and matters concerning the protection of health, safety and the environment. Our operating costs may be increased by governmental regulations, such as building permit allocation ordinances and impact and other fees and taxes, which may be imposed to defray the cost of providing certain governmental services and improvements. Other governmental regulations, such as building moratoriums and "no growth" or "slow growth" initiatives, which may be adopted in communities that have developed rapidly, may cause delays in new home communities or otherwise restrict our business activities, resulting in reductions in our revenues. Any delay or refusal from government agencies to grant us necessary licenses, permits and approvals could have an adverse effect on our financial condition and results of operations.

We may be subject to significant potential liabilities as a result of construction defect, product liability and warranty claims made against us.

As a homebuilder, we have been, and continue to be, subject to construction defect, product liability and home warranty claims, including moisture intrusion and related claims, arising in the ordinary course of business. These claims are common to the homebuilding industry and can be costly, as evidenced by the water intrusion issues in Florida.

With respect to certain general liability exposures, including construction defect claims, product liability claims and related claims, assessment of claims and the related liability and reserve estimation process is highly judgmental due to the complex nature of these exposures and unique circumstances of each claim. Furthermore, once claims are asserted for construction defects, it can be difficult to determine the extent to which the assertion of these claims will expand geographically. Although we have obtained insurance for construction defect claims, such policies may not be available or adequate to cover liability for damages, the cost of repairs and/or the expense of litigation. Current and future claims may arise out of events or circumstances not covered by insurance and not subject to effective indemnification agreements with our subcontractors.

At any given time, we are the subject of pending civil litigation that could require us to pay substantial damages or could otherwise have a material adverse effect on us.

Certain of our subsidiaries have been named in class action and multi-party lawsuits regarding claims made by homebuyers. We are also party to putative class action lawsuits related to the inventory impairment charges we recognized during fiscal 2019. We cannot predict or determine the timing or final outcome of the current lawsuits, or the effect that any adverse determinations the lawsuits may have on us. An unfavorable determination in any of the lawsuits could result in the payment by us of substantial monetary damages that may not be covered by insurance. Further, the legal costs associated with the lawsuits and the amount of time required to be spent by management and the Board of Directors on these matters, even if we are ultimately successful, could have a material adverse effect on our business, financial condition and results of operations. In addition to expenses incurred to defend the Company in these matters, under Delaware law and our bylaws, we may have an obligation to indemnify our current and former officers and directors in relation to these matters. We have obligations to advance legal fees and expenses to directors and certain officers.

Our insurance carriers may seek to rescind or deny coverage with respect to certain of the pending lawsuits, or we may not have sufficient coverage under such policies. If the insurance companies are successful in rescinding or denying coverage, or if we do not have sufficient coverage under our policies, our business, financial condition and results of operations could be materially adversely affected.

Our operating expenses could increase if we are required to pay higher insurance premiums or litigation costs for various claims, which could negatively impact our financial condition and results of operations. Additionally, our insurance policies may not offset our entire expense due to limitation in coverages, amounts payable under the policies or other related restrictions.

The costs of insuring against construction defect, product liability and director and officer claims are substantial. Increasingly in recent years, lawsuits (including class action lawsuits) have been filed against builders, asserting claims of personal injury and property damage. Our insurance may not cover all of the claims, including personal injury claims, or such coverage may become prohibitively expensive. If we are not able to obtain adequate insurance against these claims, we may experience losses that could negatively impact our financial condition and results of operations, as well as our cash flows.

Historically, builders have recovered from subcontractors and their insurance carriers a significant portion of the construction defect liabilities and costs of defense that the builders have incurred. However, insurance coverage available to subcontractors for construction defects is becoming increasingly expensive and the scope of coverage is restricted. If we cannot effectively recover from our subcontractors or their carriers, we may suffer even greater losses.

A builder's ability to recover against any available insurance policy depends upon the continued solvency and financial strength of the insurance carrier that issued the policy. Many of the states in which we build homes have lengthy statutes of limitations applicable to claims for construction defects. To the extent that any carrier providing insurance coverage to us or our subcontractors becomes insolvent or experiences financial difficulty in the future, we may be unable to recover on those policies, thereby negatively impact our financial condition and results of operations.

We are dependent on the services of certain key employees and the loss of their services could hurt our business.

Our future success depends upon our ability to attract, train and retain skilled personnel, including officers and directors. If we are unable to retain our key employees or attract, train or retain other skilled personnel in the future, it could hinder our business strategy and impose additional costs of identifying and training new individuals. Competition for qualified personnel in all of our operating markets, as well as within our corporate operations, is intense.

Terrorist attacks or acts of war against the United States or increased domestic or international instability could have an adverse effect on our operations.

Adverse developments in the war on terrorism, terrorist attacks against the United States or any outbreak or escalation of hostilities between the United States and any foreign power may cause disruption to the economy, our Company, our employees and our customers, which could negatively impact our financial condition and results of operations.

Negative publicity or poor relations with the residents of our communities could negatively impact sales, which could cause our revenues or results of operations to decline.

Unfavorable media related to our industry, company, brands, marketing, personnel, operations, business performance, or prospects may affect our stock price and the performance of our business, regardless of its accuracy or inaccuracy. Our success in maintaining, extending and expanding our brand image depends on our ability to adapt to a rapidly changing media environment. Adverse publicity or negative commentary on social media outlets could hurt operating results, as consumers might avoid or protest brands that receive bad press or negative reviews. Negative publicity may result in a decrease in our operating results. In addition, residents of communities we develop may look to us to resolve issues or disputes that may arise in connection with the operation or development of their communities. Efforts made by us to resolve these issues or disputes could be deemed unsatisfactory by the affected residents, and subsequent actions by these residents could adversely affect sales or our reputation.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

As of September 30, 2019, we had under lease approximately 35,000 square feet of office space in Atlanta, Georgia to house our corporate headquarters. We also lease an aggregate of approximately 220,000 square feet of office space for our divisional and shared services operations at various locations. All facilities are in good condition, adequately utilized, and sufficient to meet our present operating needs.

Due to the nature of our business, significant amounts of property are held by us as inventory in the ordinary course of our homebuilding operations. See Note 5 of notes to the consolidated financial statements in this Form 10-K for a further discussion of our inventory.

Item 3. Legal Proceedings

Litigation

In the normal course of business, we are subject to various lawsuits. We cannot predict or determine the timing or final outcome of these lawsuits or the effect that any adverse findings or determinations in pending lawsuits may have on us. In addition, an estimate of possible loss or range of loss, if any, cannot presently be made with respect to certain of these pending matters. An unfavorable determination in any of the pending lawsuits could result in the payment by us of substantial monetary damages that may not be fully covered by insurance. Further, the legal costs associated with the lawsuits and the amount of time required to be spent by management and our Board of Directors on these matters, even if we are ultimately successful, could have a material adverse effect on our financial condition, results of operations, or cash flows.

For a discussion of our legal proceedings, see Note 9 of the notes to our consolidated financial statements in this Form 10-K.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

The Company lists its common stock on the New York Stock Exchange (NYSE) under the symbol "BZH." On November 8, 2019, the last reported sales price of the Company's common stock on the NYSE was \$14.06, and we had approximately 189 stockholders of record and 30,941,060 shares of common stock outstanding. The following table sets forth, for the periods presented, the range of high and low trading prices for the Company's common stock during our fiscal 2019 and 2018.

	1st Qtr		2nd Qtr		3rd Qtr		4th Qtr	
Fiscal Year Ended September 30, 2019								
High	\$	11.60	\$	13.58	\$	14.37	\$	15.00
Low	\$	8.16	\$	9.23	\$	8.89	\$	9.61
Fiscal Year Ended September 30, 2018								
High	\$	23.24	\$	20.94	\$	17.46	\$	16.08
Low	\$	18.66	\$	15.02	\$	14.05	\$	10.46

Dividends

The indentures under which our senior notes were issued contain certain restrictive covenants, including limitations on the payment of dividends. There were no dividends paid during our fiscal 2019, 2018, or 2017. The Board of Directors will periodically reconsider the declaration of dividends, assuming payment of dividends is not limited under our indentures. The reinstatement of quarterly dividends, the amount of such dividends and the form in which the dividends are paid (cash or stock) will depend upon our financial condition, results of operations, and other factors that the Board of Directors deems relevant.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information about the Company's shares of common stock that may be issued under our existing equity compensation plans as of September 30, 2019, all of which have been approved by our stockholders:

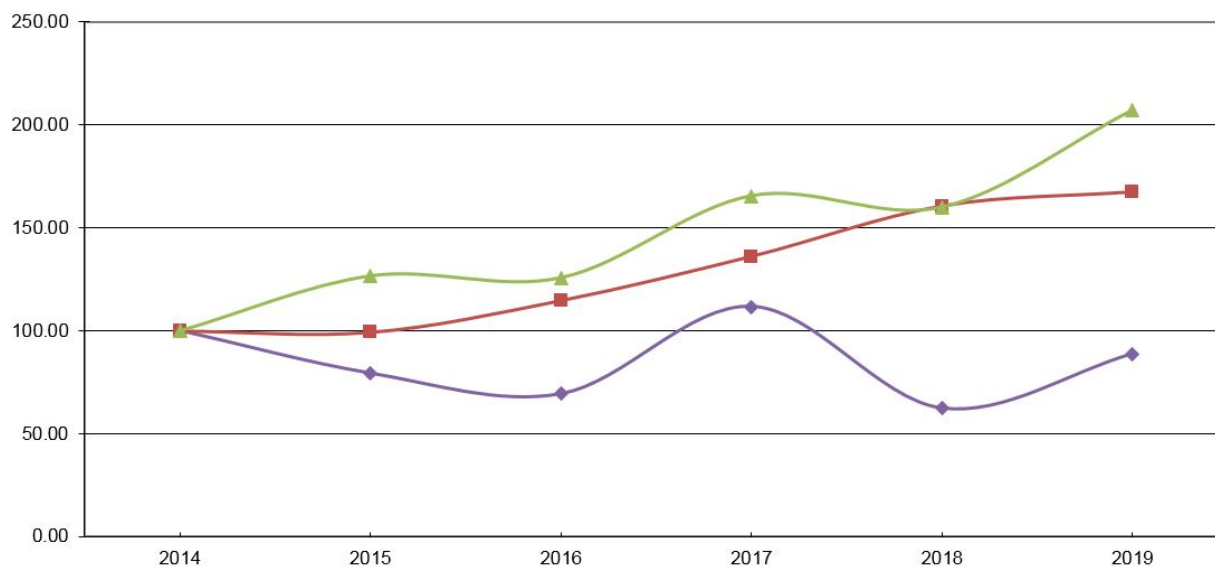
Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Common Shares Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by stockholders	523,754	\$14.34	1,195,793

Issuer Purchases of Equity Securities

None.

Performance Graph

The following graph illustrates the cumulative total stockholder return on Beazer Homes' common stock for the last five fiscal years through September 30, 2019 as compared to the S&P 500 Index and the S&P 500 Homebuilding Index. The comparison assumes an investment of \$100 at September 30, 2014 in Beazer Homes' common stock and in each of the benchmark indices specified, assumes that all dividends were reinvested, and accounts for the impact of any stock splits, where applicable. Stockholder returns over the indicated period are based on historical data and should not be considered indicative of future stockholder returns.



	Fiscal Year Ended September 30,				
	2015	2016	2017	2018	2019
■ Beazer Homes USA, Inc.	79.44	69.49	111.68	62.57	88.79
■ S&P 500 Index	99.39	114.72	136.07	160.44	167.27
■ S&P 500 Homebuilding Index	126.68	125.79	165.62	160.08	207.18

Item 6. Selected Financial Data

The following table summarizes certain financial data for the periods presented:

	Fiscal Year Ended September 30,				
	2019	2018	2017	2016	2015
(\$ in millions, except per share amounts and unit data)					
Statements of Operations Data: ^(a)					
Total revenue	\$ 2,088	\$ 2,107	\$ 1,916	\$ 1,822	\$ 1,627
Gross profit	166	345	313	297	272
Gross margin ^(b)	8.0%	16.4%	16.3%	16.3%	16.7%
Operating (loss) income	\$ (90)	\$ 82	\$ 62	\$ 59	\$ 52
(Loss) income from continuing operations	(79)	(45)	32	5	347
(Loss) income per share from continuing operations - basic	(2.59)	(1.40)	1.00	0.16	12.54
(Loss) income per share from continuing operations - diluted	(2.59)	(1.40)	0.99	0.16	10.91
Net (loss) income ^(c)	\$ (79.5)	\$ (45.4)	\$ 31.8	\$ 4.7	\$ 344.1
Balance Sheet Data (end of year): ^(d)					
Cash, cash equivalents and restricted cash	\$ 123	\$ 153	\$ 305	\$ 243	\$ 290
Inventory	1,504	1,692	1,543	1,569	1,698
Total assets	1,958	2,128	2,221	2,213	2,409
Total debt	1,178	1,231	1,327	1,332	1,516
Stockholders' equity	539	644	682	643	630
Supplemental Financial Data: ^(d)					
Cash provided by (used in):					
Operating activities	\$ 114	\$ 55	\$ 105	\$ 171	\$ (81)
Investing activities	(25)	(74)	(14)	(13)	3
Financing activities	(119)	(132)	(30)	(206)	(19)
Financial Statistics: ^(d)					
Total debt as a percentage of total debt and stockholders' equity (end of year)	68.6%	65.7%	66.0%	67.4%	70.6%
Net debt as a percentage of net debt and stockholders' equity (end of year) ^(e)	66.5%	62.9%	60.3%	63.2%	66.3%
Adjusted EBITDA from total operations ^(f)	\$ 180.2	\$ 204.7	\$ 178.8	\$ 156.3	\$ 144.1
Adjusted EBITDA margin from total operations ^(g)	8.6%	9.7%	9.3%	8.6%	8.9%
Operating Statistics from continuing operations:					
New orders, net	5,576	5,544	5,464	5,297	5,358
Closings	5,500	5,767	5,525	5,419	5,010
Average selling price on closings (in thousands)	\$ 377.7	\$ 360.2	\$ 343.1	\$ 329.4	\$ 313.5
Units in backlog (end of year)	1,708	1,632	1,855	1,916	2,038
Average selling price in backlog (end of year; in thousands)	\$ 389.4	\$ 384.8	\$ 358.9	\$ 340.6	\$ 327.6

^(a) Statements of operations data is from continuing operations. Gross profit includes inventory impairments and abandonments of \$148.6 million, \$6.5 million, \$2.4 million, \$15.3 million, and \$3.1 million for the fiscal years ended September 30, 2019, 2018, 2017, 2016, and 2015, respectively, as well as unexpected warranty costs and additional insurance recoveries from our third-party insurer, both of which are detailed in the table below that reconciles our net income to Adjusted EBITDA (subsequently defined). The aforementioned charges related to impairments and abandonments were primarily driven by reduction in average selling prices taken for certain communities as a result of competitive pressures over the applicable years. (Loss) income from continuing operations for the fiscal years ended 2019, 2018, 2017, 2016, and 2015 also includes losses on extinguishment of debt of \$24.9 million, \$27.8 million, \$12.6 million, \$13.4 million, and \$0.1 million, respectively.

- (b) Gross margin = gross profit divided by total revenue.
- (c) For fiscal 2015, amount includes \$335.2 million release of a substantial portion of the valuation allowance on our deferred tax assets. For fiscal 2018, amount includes \$110.1 million tax expense for the remeasurement of our deferred tax assets at the newly enacted 21.0% federal tax rate, partially offset by an additional \$27.4 million release of valuation allowance on our deferred tax assets. See Note 13 of notes to the consolidated financial statements in this Form 10-K for a further discussion of income taxes and the valuation allowance.
- (d) Discontinued operations were not segregated in the consolidated balance sheets or consolidated statements of cash flows and are not material in the periods presented.
- (e) Net Debt = debt less unrestricted cash and cash equivalents and restricted cash related to the cash secured loan, when outstanding.
- (f) EBIT (earnings before interest and taxes) equals net (loss) income before (a) previously capitalized interest amortized to home construction and land sales expenses, capitalized interest impaired, and interest expense not qualified for capitalization; and (b) income taxes. EBITDA (earnings before interest, taxes, depreciation, and amortization) is calculated by adding non-cash charges, including depreciation and amortization for the period to EBIT. Adjusted EBITDA (earnings before interest, taxes, depreciation, and amortization) is calculated by adding charges, including debt extinguishment charges, inventory impairment and abandonment charges, joint venture impairment charges, and other non-recurring items for the period to EBITDA. EBITDA and Adjusted EBITDA are not Generally Accepted Accounting Principles (GAAP) financial measures. EBITDA and Adjusted EBITDA should not be considered alternatives to net income determined in accordance with GAAP as an indicator of operating performance. Because some analysts and companies may not calculate EBITDA and Adjusted EBITDA in the same manner as Beazer Homes, the EBITDA and Adjusted EBITDA information presented above may not be comparable to similar presentations by others.
- (g) Adjusted EBITDA margin = Adjusted EBITDA divided by total revenue.

Reconciliation of Adjusted EBITDA to total company net (loss) income, the most directly comparable GAAP measure, is provided for each period discussed below. Management believes that Adjusted EBITDA assists investors in understanding and comparing the operating characteristics of homebuilding activities by eliminating many of the differences in companies' respective capitalization, tax position, and level of impairments. These EBITDA measures should not be considered alternatives to net income determined in accordance with GAAP as an indicator of operating performance.

The following table reconciles our net (loss) income to Adjusted EBITDA for the periods presented:

(In thousands)	Fiscal Year Ended September 30,				
	2019	2018	2017	2016	2015
Net (loss) income	\$ (79,520)	\$ (45,375)	\$ 31,813	\$ 4,693	\$ 344,094
(Benefit) expense from income taxes	(37,245)	94,373	2,621	16,224	(325,927)
Interest amortized to home construction and land sales expenses and capitalized interest impaired	108,941	93,113	88,820	79,322	56,164
Interest expense not qualified for capitalization	3,109	5,325	15,636	25,388	29,822
EBIT	(4,715)	147,436	138,890	125,627	104,153
Depreciation and amortization and stock-based compensation amortization	25,285	24,065	22,173	21,752	19,473
EBITDA	20,570	171,501	161,063	147,379	123,626
Loss on extinguishment of debt	24,920	27,839	12,630	13,423	80
Inventory impairments and abandonments ^(a)	134,711	4,988	2,389	14,572	3,109
Joint venture impairment and abandonment charges	—	341	—	—	—
Unexpected warranty costs related to Florida stucco issues (net of expected insurance recoveries)	—	—	—	(3,612)	13,582
Additional insurance recoveries from third-party insurer	—	—	—	(15,500)	—
Litigation settlement in discontinued operations	—	—	—	—	3,660
Write-off of deposit on legacy land investment	—	—	2,700	—	—
Adjusted EBITDA	\$ 180,201	\$ 204,669	\$ 178,782	\$ 156,262	\$ 144,057

^(a) In periods during which we impaired certain of our inventory assets, capitalized interest that is impaired is included in the line above titled "Interest amortized to home construction and land sales expenses and capitalized interest impaired."

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Executive Overview and Outlook

Market Conditions

The demand for new and existing homes is dependent on a variety of demographic and economic factors, including job and wage growth, household formation, consumer confidence, mortgage financing, and overall housing affordability. Through the first half of fiscal 2019, the homebuilding industry experienced a softening in demand, after adjusting for normal seasonality, that we believe was a result of the rise in mortgage interest rates and higher home prices, which created affordability challenges for some prospective buyers. As the fiscal year progressed, a decline in mortgage interest rates combined with a positive macroeconomic backdrop led to improved demand. We believe there are multiple factors that will support housing demand moving forward, including low unemployment, rising wages, and growing household formation. Our operating strategy focuses on offering homes that provide our customers with extraordinary value at an affordable price.

Overview of Results for Our Fiscal 2019

Fiscal 2019 represented continued progress towards the execution of our balanced growth strategy. Specifically, we have successfully improved our balance sheet by reducing our debt balance, extending debt maturities, and reducing our cash interest expense. We have also achieved growth in average active community count, average selling price, net new orders, and homes in backlog.

Profitability

For the fiscal year ended September 30, 2019, we recorded net loss from continuing operations of \$79.4 million, an increase of \$34.4 million from the prior fiscal year's net loss from continuing operations of \$45.0 million. However, there were multiple items that impacted the comparability of our net loss from continuing operations between periods:

- Income tax benefit from continuing operations was \$37.2 million for fiscal 2019 and income tax expense was \$94.5 million for fiscal 2018. The income tax benefit in fiscal 2019 was impacted by our loss from operations and the generation of an additional \$14.9 million of energy efficient homebuilding federal tax credits. Refer to Note 13 of the notes to the consolidated financial statements for additional discussion of these matters.
- We recognized \$24.9 million in loss on extinguishment of debt in fiscal 2019, a decrease of \$2.9 million compared to the prior fiscal year.
- We recorded \$148.6 million in inventory impairment and abandonment charges in fiscal 2019, as compared to \$6.5 million charges recorded in the prior year.

Balanced Growth Strategy

We continue to execute against our longer-term balanced growth strategy, which we define as the expansion of earnings at a faster rate than our revenue growth, supported by a less-leveraged and return-driven capital structure. This strategy provides us with flexibility to increase return of capital to investors, reduce leverage, or increase investment in land and other operating assets in response to changing market conditions. The following is a summary of our performance against certain key operating and financial metrics during the current period:

- **Sales per community per month was 2.8 and 3.0 for the fiscal years ended September 30, 2019 and 2018, respectively.** The decrease in sales pace in fiscal 2019 resulted from difficult selling conditions in the first half of the fiscal year. In response, we took actions to increase sales paces, including increasing pricing incentives. These efforts, together with improving conditions in the second half of the year resulted in much better sales pace in our third and fourth quarters. We are focused on maintaining a competitive sales pace in the range of 2.8 to 3.2 going forward.
- **During the year ended September 30, 2019, we had an average active community count of 166, up 6.3% from the prior year. We ended the year with an active community count of 166.** We continue to evaluate strategic opportunities to purchase land within our geographic footprint, balancing our desire to reduce leverage with land acquisition strategies that maximize the efficiency of capital employed.
- **Our ASP for homes closed during the fiscal year ended September 30, 2019 was \$377.7 thousand, up 4.9% compared to the prior year.** The year-over-year increase in ASP on closings was primarily a function of geographic mix and product shift, though we also benefited from pricing power in some markets. In addition, we ended fiscal 2019 with an ASP of \$389.4 thousand for our units in backlog, indicating that ASP growth may continue in the near term.

- **Homebuilding gross margin excluding impairments and abandonments and interest for the fiscal year ended September 30, 2019 was 19.7%, down from 21.2% in the prior year.** We experienced a softening of demand for new homes in early fiscal 2019 in many of our markets. We responded by offering price reductions and sales incentives in order to stimulate sales demand which has resulted in lower gross margins than the comparable prior year period. In addition, we also experienced some cost pressures related to labor and materials and a slight shift in geographic mix. We continue to take action to mitigate these pressures through our efforts to reduce construction costs, improve cycle time, and reduce incentives where feasible.
- **SG&A for the fiscal year ended September 30, 2019 was 11.6% of total revenue compared with 11.8% a year earlier.** The decrease in SG&A as a percentage of total revenue was due to our continued focus on improving overhead cost management in relation to our revenue growth.
- **Capital efficiency, debt reduction, and share repurchases.** We continue to employ a number of strategies to improve capital efficiency, including the use of option contracts, acquisition of shorter duration land parcels, and activation of previously land held for future development communities. In addition, during the first quarter of fiscal 2019, our Board of Directors approved a share repurchase program that authorizes us to repurchase up to \$50.0 million of our outstanding common stock. As part of this program, we repurchased a total of \$34.6 million of our common stock during the first three quarters of 2019 through accelerated share repurchases (ASR), a 10b5-1 plan, and open market transactions. During fiscal 2019, we also refinanced our unsecured Senior Notes due 2022 and repurchased \$51.3 million of our Senior Notes, which generated approximately \$15.0 million in annual interest savings (see Note 8 of the notes to our consolidated financial statements in this Form 10-K for discussion of debt activity). We expect to reduce outstanding debt during fiscal 2020 by more than we did in fiscal 2019, with a goal of having less than \$1.0 billion of outstanding debt over time.

Seasonal and Quarterly Variability: Our homebuilding operating cycle generally reflects escalating new order activity in the second and third fiscal quarters and increased closings in the third and fourth fiscal quarters. The following tables present new order and closings data for the periods presented:

New Orders (Net of Cancellations)

	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Total
2019	976	1,598	1,544	1,458	5,576
2018	1,110	1,679	1,450	1,305	5,544
2017	1,005	1,549	1,595	1,315	5,464

Closings

	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Total
2019	1,083	1,134	1,269	2,014	5,500
2018	1,066	1,266	1,391	2,044	5,767
2017	995	1,239	1,387	1,904	5,525

RESULTS OF CONTINUING OPERATIONS

The following table summarizes certain key income statement metrics for the periods presented:

<i>\$ in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Revenues:			
Homebuilding	\$ 2,077,245	\$ 2,077,360	\$ 1,895,855
Land sales and other	10,494	29,773	20,423
Total	\$ 2,087,739	\$ 2,107,133	\$ 1,916,278
Gross profit (loss):			
Homebuilding	\$ 206,034	\$ 348,275	\$ 312,201
Land sales and other	(39,998)	(3,260)	663
Total	\$ 166,036	\$ 345,015	\$ 312,864
Gross margin:			
Homebuilding ^(a)	9.9 %	16.8 %	16.5 %
Land sales and other ^(b)	(381.2)%	(10.9)%	3.2%
Total	8.0 %	16.4 %	16.3%
Commissions	\$ 79,802	\$ 81,002	\$ 74,811
G&A ^(c)	\$ 161,371	\$ 168,658	\$ 161,906
SG&A (commissions plus G&A) as a percentage of total revenue	11.6 %	11.8 %	12.4%
G&A as a percentage of total revenue	7.7 %	8.0 %	8.4%
Depreciation and amortization	\$ 14,759	\$ 13,807	\$ 14,009
Operating (loss) income	\$ (89,896)	\$ 81,548	\$ 62,138
Operating (loss) income as a percentage of total revenue	(4.3)%	3.9 %	3.2%
Effective tax rate ^(d)	31.9 %	191.1 %	7.8%
Equity in income of unconsolidated entities	\$ 404	\$ 34	\$ 371
Loss on extinguishment of debt	\$ 24,920	\$ 27,839	\$ 12,630

^(a) Homebuilding gross margin for fiscal 2019 was impacted by \$110.0 million of impairments primarily related to impairments recorded in the second quarter for certain projects in progress in California.

^(b) Calculated as land sales and other gross profit (loss) divided by land sales and other revenue. Land sales and other gross margin is shown as a significant negative percentage for fiscal 2019 due to the \$38.6 million of impairments recorded in the second quarter related to land held for sale assets in California.

^(c) G&A was impacted in fiscal 2017 by a \$2.7 million charge to write off a deposit on a legacy investment in a development site that we deemed uncollectible.

^(d) Calculated as tax (benefit) expense for the period divided by (loss) income from continuing operations. Due to a variety of factors, including the impact of discrete tax items on our effective tax rate, our income tax (benefit) expense is not always directly correlated to the amount of pretax (loss) income for the associated periods.

Homebuilding Operations Data

The following table summarizes net new orders and cancellation rates by reportable segment for the periods presented:

	New Orders, net					Cancellation Rates		
	2019	2018	2017	19 v 18	18 v 17	2019	2018	2017
West	2,983	2,874	2,578	3.8 %	11.5 %	16.7%	18.4%	18.1%
East	1,152	1,089	1,351	5.8 %	(19.4)%	16.0%	20.9%	18.1%
Southeast	1,441	1,581	1,535	(8.9)%	3.0 %	15.2%	16.2%	19.4%
Total	5,576	5,544	5,464	0.6 %	1.5 %	16.1%	18.3%	18.5%

Net new orders for the year ended September 30, 2019 increased to 5,576, up 0.6% from the year ended September 30, 2018. The increase in net new orders was primarily driven by an increase in average active communities to 166, up from 156 in the prior year. The slight increase also resulted from a lower cancellation rate in fiscal 2019. Sales per active community per month were 2.8 for fiscal year 2019 compared to 3.0 for fiscal year 2018, with no change in the West and slight decreases in the East and Southeast segments. Net new order increased in the West and the East but decreased in the Southeast segment due to affordability concerns, among other things, that impacted buyers' willingness to commit to a home purchase, particularly in the first quarter of fiscal 2019.

Sales per active community per month were 3.0 for fiscal year 2018 compared to 2.9 for fiscal year 2017, contributing to the 1.5% increase in net new orders year-over-year, driven by our continued emphasis on sales absorptions. Average active communities were relatively flat compared to the prior year, with 156 average active communities during fiscal 2018 compared to 155 during fiscal 2017. For the fiscal year ended September 30, 2018, the 11.5% increase in net new orders in our West segment was primarily attributable to a significant year-over-year increase in our Las Vegas and Dallas markets. Net new orders declined by 19.4% in the East as we work to rebuild community counts by making new investments. The 3.0% increase in net new orders in the Southeast segment was primarily due to 100 net new orders in the fourth quarter of fiscal 2018 within communities acquired from Venture Homes. Additionally, net new orders were impacted in North and South Carolina in the Southeast segment due to Hurricane Florence, which impacted our ability to sell homes in the affected areas for a number of weeks.

The table below summarizes backlog units by reportable segment as well as the aggregate dollar value and ASP of homes in backlog as of September 30, 2019, 2018, and 2017:

	As of September 30,				
	2019	2018	2017	19 v 18	18 v 17
Backlog Units:					
West	982	858	879	14.5 %	(2.4)%
East	341	281	413	21.4 %	(32.0)%
Southeast	385	493	563	(21.9)%	(12.4)%
Total	1,708	1,632	1,855	4.7 %	(12.0)%
Aggregate dollar value of homes in backlog (in millions)	\$ 665.1	\$ 628.0	\$ 665.8	5.9 %	(5.7)%
ASP in backlog (in thousands)	\$ 389.4	\$ 384.8	\$ 358.9	1.2 %	7.2 %

Backlog reflects the number of homes for which the Company has entered into a sales contract with a customer but has not yet delivered the home. Homes in backlog are generally delivered within three to six months following commencement of construction. The aggregate dollar value of homes in backlog as of September 30, 2019 increased 5.9% compared to the prior year due to a 4.7% increase in units in backlog and an 1.2% increase in the ASP of homes in backlog. The increase in backlog units was primarily due to the aforementioned increase in net new orders for the year ended September 30, 2019 compared to prior year.

The aggregate dollar value of homes in backlog as of September 30, 2018 decreased 5.7% compared to September 30, 2017 due to a 7.2% increase in the ASP of homes in backlog, partially offset by a 12.0% decline in units in backlog. The decline in units in backlog was primarily driven by a rise in the pace of closing compared to the prior fiscal year and disruptions related to Hurricane Florence in North and South Carolina.

Homebuilding Revenue, Average Selling Price, and Closings

The tables below summarize homebuilding revenue, the ASP of our homes closed, and closings by reportable segment for the periods presented:

\$ in thousands	Homebuilding Revenue					Average Selling Price				
	2019	2018	2017	19 v 18	18 v 17	2019	2018	2017	19 v 18	18 v 17
West	\$ 1,012,977	\$ 999,599	\$ 851,472	1.3 %	17.4 %	\$ 354.3	\$ 345.3	\$ 336.9	2.6%	2.5%
East	506,389	510,710	533,585	(0.8)%	(4.3)%	463.7	418.3	386.1	10.9%	8.3%
Southeast	557,879	567,051	510,798	(1.6)%	11.0 %	360.2	343.5	316.1	4.9%	8.7%
Total	\$ 2,077,245	\$ 2,077,360	\$ 1,895,855	— %	9.6 %	\$ 377.7	\$ 360.2	\$ 343.1	4.9%	5.0%

	Closings				
	2019	2018	2017	19 v 18	18 v 17
West	2,859	2,895	2,527	(1.2)%	14.6 %
East	1,092	1,221	1,382	(10.6)%	(11.6)%
Southeast	1,549	1,651	1,616	(6.2)%	2.2 %
Total	5,500	5,767	5,525	(4.6)%	4.4 %

The increase in ASP across all segments for the year ended September 30, 2019 was impacted by a change in the mix of closings between geographies, products, and communities within each individual market as compared with the prior fiscal year. It was also positively impacted by our operational strategies as well as improved market conditions in certain geographies in the latter half of our fiscal year. These same dynamics enhanced our ability to generate a higher ASP during fiscal 2018 when compared with fiscal 2017. On average, we anticipate that our ASP will continue to increase slightly during the first two quarters of fiscal 2020, as indicated by our ASP for homes in backlog as of September 30, 2019.

Closings for fiscal 2019 decreased across all segments compared to fiscal 2018 due to fewer units in beginning backlog and lower sales per active community per month for fiscal 2019. However, closings in our Dallas, Nashville and Myrtle Beach markets increased as a result of higher sales per active community per month at these markets for fiscal 2019 as compared to fiscal 2018. In addition, closings in our Atlanta market increased by more than 120 units primarily due to the Venture Homes acquisition in the fourth quarter of fiscal 2018.

For fiscal year 2018, the year-over-year increase in closings in our West segment was primarily driven by strong growth in our Las Vegas and Phoenix markets, where we sold a significant number of homes in certain communities. Closings in our East segment declined due to lower closings in our Indianapolis market, partially offset by growth in our Maryland market. Closings increased in our Southeast segment primarily due to growth in the Atlanta market related to the Venture Homes acquisition, which added 70 closings in the fourth quarter of fiscal 2018, partially offset by disruption from Hurricane Florence, which caused us to push a small number of closings into the first quarter of fiscal year 2019.

Our overall increase in homebuilding revenue for fiscal 2019 as compared to fiscal 2018 and fiscal 2017 is primarily the result of increase in ASP, partially offset by a decrease in closings.

Homebuilding Gross Profit and Gross Margin

The following tables present our homebuilding (HB) gross profit and gross margin by reportable segment and in total. In addition, such amounts are presented excluding inventory impairments and abandonments and interest amortized to cost of sales (COS). Homebuilding gross profit is defined as homebuilding revenue less home cost of sales (which includes land acquisition and land development costs, home construction costs, capitalized interest amortization, indirect costs of construction, estimated warranty costs, closing costs, and inventory impairment and abandonment charges).

\$ in thousands

Fiscal Year Ended September 30, 2019								
	HB Gross Profit (Loss)	HB Gross Margin	Impairments & Abandonments (I&A)	HB Gross Profit (Loss) w/o I&A ^(a)	HB Gross Margin w/o I&A	Interest Amortized to COS (Interest)	HB Gross Profit w/o I&A and Interest	HB Gross Margin w/o I&A and Interest
West	\$ 119,624	11.8%	\$ 92,912	\$ 212,536	21.0%	\$ —	\$ 212,536	21.0%
East	96,008	19.0%	—	96,008	19.0%	—	96,008	19.0%
Southeast	95,603	17.1%	858	96,461	17.3%	—	96,461	17.3%
Corporate & unallocated	(105,201)		16,259	(88,942)		93,875	4,933	
Total homebuilding	\$ 206,034	9.9%	\$ 110,029	\$ 316,063	15.2%	\$ 93,875	\$ 409,938	19.7%

\$ in thousands

Fiscal Year Ended September 30, 2018								
	HB Gross Profit (Loss)	HB Gross Margin	Impairments & Abandonments (I&A)	HB Gross Profit (Loss) w/o I&A	HB Gross Margin w/o I&A	Interest Amortized to COS (Interest)	HB Gross Profit w/o I&A and Interest	HB Gross Margin w/o I&A and Interest
West	\$ 228,637	22.9%	\$ —	\$ 228,637	22.9%	\$ —	\$ 228,637	22.9%
East	102,346	20.0%	—	102,346	20.0%	—	102,346	20.0%
Southeast	104,051	18.3%	793	104,844	18.5%	—	104,844	18.5%
Corporate & unallocated	(86,759)		212	(86,547)		91,132	4,585	
Total homebuilding	\$ 348,275	16.8%	\$ 1,005	\$ 349,280	16.8%	\$ 91,132	\$ 440,412	21.2%

\$ in thousands

Fiscal Year Ended September 30, 2017								
	HB Gross Profit (Loss)	HB Gross Margin	Impairments & Abandonments (I&A)	HB Gross Profit (Loss) w/o I&A	HB Gross Margin w/o I&A	Interest Amortized to COS (Interest)	HB Gross Profit w/o I&A and Interest	HB Gross Margin w/o I&A and Interest
West	\$ 186,629	21.9%	\$ 1,625	\$ 188,254	22.1%	\$ —	\$ 188,254	22.1%
East	109,289	20.5%	188	109,477	20.5%	—	109,477	20.5%
Southeast	103,193	20.2%	—	103,193	20.2%	—	103,193	20.2%
Corporate & unallocated	(86,910)		68	(86,842)		88,764	1,922	
Total homebuilding	\$ 312,201	16.5%	\$ 1,881	\$ 314,082	16.6%	\$ 88,764	\$ 402,846	21.2%

^(a) w/o - without

Our overall homebuilding gross profit decreased to \$206.0 million for the fiscal year ended September 30, 2019, from \$348.3 million in the prior year. The decrease in homebuilding gross profit was driven by (1) impairment charges of \$110.0 million primarily related to impairments recognized during the second quarter of fiscal 2019 for projects in progress in California and (2) a slight decrease in revenue and gross margin for non-impaired communities. Interest amortized to homebuilding cost of sales increased by \$2.7 million year-over-year (refer to Note 5 and Note 6 of the notes to our consolidated financial statements in this Form 10-K for additional details). When excluding the impact of impairments and abandonments and interest, year-over-year gross profit decreased by \$30.5 million while our gross margin decreased by 150 basis points to 19.7%. The year-over-year change in gross margin is due to a variety of factors, including: (1) mix of closings between geographies/markets, individual communities within each market, and product type; (2) our pricing strategies, including margin impact on homes closed during the current fiscal year; (3) increased focus on managing our house costs and improving cycle times; (4) fluctuations in discrete items in the current period such as warranty costs; and (5) the impact of purchase accounting related to our acquisition of Venture Homes. In fiscal 2019, we focused on a continuing objective to simplify our product offerings, which includes streamlining our plan and structural options and design studio offerings to improve efficiency and reduce costs. We expect these efforts to positively contribute to our gross margin in the future.

Our overall homebuilding gross profit increased to \$348.3 million for the fiscal year ended September 30, 2018, from \$312.2 million in the prior year. The increase was driven by growth in homebuilding revenue of \$181.5 million combined with slightly higher gross margin. However, as shown in the tables above, the comparability of our gross profit and gross margin was modestly impacted by certain items. Specifically, interest amortized to homebuilding cost of sales increased by \$2.4 million year-over-year, and impairment and abandonment charges decreased by \$0.9 million over the same period. When excluding the impact of impairments and abandonments, interest, and non-recurring items, year-over-year gross profit increased by \$37.6 million while our gross margin remained flat at 21.2%.

Measures of homebuilding gross profit and gross margin after excluding inventory impairments and abandonments, interest amortized to cost of sales, and other non-recurring items are not GAAP financial measures. These measures should not be considered alternatives to homebuilding gross profit and gross margin determined in accordance with GAAP as an indicator of operating performance.

In particular, the magnitude and volatility of non-cash inventory impairment and abandonment charges for the Company and other homebuilders have been significant historically and, as such, have made financial analysis of our industry more difficult. Homebuilding metrics excluding these charges, as well as interest amortized to cost of sales and other similar presentations by analysts and other companies, are frequently used to assist investors in understanding and comparing the operating characteristics of homebuilding activities by eliminating many of the differences in companies' respective level of impairments and levels of debt. Management believes these non-GAAP measures enable holders of our securities to better understand the cash implications of our operating performance and our ability to service our debt obligations as they currently exist and as additional indebtedness is incurred in the future. These measures are also useful internally, helping management to compare operating results and to measure cash available for discretionary spending.

In a given period, our reported gross profit is generated from both communities previously impaired and communities not previously impaired. In addition, as indicated above, certain gross profit amounts arise from recoveries of prior period costs, including warranty items that are not directly tied to communities generating revenue in the period. Home closings from communities previously impaired would, in most instances, generate very low or negative gross margins prior to the impact of the impairment. Gross margin for each home closing is higher for a particular community after an impairment because the carrying value of the underlying land was reduced to the present value of future cash flows as a result of the impairment, leading to lower cost of sales at the home closing. This improvement in gross margin resulting from one or more prior impairments is frequently referred to in the aggregate as the "impairment turn" or "flow-back" of impairments within the reporting period. The amount of this impairment turn may exceed the gross margin for an individual impaired asset if the gross margin for that asset prior to the impairment would have been negative. The extent to which this impairment turn is greater than the reported gross margin for the individual asset is related to the specific historical cost basis of that individual asset.

The asset valuations that result from our impairment calculations are based on discounted cash flow analyses and are not derived by simply applying prospective gross margins to individual communities. As such, impaired communities may have gross margins that are somewhat higher or lower than the gross margins for unimpaired communities. The mix of home closings in any particular quarter varies to such an extent that comparisons between previously impaired and never impaired communities would not be a reliable way to ascertain profitability trends or to assess the accuracy of previous valuation estimates. In addition, since any amount of impairment turn is tied to individual lots in specific communities, it will vary considerably from period to period. As a result of these factors, we review the impairment turn impact on gross margin on a trailing 12-month basis rather than a quarterly basis as a way of considering whether our impairment calculations are resulting in gross margins for impaired communities that are comparable to our unimpaired communities. For fiscal 2019, our homebuilding gross margin was 9.9% and excluding interest and inventory impairments and abandonments, it was 19.7%. For the same period, homebuilding gross margin was as follows in those communities that have previously been impaired, which represented 9.3% of total closings during fiscal 2019:

Homebuilding Gross Margin from previously impaired communities:

Pre-impairment turn gross margin	(1.2)%
Impact of interest amortized to COS related to these communities	5.1 %
Pre-impairment turn gross margin, excluding interest amortization	3.9 %
Impact of impairment turns	15.3 %
Gross margin (post impairment turns), excluding interest amortization	19.2 %

For a further discussion of our impairment policies and communities impaired during the current and prior two fiscal years, refer to Notes 2 and 5 of the notes to consolidated financial statements in this Form 10-K.

Land Sales and Other Revenues and Gross Profit (Loss)

Land sales relate to land and lots sold that did not fit within our homebuilding programs and strategic plans in certain markets. Other revenues included net fees we received for general contractor services that we performed on behalf of a third party and broker fees. The following tables summarize our land sales and other revenues and related gross profit (loss) by reportable segment for the periods presented:

\$ in thousands

	Land Sales and Other Revenues				
	2019	2018	2017	19 v 18	18 v 17
West	\$ 1,725	\$ 15,204	\$ 1,758	(88.7)%	764.8 %
East	8,572	13,853	17,837	(38.1)%	(22.3)%
Southeast	197	716	828	(72.5)%	(13.5)%
Total	\$ 10,494	\$ 29,773	\$ 20,423	(64.8)%	45.8 %

\$ in thousands

	Land Sales and Other Gross Profit (Loss)				
	2019	2018	2017	19 v 18	18 v 17
West	\$ (37,854)	\$ 1,708	\$ 732	(2,316.3)%	133.3 %
East	208	321	(119)	(35.2)%	369.7 %
Southeast	(65)	(3,153)	50	97.9 %	(6,406.0)%
Corporate and unallocated ^(a)	(2,287)	(2,136)	—	(7.1)%	n/m
Total	\$ (39,998)	\$ (3,260)	\$ 663	(1,126.9)%	(591.7)%

^(a) Corporate and unallocated includes interest and indirect costs related to land sold that was expensed.

n/m - indicates the percentage is "not meaningful."

For the fiscal year ended September 30, 2019, land sales and other gross profit (loss) was impacted by a \$38.6 million of impairment charges recognized during the second quarter of fiscal 2019 related to six land held for sale parcels in California. Two of these parcels were sold in the fourth quarter for amounts approximately equal to their carrying costs. While steps to sell our remaining land held for sale assets have been taken, the timing of completion of such asset dispositions is unknown.

For the fiscal year ended September 30, 2018, we recognized impairment charges in our Southeast and Corporate and unallocated segments of approximately \$3.2 million and \$2.1 million, respectively, related to a community in our Atlanta market. Please see Note 5 of the notes to consolidated financial statements in this Form 10-K for additional details.

To further support our efforts to reduce leverage, we continued to focus on closing a number of land sales for land positions that did not fit within our strategic plans. Future land and lot sales will depend on a variety of factors, including local market conditions, individual community performance, and changing strategic plans.

Operating (Loss) Income

The table below summarizes operating (loss) income by reportable segment for the periods presented:

<i>in thousands</i>	Fiscal Year Ended September 30,				
	2019	2018	2017	19 v 18	18 v 17
West	\$ (5,492)	\$ 142,310	\$ 110,600	\$ (147,802)	\$ 31,710
East ^(a)	51,576	57,372	58,191	(5,796)	(819)
Southeast	40,165	45,950	53,905	(5,785)	(7,955)
Corporate and Unallocated ^(b)	(176,145)	(164,084)	(160,558)	(12,061)	(3,526)
Operating (loss) income ^(c)	\$ (89,896)	\$ 81,548	\$ 62,138	\$ (171,444)	\$ 19,410

^(a) Operating (loss) income for our East segment for the year ended September 30, 2017 was impacted by a charge to G&A of \$2.7 million related to the write-off of a deposit on a legacy investment in a development site that we deemed uncollectible.

^(b) Corporate and unallocated operating loss includes amortization of capitalized interest and capitalized indirect costs, expenses related to numerous shared services functions that benefit all segments but are not allocated to the operating segments, and certain other amounts that are not allocated to our operating segments.

^(c) Operating (loss) income is impacted by impairment and abandonment charges incurred during the periods presented (see Note 5 of the notes to our consolidated financial statements in this Form 10-K).

Our operating income decreased by \$171.4 million to a loss of \$89.9 million for the fiscal year ended September 30, 2019, compared to income of \$81.5 million for fiscal 2018. The decrease was primarily driven by the previously discussed decline in gross profit due to impairment charges recognized during the second quarter of fiscal 2019, partially offset by lower SG&A costs compared to the prior year. Commissions and G&A declined year-over-year as a percentage of total revenue by approximately 10 and 30 basis points.

Our operating income increased by \$19.4 million to \$81.5 million for the fiscal year ended September 30, 2018, compared to \$62.1 million for fiscal 2017. The increase was primarily due to a \$36.1 million increase in homebuilding profit, partially offset by a decrease in land sales and other gross profit, an increase in commissions expense on higher homebuilding revenue, and an increase in G&A costs due to overall business growth. However, commissions and G&A declined year-over-year as a percentage of total revenue by approximately 6 basis points and 44 basis points, respectively. Also, as previously discussed, fiscal 2017 included a \$2.7 million write-off of a deposit on a legacy investment in a development site that we deemed uncollectible. No such write-off was recognized during fiscal 2018. As a percentage of total revenue, our operating income was 3.9% for fiscal 2018 compared to 3.2% for fiscal 2017.

Below operating income, we had two noteworthy fluctuations between fiscal 2019 and fiscal 2018 as follows: (1) we experienced a decline in other expense, net, primarily attributable to a year-over-year decrease in interest costs not qualified for capitalization; and (2) we recorded a loss of \$24.9 million on the extinguishment of debt as compared to \$27.8 million in the prior year due to the management of our debt portfolio. See the notes to our consolidated financial statements in this Form 10-K for additional discussion of these matters.

Income taxes

Our income tax assets and liabilities and related effective tax rate are affected by various factors, the most significant of which is the valuation allowance recorded against a portion of our deferred tax assets. Due to the effect of our valuation allowance adjustments beginning in fiscal 2008, a comparison of our annual effective tax rates must consider the changes in our valuation allowance. As such, our effective tax rates have not been meaningful metrics, as our income tax expense/benefit was not directly correlated to the amount of pretax income or loss for the associated periods. Beginning in fiscal 2016, the Company began using an annualized effective tax rate in interim periods to determine its income tax expense/benefit, which we believe more closely correlates with our periodic pretax income or loss. The annualized effective tax rate will continue to be impacted by discrete tax items.

The income tax benefit recorded during the fiscal year ended September 30, 2019 resulted from our loss from operations and the generation of additional federal tax credits.

The income tax expense recorded during our fiscal year ended September 30, 2018 resulted from our income from operations and the remeasurement of deferred tax asset at the newly enacted 21.0% federal tax rate, partially offset by the generation of federal tax credits and an additional benefit resulting from changes in our valuation allowance. The valuation allowance on all of our federal tax net operating losses and credits as well as portions of our state net losses was reduced due to our determination that it is more likely than not that these assets will be realized.

The income tax expense recorded during our fiscal year ended September 30, 2017 resulted from our income from operations, partially offset by the generation of federal tax credits and an additional benefit resulting from changes in our valuation allowance. Our valuation allowance on our state net operating losses was reduced due to an increase in our estimate of utilization related to changes in our uncertain tax positions.

Refer to Note 13 of the notes to consolidated financial statements in this Form 10-K for a further discussion of our income taxes and valuation allowance changes.

Fiscal year ended September 30, 2019 as compared to 2018

West Segment: Homebuilding revenue increased by 1.3% for the fiscal year ended September 30, 2019 compared to the prior fiscal year due to an increase in ASP of 2.6%, partially offset by a 1.2% decrease in closings. Compared to the prior fiscal year, homebuilding gross profit decreased by \$109.0 million primarily due to a decline in gross margin, from 22.9% in fiscal 2018 to 11.8% in fiscal 2019. The decrease in gross margin resulted primarily from impairment charges recognized during the second quarter of fiscal 2019 as well as a decline in homebuilding gross margin for non-impaired communities. Excluding impairments, homebuilding margin decreased to 21.0%, down from 22.9% in the prior year. The decrease in gross margin was driven primarily by a combination of increased incentives and direct construction costs. The \$147.8 million year-over-year decrease in operating income was the result of the aforementioned impairment charges, partially offset by a decrease in commissions expense on higher homebuilding revenues and lower G&A costs.

East Segment: Homebuilding revenue decreased by 0.8% for the fiscal year ended September 30, 2019 compared to the prior fiscal year due to an 10.6% decrease in closings, partially offset by an increase in ASP of 10.9%. Compared to the prior fiscal year, homebuilding gross profit decreased by \$6.3 million due to a decline in homebuilding revenue and lower homebuilding gross margin, which decreased from 20.0% in fiscal 2018 to 19.0% in fiscal 2019. The decrease was primarily attributable to a combination of increased incentives and a softening in demand during the first half of fiscal 2019. The \$5.8 million year-over year decrease in operating income was a result of the aforementioned decrease in gross profit, partially offset by a decrease in commissions expense on lower homebuilding revenue and a year-over-year decline in G&A costs.

Southeast Segment: Homebuilding revenue decreased by 1.6% for the fiscal year ended September 30, 2019 compared to the prior fiscal year due to a decrease in closings of 6.2%, partially offset by a 4.9% increase in ASP. Compared to the prior fiscal year, homebuilding gross profit decreased by \$8.4 million due to the decrease in homebuilding revenue and a decrease in gross margin, from 18.3% in fiscal 2018 to 17.1% in fiscal 2019. The decrease in gross margin was driven in part by a softening in demand during the first half of fiscal 2019, a \$0.9 million impairment during the first quarter of fiscal 2019, and the impact of purchase accounting related to our acquisition of Venture Homes. The \$5.8 million year-over-year decrease in operating income resulted from a decline in homebuilding gross profit and higher G&A costs, partially offset by a decrease in commissions expense on lower homebuilding revenue.

Corporate and Unallocated: Our corporate and unallocated results include amortization of capitalized interest and capitalized indirect costs, expenses for various shared services functions that benefit all segments but are not allocated, including information technology, treasury, corporate finance, legal, branding and national marketing, and certain other amounts that are not allocated to our operating segments. For the fiscal year ended September 30, 2019, corporate and unallocated net costs increased by \$12.1 million over the prior fiscal year. The increase was primarily due to (1) a \$16.9 million write-off of capitalized interest and indirect costs related to the impairment of assets in the West and Southeast segments; (2) an increase in the proportion of interest and indirect costs expensed to cost of sales year-over-year, partially offset by (3) decrease in G&A costs of \$7.1 million.

Fiscal year ended September 30, 2018 as compared to 2017

West Segment: Homebuilding revenue increased by 17.4% for the fiscal year ended September 30, 2018 compared to the prior fiscal year due to a 14.6% increase in closings, led by gains in our Las Vegas and Phoenix markets, and an increase in ASP of 2.5%. Compared to the prior fiscal year, homebuilding gross profit increased by \$42.0 million due to the increase in homebuilding revenue combined with higher homebuilding gross margin, which rose from 21.9% to 22.9%. The increase in gross margin was primarily driven by our Las Vegas market, where our communities continue to gain momentum, and our Southern California market, where newer communities are driving margin growth. The \$31.7 million year-over-year increase in operating income was the result of the previously discussed increase in homebuilding gross profit, partially offset by an increase in commissions expense on higher homebuilding revenue and higher G&A costs associated with growth in the segment.

East Segment: Homebuilding revenue decreased by 4.3% for the fiscal year ended September 30, 2018 compared to the prior fiscal year due to an 11.6% decrease in closings, partially offset by an 8.3% increase in ASP. Homebuilding gross profit decreased by \$6.9 million over the same period due to a decline in homebuilding revenue and lower homebuilding gross margin, which decreased from 20.5% in the prior fiscal year to 20.0% in fiscal 2018. The decrease was primarily attributable to the Indianapolis market, which achieved lower margins due to year-over-year changes in product and community mix. The \$0.8 million decrease in operating income resulted from the aforementioned decrease in gross profit, partially offset by a year-over-year decline in G&A costs and a decrease in commissions expense on lower homebuilding revenue. In addition, the prior year included a \$2.7 million write-off of a deposit on a legacy land investment, whereas there was no such charge incurred during the current year.

Southeast Segment: Homebuilding revenue increased by 11.0% for the fiscal year ended September 30, 2018 compared to the prior fiscal year due to a 2.2% increase in closings, primarily driven by the Atlanta market due to the Venture Homes acquisition, and an 8.7% increase in ASP, offset by the loss of a number of closings due to the disruption from Hurricane Florence. Compared to the prior fiscal year, homebuilding gross profit increased by \$0.9 million due to the increase in homebuilding revenue offset by a decrease in gross margin, from 20.2% in fiscal 2017 to 18.3% in fiscal 2018. The decrease in gross margin was driven by the geographic mix of closings between our markets and a \$1.0 million impairment on a formerly land held asset. The \$8.0 million year-over-year decrease in operating income resulted from the previously discussed decline in homebuilding gross profit, higher G&A costs due to growth in the segment, and a \$3.2 million impairment of a land held for sale asset in the Atlanta market (see Note 5 of the notes to our consolidated financial statements in this Form 10-K for discussion of impairment activity).

Corporate and Unallocated: Our corporate and unallocated results include amortization of capitalized interest and capitalized indirect costs; expenses for various shared services functions that benefit all segments but are not allocated, including information technology, treasury, corporate finance, legal, branding and national marketing; and certain other amounts that are not allocated to our operating segments. For the fiscal year ended September 30, 2018, corporate and unallocated net costs increased by \$3.5 million over the prior fiscal year. The increase was primarily due to higher corporate costs incurred due to (1) business growth, including costs associated with the opportunity to increase the scope of our Gatherings projects for active adults; and (2) a \$2.1 million write-off of capitalized interest and indirect costs related to the impairment of a land held for sale asset; partially offset by (4) an increase in the proportion of interest and indirect costs capitalized to inventory within our respective operating segments, resulting in a decrease to interest expense not qualified for capitalization.

Derivative Instruments and Hedging Activities

We are exposed to fluctuations in interest rates. From time to time, we may enter into derivative agreements to manage interest costs and hedge against risks associated with fluctuating interest rates. However, as of September 30, 2019, we were not a party to any such derivative agreements. We do not enter into or hold derivatives for trading or speculative purposes.

Liquidity and Capital Resources

Our sources of liquidity include, but are not limited to, cash from operations; proceeds from Senior Notes, our Secured Revolving Credit Facility (the Facility), and other bank borrowings; the issuance of equity and equity-linked securities; and other external sources of funds. Our short-term and long-term liquidity depends primarily upon our level of net income, working capital management (cash, accounts receivable, accounts payable and other liabilities) and available credit facilities.

Cash and cash equivalents changed as follows for the periods presented:

(In thousands)	2019	2018	2017
Cash provided by operating activities	\$ 113,635	\$ 54,838	\$ 104,862
Cash used in investing activities	(25,125)	(74,148)	(13,783)
Cash used in financing activities	(118,964)	(132,051)	(29,746)
Net (decrease) increase in cash and cash equivalents	\$ (30,454)	\$ (151,361)	\$ 61,333

Operating Activities

Net cash provided by operating activities was \$113.6 million for the fiscal year ended September 30, 2019 compared to \$54.8 million for the fiscal year ended September 30, 2018. Our primary drivers of operating cash flows are typically cash earnings and changes in inventory levels, including land acquisition and land development spending. Net cash provided by operating activities for fiscal 2019 was driven primarily by a net decrease in inventory of \$42.9 million, and loss from continuing operations before income taxes of \$116.6 million, which included non-cash impairment charges of \$148.6 million, loss on debt extinguishment of \$24.9 million and other non-cash charges of \$25.0 million, partially offset by a net increase in non-inventory working capital assets of \$1.4 million and a net decrease in trade accounts payable and other current liabilities of \$9.7 million.

Net cash provided by operating activities during the fiscal year ended September 30, 2018 was \$54.8 million compared to \$104.9 million for the fiscal year ended September 30, 2017. Net cash provided by operating activities for fiscal 2018 was driven primarily by income from continuing operations before income taxes of \$49.4 million, which included \$34.2 million of non-cash charges, and a \$43.3 million decrease in non-inventory working capital balances, partially offset by a net increase in inventory of \$95.8 million resulting from land acquisition, land development, and house construction spending to support future growth. This net increase in inventory excludes the initial cash paid to acquire inventory from Venture Homes, which is included in investing cash flows due to our treatment of the acquisition as a business combination (refer to "Investing Activities" below for discussion of the cash flow impact of the Venture Homes acquisition; also refer to Note 2 of the notes to our consolidated financial statements for additional details regarding the Venture Homes acquisition).

Investing Activities

Net cash used in investing activities was \$25.1 million for fiscal year 2019 compared to \$74.1 million in fiscal 2018 and \$13.8 million in fiscal 2017. For both fiscal 2019 and 2018, net cash used in investing activities was primarily due to capital expenditures for model homes as well as the acquisition of Venture Homes (refer to Note 2 of the notes to our consolidated financial statements included in this Form 10-K for discussion of the Venture Homes acquisition). For fiscal 2017, net cash used in investing activities was primarily driven by capital expenditures for model homes, partially offset by the receipt of proceeds from the sale of fixed assets and the return of capital from unconsolidated entities.

Financing Activities

Net cash used in financing activities of \$119.0 million for the fiscal year ended September 30, 2019 was primarily due to the repayment of certain debt issuances (including our 2022, 2023, 2025, and 2027 Senior Notes and other secured notes payable), the payment of cash for debt issuance costs, repurchase of common stock, partially offset by the proceeds received from the issuance of Senior Notes due 2029 as well as the Senior Unsecured Term Loan (refer to Note 8 of the notes to our consolidated financial statements included in this Form 10-K, as well as discussion below).

Net cash used in financing activities during the fiscal year ended September 30, 2018 was \$132.1 million, primarily due to the repayment of certain debt issuances (including our 2019 and 2023 Senior Notes and other miscellaneous borrowings) and the payment of cash for debt issuance costs related to our Senior Notes due 2027, offset by the proceeds received from the issuance of Senior Notes due 2027. Net cash used in financing activities for the fiscal year ended September 30, 2017 was \$29.7 million, primarily due to the repayment of certain debt issuances (including our 2021 Senior Notes, the then outstanding Term Loan, and other miscellaneous borrowings) and the payment of cash for debt issuance costs related to our Senior Notes due 2025, offset by the proceeds received from the issuance of Senior Notes due 2025.

Financial Position

As of September 30, 2019, our liquidity position consisted of the following:

- \$106.7 million in cash and cash equivalents;
- \$250.0 million of remaining capacity under the Facility; and
- \$16.1 million of restricted cash, the majority of which is used to secure certain stand-alone letters of credit.

While we believe we possess sufficient liquidity, we are mindful of potential short-term or seasonal requirements for enhanced liquidity that may arise to operate and grow our business. We expect to be able to meet our liquidity needs in fiscal 2020 and to maintain a significant liquidity position, subject to changes in market conditions that would alter our expectations for land acquisition and land development expenditures or capital market transactions, which could increase or decrease our cash balance on a period-to-period basis.

Debt

In September 2019, the Company entered into an unsecured amortizing term loan agreement in an aggregate principal amount of \$150.0 million maturing in September 2022 with annual repayment installment provisions and a fixed rate of 4.875%. In September 2019, we also issued and sold \$350.0 million aggregate principal amount of 7.25% unsecured Senior Notes due October 2029 at par (before underwriting and other issuance costs) through a private placement to qualified institutional buyers (the 2029 Notes). Using the proceeds from the term loan agreement, the 2029 Notes and cash on hand, we redeemed our outstanding 8.75% unsecured Senior Notes due March 2022 of \$500.0 million, and recorded a loss on debt extinguishment of \$25.2 million, which was net of a \$1.9 million non-cash write-off of debt issuance and discount costs. As a result, the Company terminated, cancelled, and discharged all of its obligations under the 2022 Notes.

During fiscal 2019, we also redeemed the following debt issuances, which resulted in a net reduction of our outstanding debt of \$51.3 million after considering the issuances described above: (1) all of our unsecured Senior Notes due February 2023, which had a balance of \$24.8 million as of the beginning of the current fiscal year; (2) \$20.4 million of our unsecured Senior Notes due March 2025, which had a balance of \$250.0 million as of the beginning of the current fiscal year; and (3) \$6.0 million of our unsecured Senior Notes due October 2027, which had a balance of \$400.0 million as of the beginning of the current fiscal year. Additionally, we redeemed \$2.9 million of loans secured by real estate during the fiscal year. These redemptions resulted in a net loss on debt extinguishment of \$0.3 million.

We generally fulfill our short-term cash requirements with cash generated from our operations and available borrowings. Additionally, we maintain the Facility, which had a total and available capacity of \$250.0 million as of September 30, 2019.

We have also entered into a number of stand-alone, cash-secured letter of credit agreements with banks. These combined facilities provide for letter of credit needs collateralized by either cash or assets of the Company. We currently have \$14.1 million of outstanding letters of credit under these facilities, secured with cash collateral that is maintained in restricted accounts totaling \$14.8 million.

To provide greater letter of credit capacity, the Company has also entered into a reimbursement agreement, which provides for the issuance of performance letters of credit, and an unsecured credit agreement that provides for the issuance of up to \$50.0 million of standby letters of credit to backstop the Company's obligations under the reimbursement agreement (collectively, the "Bilateral Facility"). The Bilateral Facility will terminate on June 10, 2021. As of September 30, 2019, the total stated amount of performance letters of credit issued under the reimbursement agreement was \$34.2 million (and the stated amount of the backstop standby letter of credit issued under the credit agreement was \$40.0 million).

In the future, we may from time to time seek to continue to retire or purchase our outstanding debt through cash repurchases or in exchange for other debt securities, in open market purchases, privately-negotiated transactions, or otherwise. We may also seek to expand our business through acquisition, which may be funded through cash, additional debt, or equity. In addition, any material variance from our projected operating results could require us to obtain additional equity or debt financing. There can be no assurance that we will be able to complete any of these transactions in the future on favorable terms or at all. See Note 8 of the notes to the consolidated financial statements in this Form 10-K for more information related to our borrowings.

Credit Ratings

Our credit ratings are periodically reviewed by rating agencies. In September 2019, Moody's reaffirmed the Company's issuer corporate family rating of B3 and stable outlook for the Company. In July 2019, S&P reaffirmed the Company's corporate credit rating of B- and its positive outlook for the Company. In October 2019, Fitch reaffirmed the Company's long-term issuer default rating of B- and withdrew ratings for commercial reasons. These ratings and our current credit condition affect, among other things, our ability to access new capital. Negative changes to these ratings may result in more stringent covenants and higher interest rates under the terms of any new debt. Our credit ratings could be lowered or rating agencies could issue adverse commentaries in the future, which could have a material adverse effect on our business, financial condition, results of operations, and liquidity. In particular, a weakening of our financial condition, including any further increase in our leverage or decrease in our profitability or cash flows, could adversely affect our ability to obtain necessary funds, could result in a credit rating downgrade or change in outlook, or could otherwise increase our cost of borrowing.

Stock Repurchases and Dividends Paid

During the first quarter of fiscal 2019, our Board of Directors approved a share repurchase program that authorizes the repurchase of up to \$50.0 million of our outstanding common stock. As part of this program, we executed an accelerated share repurchase agreement (ASR) in November 2018 to repurchase an aggregate of \$16.5 million of our outstanding common stock. The ASR was completed in December 2018 with a repurchase of approximately 1.6 million shares at an average price per share of \$10.62. In May 2019, we executed an additional ASR to repurchase \$10.0 million of our outstanding common stock. The second ASR was completed in July 2019 with a total of 1.0 million common shares repurchased at an average price per share of \$9.87.

In addition to shares repurchased under ASR agreements, the Company repurchased 0.7 million shares for \$8.1 million at an average price per share of \$11.35 through open market transactions and a 10b5-1 plan during fiscal 2019. The Company made no share repurchases in the prior year. Refer to Note 2 of the notes to the condensed consolidated financial statements for additional discussion of our share repurchases.

The indentures under which our Senior Notes were issued contain certain restrictive covenants, including limitations on the payment of dividends. There were no dividends paid during our fiscal years ended September 30, 2019, 2018, or 2017.

Off-Balance Sheet Arrangements

As of September 30, 2019, we controlled 19,875 lots. We owned 14,470, or 72.8%, of these lots and 5,405, or 27.2%, of these lots were under option contracts with land developers and land bankers, which generally require the payment of cash or the posting of a letter of credit for the right to acquire lots during a specified period of time at a certain price. We historically have attempted to control a portion of our land supply through options. As a result of the flexibility that these options provide us, upon a change in market conditions, we may renegotiate the terms of the options prior to exercise or terminate the agreement. Under option contracts, purchase of the properties is contingent upon satisfaction of certain requirements by us and the sellers, and our liability is generally limited to forfeiture of the non-refundable deposits and other non-refundable amounts incurred, which totaled approximately \$78.2 million as of September 30, 2019. The total remaining purchase price, net of cash deposits, committed under all options was \$389.7 million as of September 30, 2019. Based on market conditions and our liquidity, we may further expand our use of option agreements to supplement our owned inventory supply.

We expect to exercise, subject to market conditions and seller satisfaction of contract terms, most of our option contracts. Various factors, some of which are beyond our control, such as market conditions, weather conditions, and the timing of the completion of development activities, will have a significant impact on the timing of option exercises or whether lot options will be exercised at all.

We have historically funded the exercise of lot options with operating cash flows, which we expect to continue to be adequate to fund anticipated future option exercises. Therefore, we do not anticipate that the exercise of our lot options will have a material adverse effect on our liquidity.

Occasionally, we use legal entities in which we have less than a controlling interest. We enter into the majority of these arrangements with land developers, other homebuilders, and financial partners to acquire attractive land positions, to manage our risk profile, and to leverage our capital base. The underlying land positions are developed into finished lots for sale to the unconsolidated entity's members or other third parties. We account for our interest in unconsolidated entities under the equity method.

Historically, we and our partners have provided varying levels of guarantees of debt or other obligations for our unconsolidated entities. As of September 30, 2019, we had no repayment guarantees outstanding related to the debt of our unconsolidated entities. See Note 4 of the notes to the consolidated financial statements in this Form 10-K for additional information.

We had outstanding letters of credit and performance bonds of approximately \$48.3 million and \$276.5 million, respectively, as of September 30, 2019, related principally to our obligations to local governments to construct roads and other improvements in various developments.

Contractual Commitments

The following table summarizes our aggregate contractual commitments as of September 30, 2019:

(In thousands)	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Senior notes, term loan, junior subordinated notes, and other secured notes payable ^(a)	\$ 1,225,482	\$ 51,154	\$ 100,000	\$ —	\$ 1,074,328
Interest commitments under senior notes, term loan, junior subordinated notes, and other secured notes payable ^(b)	585,417	75,882	144,446	137,539	227,550
Obligations related to lots under option	389,705	209,208	151,454	28,308	735
Operating leases	20,152	4,749	8,181	4,671	2,551
Uncertain tax positions ^(c)	—	—	—	—	—
Total	\$ 2,220,756	\$ 340,993	\$ 404,081	\$ 170,518	\$ 1,305,164

^(a) For a listing of our borrowings, refer to Note 8 of the notes to the consolidated financial statements in this Form 10-K.

^(b) Interest on variable rate obligations is based on rates effective as of September 30, 2019.

^(c) Due to the uncertainty of the timing of settlement with tax authorities, the Company is unable to make reasonably reliable estimates of the period of cash settlement of unrecognized tax benefits related to uncertain tax positions. See Note 13 of the notes to the consolidated financial statements in this Form 10-K for additional information regarding the Company's unrecognized tax benefits as of September 30, 2019.

We had outstanding performance bonds of approximately \$276.5 million as of September 30, 2019, related principally to our obligations to local governments to construct roads and other improvements in various developments.

Critical Accounting Policies and Estimates

Our critical accounting policies require the use of judgment in their application and in certain cases require estimates of inherently uncertain matters. Although our accounting policies are in compliance with accounting principles generally accepted in the United States of America (GAAP), a change in the facts and circumstances of the underlying transactions could significantly change the application of the accounting policies and the resulting financial statement impact. It is also possible that other professionals applying reasonable judgment to the same set of facts and circumstances could reach a different conclusion. Listed below are those policies that we believe are critical and require the use of complex judgment in their application.

Inventory Valuation - Projects in Progress

Our homebuilding inventories that are accounted for as held for development (projects in progress) include land and home construction assets grouped together as communities. Homebuilding inventories held for development are stated at cost (including home construction costs, direct overhead costs, capitalized indirect costs, capitalized interest, real estate taxes and allocated lot costs) unless facts and circumstances indicate that the carrying value of the assets may not be recoverable. We assess these assets no less than quarterly for recoverability. We assess these assets no less than quarterly for recoverability. Generally, upon the commencement of land development activities, it may take three to five years (depending on, among other things, the size of the community and its sales pace) to fully develop, sell, construct, and close all of the homes in a typical community. Recoverability of assets is measured by comparing the carrying amount of an asset to future undiscounted cash flows expected to be generated by the asset. If the expected undiscounted cash flows generated are expected to be less than its carrying amount, an impairment charge is recorded to write down the carrying amount of such asset to its estimated fair value based on discounted cash flows.

When conducting our community level review for the recoverability of our homebuilding inventory related to projects in progress, we establish a quarterly “watch list” of communities that carry profit margins in backlog or in our forecast that are below a minimum threshold of profitability, as well as recent closings that have gross margins less than a specified threshold. In our experience, this threshold represents a level of profitability that may be an indicator of conditions that would require an asset impairment but does not necessitate that such an impairment is warranted without additional analysis. Each community is first evaluated qualitatively to determine if there are temporary factors driving the low profitability levels. Following our qualitative evaluation, communities with more than ten homes remaining to close are subjected to substantial additional financial and operational analyses and reviews that consider the competitive environment and other factors contributing to profit margins below our watch list threshold. For communities where the current competitive and market dynamics indicate that these factors may be other than temporary, which may call into question the recoverability of our investment, a formal impairment analysis is performed. The formal impairment analysis consists of both qualitative competitive market analyses and a quantitative analysis reflecting market and asset specific information.

Our qualitative competitive market analyses include site visits to new home communities of our competitors and written community-level competitive assessments. A competitive assessment consists of a comparison of our specific community with its competitor communities, considering square footage of homes offered, amenities offered within the homes and the communities, location, transportation availability and school districts, among other relevant attributes. In addition, we review the pace of monthly home sales of our competitor communities in relation to our specific community. We also review other factors, such as the target buyer and the macro-economic characteristics that impact the performance of our asset, including unemployment and the availability of mortgage financing, among other things. Based on this qualitative competitive market analysis, adjustments to our sales prices may be required in order to make our communities competitive. We incorporate these adjusted prices in our quantitative analysis for the specific community.

The quantitative analyses compare the projected future undiscounted cash flows for each such community with its current carrying value. This undiscounted cash flow analysis requires important assumptions regarding the location and mix of house plans to be sold, current and future home sale prices and incentives for each plan, current and future construction costs for each plan, and the pace of monthly sales to occur today and into the future.

There is uncertainty associated with preparing the undiscounted cash flow analyses because future market conditions will almost certainly be different, either better or worse, than current conditions. The single most important input to the cash flow analysis is current and future home sales prices for a specific community. The risk of over or under-stating any of the important cash flow variables, including home prices, is greater with longer-lived communities and within markets that have historically experienced greater home price volatility. In an effort to address these risks, we consider some home price and construction cost appreciation in future years for certain communities that are expected to be selling for more than three years and/or if the market has typically exhibited high levels of price volatility. Absent these assumptions on cost and sales price appreciation, we believe the long-term cash flow analysis would be unrealistic and would serve to artificially improve expected future profitability. Finally, we also ensure that the monthly sales absorptions, including historical seasonal differences of our communities and those of our competitors, used in our undiscounted cash flow analyses are realistic, consider our development schedules, and relate to those achieved by our competitors for the specific communities.

If the aggregate undiscounted cash flows from our quantitative analyses are in excess of the carrying value, the asset is considered to be recoverable and is not impaired. If the aggregate undiscounted cash flows are less than the carrying or book value, we perform a discounted cash flow analysis to determine the fair value of the community. The fair value of the community is estimated using the present value of the estimated future cash flows using discount rates commensurate with the risk associated with the underlying community assets. The discount rate used may be different for each community. The factors considered when determining an appropriate discount rate for a community include, among others: (1) community specific factors such as the number of lots in the community, the status of land development in the community, and the competitive factors influencing the sales performance of the community and (2) overall market factors such as employment levels, consumer confidence, and the existing supply of new and used homes for sale. If the determined fair value is less than the carrying value of the specific asset, the asset is considered not recoverable and is written down to its fair value. The carrying value of assets in communities that were previously impaired and continue to be classified as projects in progress is not increased for future estimates of increases in fair value in future reporting periods. However, market deterioration that exceeds our initial estimates may lead us to incur impairment charges on previously impaired homebuilding assets, in addition to homebuilding assets not currently impaired but for which indicators of impairment may arise if markets deteriorate.

Asset Valuation - Land Held for Future Development

For those communities that have been idled (land held for future development), all applicable carrying costs, such as interest and real estate taxes, are expensed as incurred, and the inventory is stated at cost unless facts and circumstances indicate that the carrying value of the assets may not be recoverable, such as the future enactment of a development plan or the occurrence of outside events. We evaluate the potential plans for each community in land held for future development if changes in facts and circumstances occur that would give rise to a more detailed analysis for a change in the status of a community.

Asset Valuation - Land Held for Sale

We record assets held for sale at the lower of the asset's carrying value or fair value less costs to sell. The following criteria are used to determine if land is held for sale:

- management has the authority and commits to a plan to sell the land;
- the land is available for immediate sale in its present condition;
- there is an active program to locate a buyer and the plan to sell the property has been initiated;
- the sale of the land is probable within one year;
- the property is being actively marketed at a reasonable sales price relative to its current fair value; and
- it is unlikely that the plan to sell will be withdrawn or that significant changes to the plan will be made.

Additionally, in certain circumstances, such as a change in strategy, management will re-evaluate the best use of an asset that is currently being accounted for as held for development. In such instances, management will review, among other things, the current and projected competitive circumstances of the community, including the level of supply of new and used inventory, the level of sales absorptions by us and our competition, the level of sales incentives required and the number of owned lots remaining in the community. If, based on this review, we believe that the best use of the asset is the sale of all or a portion of the asset in its current condition, then all or portions of the community are accounted for as held for sale if the foregoing criteria have been met as of the end of the applicable reporting period.

In determining the fair value of the assets less cost to sell, we consider factors including current sales prices for comparable assets in the area, recent market analysis studies, appraisals, any recent legitimate offers and listing prices of similar properties. If the estimated fair value less cost to sell of an asset is less than its current carrying value, the asset is written down to its estimated fair value less cost to sell.

Due to uncertainties in the estimation process, it is reasonably possible that actual results could differ from the estimates used in our historical analyses. Our assumptions about land sales prices require significant judgment because the market is highly sensitive to changes in economic conditions. We calculate the estimated fair values of land held for sale based on current market conditions and assumptions made by management, which may differ materially from actual results and may result in additional impairments if market conditions deteriorate.

Revenue Recognition

On October 1, 2018, we adopted Accounting Standards Codification (ASC) Topic 606, *Revenue from Contracts with Customers*, and ASC 340-40, *Other Assets and Deferred Costs - Contracts with Customers*, collectively referred to as ASC 606. ASC 606 provides a new model for accounting for revenue arising from contracts with customers that supersedes most revenue recognition guidance. Under the new guidance, entities are required to recognize revenue at an amount that reflects the consideration to which the entity expects to be entitled upon transferring control of goods or services to a customer. As part of our adoption of ASC 606, we applied the modified retrospective method to contracts that were not completed as of October 1, 2018. Further, results for reporting periods beginning on or after October 1, 2018 are presented under ASC 606, while prior period amounts were not adjusted and continue to be reported under the previous accounting standards. The adoption of ASC 606 had no impact on opening retained earnings and did not materially affect the amount or timing of our revenue.

We recognize revenue upon the transfer of promised goods to our customers in an amount that reflects the consideration to which we expect to be entitled by applying the following five-step process specified in ASC 606.

- Identify the contract(s) with a customer
- Identify the performance obligations

- Determine the transaction price
- Allocate the transaction price
- Recognize revenue when the performance obligations are met

Homebuilding revenue

Homebuilding revenue is reported net of any discounts and incentives and is generally recognized when title to and possession of the home are transferred to the buyer at the closing date. The performance obligation to deliver the home is generally satisfied in less than one year from the original contract date. Home sale contract assets consist of cash from home closings held in escrow for our benefit, typically for less than five days, and are considered deposits in-transit and classified as cash.

Land sales and other revenue

Land sales revenue relates to land that does not fit within our homebuilding programs and strategic plans. Land sales typically require cash consideration on the closing date, which is generally when performance obligations are satisfied. In some periods, we also have other revenue related to broker fees as well as fees received for general contractor services that we perform on behalf of third parties. Revenue for broker and general contractor services are typically immaterial and are generally recognized as performance obligations are satisfied.

Warranty Reserves

We currently provide a limited warranty ranging from one to two years covering workmanship and materials per our defined quality standards. In addition, we provide a limited warranty for up to ten years covering only certain defined structural element failures.

Since we subcontract our homebuilding work to other companies whose agreements generally include an indemnity obligation and a requirement that certain minimum insurance requirements be met, including that they provide us with a certificate of insurance prior to receiving payments for their work, claims relating to workmanship and materials are generally the primary responsibility of our subcontractors.

Warranty reserves are included in other liabilities on our consolidated balance sheets. We record reserves covering our anticipated warranty expense for each home closed. Management reviews the adequacy of warranty reserves each reporting period based on historical experience and management's estimate of the costs to remediate any claims and adjusts these provisions accordingly. Our review includes a quarterly analysis of the historical data and trends in warranty expense by division. An analysis by division allows us to consider market specific factors such as our warranty experience, the number of home closings, the prices of homes, product mix, and other data in estimating our warranty reserves. In addition, our analysis also factors in the existence of any non-recurring or community-specific warranty matters that might not be contemplated in our historical data and trends. The cost of material non-recurring or community-specific warranty matters is often separately estimated based on management's judgment of the ultimate cost of repair for that specific issue. As a result of our analyses, we adjust our estimated warranty liabilities on a quarterly basis. Based on historical results, we believe that our existing estimation process is accurate and do not anticipate the process to materially change in the future. Our estimation process for such accruals is discussed in Note 9 of notes to the consolidated financial statements in this Form 10-K. While we believe that our current warranty reserves are adequate, there can be no assurances that historical data and trends will accurately predict our actual warranty costs or that future developments might not lead to a significant change in the reserve.

Income Taxes - Valuation Allowance and Ownership Change

Judgment is required in estimating valuation allowances for deferred tax assets. Deferred tax assets are reduced by a valuation allowance if an assessment of their components indicates that it is more likely than not that all or some portion of these assets will not be realized. The realization of a deferred tax asset ultimately depends on the existence of sufficient taxable income in either the carryback or carryforward periods under tax law. We assess the need for valuation allowances for deferred tax assets based on more-likely-than-not realization threshold criteria. In our assessment, appropriate consideration is given to all positive and negative evidence related to the realization of the deferred tax assets. This assessment considers, among other matters, (1) the nature, frequency and severity of any current and cumulative losses; (2) forecasts of future profitability; (3) the duration of statutory carryforward periods; (4) our experience with operating loss and tax credit carryforwards not expiring unused; (5) the Section 382 limitation on our ability to carryforward pre-ownership change net operating losses; (6) recognized built-in losses or deductions; and (7) tax planning alternatives.

Our assessment of the need for the valuation of deferred tax assets includes assessing the likely future tax consequences of events that have been recognized in our financial statements or tax returns. We base our estimate of deferred tax assets and liabilities on current tax laws and rates and, in certain cases, business plans and other expectations about future outcomes. Changes in existing tax laws or rates could affect actual tax results and future business results may affect the amount of deferred tax liabilities or the valuation of deferred tax assets over time. Our accounting for deferred tax consequences represents our best estimate of future events. Although it is possible there will be changes that are not anticipated in our current estimates, we believe it is unlikely such changes would have a material period-to-period impact on our financial condition or results of operations.

During fiscal 2008, we determined that it was not more likely than not that substantially all of our deferred tax assets would be realized and, therefore, we established a valuation allowance on substantially all of our deferred tax assets. Each period, we evaluated the continued need for the valuation allowance based on extensive quantitative and qualitative factors, a process that requires significant estimates to be made. As of September 30, 2015, we determined that it was appropriate to release a substantial portion of our valuation allowance, generating a non-cash tax benefit. Based on the available evidence and recent operating trends, as of September 30, 2018 we determined that it was appropriate to release an additional portion of our valuation allowance, which also generated a non-cash tax benefit. As of September 30, 2019, our conclusions on whether we are more likely than not to realize all of our federal tax attributes and certain portions of our state tax attributes remain consistent with our fiscal 2018 determinations. For fiscal 2019, a number of additional positive and negative factors were considered as part of our analysis. The negative factors for fiscal 2019 included current period operating losses, primarily a result of impairments recorded on a number of long held assets in our California submarkets and a loss on debt extinguishment charge in the fourth quarter. The positive factors included a recovery in housing demand throughout the year that resulted in backlog levels consistent with prior year, interest savings from our newly issued debt, a new multi-year debt reduction strategy, and additional changes in our taxable income as we continue to account for the changes to the tax code under the Tax Cuts and Jobs Act and the related state impacts. These analyses, while rooted in actual Company performance, are highly subjective and rely on certain estimates, including forecasts, which could be very different from actual results.

We experienced an “ownership change” as defined in Section 382 of the Internal Revenue Code (Section 382) as of January 12, 2010. Section 382 contains rules that limit the ability of a company that undergoes an “ownership change” to utilize its net operating loss carryforward and certain built-in losses or deductions recognized during the five-year period after the ownership change. Therefore, our ability to utilize our pre-ownership change net operating loss (NOL) carryforwards and certain recognized built-in losses or deductions is substantially limited by Section 382. There can be no assurance that another ownership change, as defined in the tax law, will not occur. If another “ownership change” occurs, a new annual limitation on the utilization of net operating losses would be determined as of that date. This limitation, should one be required in the future, is subject to assumptions and estimates that could differ from actual results.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to a number of market risks in the ordinary course of business. Our primary market risk exposure relates to fluctuations in interest rates. We do not believe that our exposure in this area is material to our cash flows or results of operations. As of September 30, 2019, our Junior Subordinated Notes were our only variable-rate debt outstanding. A one percent increase in the interest rate for these notes would result in an increase of our interest expense by approximately \$1.0 million over the next twelve-month period. The estimated fair value of our fixed rate debt as of September 30, 2019 was \$1.12 billion, compared to a carrying value of \$1.11 billion. The effect of a hypothetical one-percentage point decrease in our estimated discount rates would increase the estimated fair value of the fixed rate debt instruments from \$1.12 billion to \$1.18 billion as of September 30, 2019.

Item 8. Financial Statements and Supplementary Data

**BEAZER HOMES USA, INC.
CONSOLIDATED BALANCE SHEETS**

<i>in thousands (except share and per share data)</i>	September 30, 2019	September 30, 2018
ASSETS		
Cash and cash equivalents	\$ 106,741	\$ 139,805
Restricted cash	16,053	13,443
Accounts receivable (net of allowance of \$304 and \$378, respectively)	26,395	24,647
Income tax receivable	4,935	—
Owned inventory	1,504,248	1,692,284
Investments in unconsolidated entities	3,962	4,035
Deferred tax assets, net	246,957	213,955
Property and equipment, net	27,421	20,843
Goodwill	11,376	9,751
Other assets	9,556	9,339
Total assets	<u>\$ 1,957,644</u>	<u>\$ 2,128,102</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Trade accounts payable	\$ 131,152	\$ 126,432
Other liabilities	109,429	126,389
Total debt (net of premium of \$0 and \$2,640, respectively, and debt issuance costs of \$12,470 and \$14,336, respectively)	<u>1,178,309</u>	<u>1,231,254</u>
Total liabilities	<u>1,418,890</u>	<u>1,484,075</u>
Stockholders' equity:		
Preferred stock (par value \$0.01 per share, 5,000,000 shares authorized, no shares issued)	—	—
Common stock (par value \$0.001 per share, 63,000,000 shares authorized, 30,933,110 issued and outstanding and 33,522,046 issued and outstanding, respectively)	31	34
Paid-in capital	854,275	880,025
Accumulated deficit	(315,552)	(236,032)
Total stockholders' equity	<u>538,754</u>	<u>644,027</u>
Total liabilities and stockholders' equity	<u>\$ 1,957,644</u>	<u>\$ 2,128,102</u>

See accompanying notes to consolidated financial statements.

BEAZER HOMES USA, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

<i>in thousands (except per share data)</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Total revenue	\$ 2,087,739	\$ 2,107,133	\$ 1,916,278
Home construction and land sales expenses	1,773,085	1,755,619	1,600,969
Inventory impairments and abandonments	148,618	6,499	2,445
Gross profit	166,036	345,015	312,864
Commissions	79,802	81,002	74,811
General and administrative expenses	161,371	168,658	161,906
Depreciation and amortization	14,759	13,807	14,009
Operating (loss) income	(89,896)	81,548	62,138
Equity in income of unconsolidated entities	404	34	371
Loss on extinguishment of debt, net	(24,920)	(27,839)	(12,630)
Other expense, net	(2,226)	(4,305)	(15,230)
(Loss) income from continuing operations before income taxes	(116,638)	49,438	34,649
(Benefit) expense from income taxes	(37,217)	94,484	2,696
(Loss) income from continuing operations	(79,421)	(45,046)	31,953
Loss from discontinued operations, net of tax	(99)	(329)	(140)
Net (loss) income	\$ (79,520)	\$ (45,375)	\$ 31,813
Weighted-average number of shares:			
Basic	30,617	32,141	31,952
Diluted	30,617	32,141	32,426
Basic (loss) income per share:			
Continuing operations	\$ (2.59)	\$ (1.40)	\$ 1.00
Discontinued operations	(0.01)	(0.01)	—
Total	\$ (2.60)	\$ (1.41)	\$ 1.00
Diluted (loss) income per share:			
Continuing operations	\$ (2.59)	\$ (1.40)	\$ 0.99
Discontinued operations	(0.01)	(0.01)	—
Total	\$ (2.60)	\$ (1.41)	\$ 0.99

See accompanying notes to consolidated financial statements.

BEAZER HOMES USA, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

<i>in thousands</i>	Common Stock		Paid in Capital	Accumulated Deficit	Total
	Shares	Amount			
Balance as of September 30, 2016	33,071	\$ 33	\$ 865,290	\$ (222,470)	\$ 642,853
Net income and comprehensive income	—	—	—	31,813	31,813
Amortization of nonvested stock awards	—	—	8,164	—	8,164
Exercises of stock options	2	—	24	—	24
Shares issued under employee stock plans, net	536	1	—	—	1
Forfeiture of restricted stock	(61)	—	—	—	—
Common stock redeemed for tax liability	(32)	—	(415)	—	(415)
Balance as of September 30, 2017	33,516	\$ 34	\$ 873,063	\$ (190,657)	\$ 682,440
Net loss and comprehensive loss	—	—	—	(45,375)	(45,375)
Amortization of nonvested stock awards	—	—	10,258	—	10,258
Exercises of stock options	8	—	64	—	64
Shares issued under employee stock plans, net	443	—	—	—	—
Forfeiture of restricted stock	(216)	—	—	—	—
Common stock redeemed for tax liability	(229)	—	(3,378)	—	(3,378)
Other activity	—	\$ —	\$ 18	\$ —	\$ 18
Balance as of September 30, 2018	33,522	\$ 34	\$ 880,025	\$ (236,032)	\$ 644,027
Net loss and comprehensive loss	—	—	—	(79,520)	(79,520)
Amortization of nonvested stock awards	—	—	10,526	—	10,526
Exercises of stock options	32	—	314	—	314
Shares issued under employee stock plans, net	917	—	—	—	—
Forfeiture of restricted stock	(68)	—	—	—	—
Common stock redeemed for tax liability	(185)	—	(1,969)	—	(1,969)
Share repurchases	(3,285)	(3)	(34,621)	—	(34,624)
Balance as of September 30, 2019	<u>30,933</u>	<u>\$ 31</u>	<u>\$ 854,275</u>	<u>\$ (315,552)</u>	<u>\$ 538,754</u>

See accompanying notes to consolidated financial statements.

BEAZER HOMES USA, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Cash flows from operating activities:			
Net (loss) income	\$ (79,520)	\$ (45,375)	\$ 31,813
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation and amortization	14,759	13,807	14,009
Stock-based compensation expense	10,526	10,258	8,159
Inventory impairments and abandonments	148,618	6,949	2,445
Deferred and other income tax (benefit) expense	(37,245)	93,935	678
Write-off of deposit on legacy land investment	—	—	2,700
Gain on sale of fixed assets	(232)	(351)	(294)
Change in allowance for doubtful accounts	(74)	48	(24)
Equity in income of unconsolidated entities	(403)	(127)	(401)
Cash distributions of income from unconsolidated entities	408	331	171
Loss on extinguishment of debt, net	24,920	27,839	12,630
Changes in operating assets and liabilities:			
(Increase) decrease in accounts receivable	(1,674)	11,875	16,927
Decrease in income tax receivable	—	88	204
Decrease (increase) in inventory	42,927	(95,809)	41,911
Decrease (increase) in other assets	323	(1,300)	(168)
Increase (decrease) in trade accounts payable	4,720	17,492	(690)
(Decrease) increase in other liabilities	(14,418)	15,178	(25,208)
Net cash provided by operating activities	113,635	54,838	104,862
Cash flows from investing activities:			
Capital expenditures	(21,356)	(17,020)	(12,440)
Proceeds from sale of fixed assets	251	370	297
Acquisition, net of cash acquired	(4,088)	(57,253)	—
Investments in unconsolidated entities	—	(421)	(3,261)
Return of capital from unconsolidated entities and marketable securities	68	176	1,621
Net cash used in investing activities	(25,125)	(74,148)	(13,783)
Cash flows from financing activities:			
Repayment of debt	(576,548)	(522,465)	(274,436)
Proceeds from issuance of new debt	500,000	400,000	250,000
Repayment of borrowings from credit facility	(425,000)	(225,000)	(25,000)
Borrowings from credit facility	425,000	225,000	25,000
Debt issuance costs	(6,137)	(6,272)	(4,919)
Repurchase of common stock	(34,624)	—	—
Tax payments for stock-based compensation awards	(1,969)	(3,378)	(415)
Stock option exercises	314	64	24
Net cash used in financing activities	(118,964)	(132,051)	(29,746)
(Decrease) increase in cash, cash equivalents, and restricted cash	(30,454)	(151,361)	61,333
Cash, cash equivalents, and restricted cash at beginning of period	153,248	304,609	243,276
Cash, cash equivalents, and restricted cash at end of period	\$ 122,794	\$ 153,248	\$ 304,609

See accompanying notes to consolidated financial statements.

BEAZER HOMES USA, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Description of Business

Beazer Homes USA, Inc. (“we,” “us,” “our,” “Beazer,” “Beazer Homes” and the “Company”) is a geographically diversified homebuilder with active operations in 13 states within three geographic regions in the United States: the West, East and Southeast.

Our homes are designed to appeal to homeowners at different price points across various demographic segments, and are generally offered for sale in advance of their construction. Our objective is to provide our customers with homes that incorporate extraordinary value and quality, while seeking to maximize our return on invested capital over the course of a housing cycle.

(2) Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation and Consolidation

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP), and present the consolidated financial position, income, stockholders' equity, and cash flows of Beazer Homes USA, Inc. and its consolidated subsidiaries. Intercompany transactions and balances have been eliminated in consolidation. Our net (loss) income is equivalent to our comprehensive (loss) income, so we have not presented a separate statement of comprehensive loss (income).

In the past, we have discontinued homebuilding operations in various markets. Results from certain of these exited markets are reported as discontinued operations in the accompanying consolidated statements of operations for all periods presented (see Note 20 for a further discussion of our discontinued operations).

Our fiscal year 2019 began on October 1, 2018 and ended on September 30, 2019. Our fiscal year 2018 began on October 1, 2017 and ended on September 30, 2018. Our fiscal year 2017 began on October 1, 2016 and ended on September 30, 2017.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make informed estimates and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. Accordingly, actual results could differ from these estimates.

Business Combinations

The Company accounts for acquisitions in accordance with ASC 805, Business Combinations, by allocating the purchase price of the business to assets acquired and liabilities assumed based upon management's estimates of fair values as of the acquisition date. Any excess purchase price over the estimated fair value of net assets acquired is recorded as goodwill, which is assigned to applicable reporting units based on expected revenues. The fair value estimation process includes analyses based on income and market approaches. Significant judgment is often required in estimating the fair value of assets acquired, particularly inventory and intangible assets. These estimates and assumptions are based on historical experience, information obtained from the management of the acquired companies, and the Company's judgment about the significant assumptions that market participants would use when determining fair value. The estimates and assumptions are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill, are recorded in the reporting period in which the adjustment amounts are determined. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded in our results of operations in the reporting period such adjustments are made.

On July 13, 2018, the Company acquired substantially all of the assets, operations, and certain assumed liabilities of Venture Homes, a leading private homebuilder in the Atlanta market, for a purchase price of \$61.3 million, net of cash acquired. The acquired assets consisted of more than 1,100 total owned or controlled lots within 27 single-family communities in the greater Atlanta metropolitan area. The acquired lots included a backlog of 48 homes and 6 model homes. The acquired assets and liabilities were recorded at their estimated fair values and resulted in inventory of \$55.2 million and goodwill of \$11.4 million, and other assets of \$0.4 million as well as accounts payable of \$5.5 million and other liabilities of \$0.2 million.

Cash and Cash Equivalents and Restricted Cash

We consider highly liquid investments with maturities of three months or less when acquired to be cash equivalents. As of September 30, 2019, the majority of our cash and cash equivalents were on demand deposits with major banks. These assets were valued at par and had no withdrawal restrictions. Restricted cash includes cash restricted by state law or a contractual requirement, including cash collateral for our outstanding cash-secured letters of credit (refer to Note 8).

Accounts Receivable and Allowance

Accounts receivable include escrow deposits to be received from title companies associated with closed homes, receivables from municipalities related to the development of utilities or other infrastructure, insurance recovery receivables, rebates to be received from our suppliers and other miscellaneous receivables. Generally, we receive cash from title companies within a few days of the home being closed. We regularly review our receivable balances for collectibility and record an allowance against any receivable for which collectibility is deemed to be uncertain.

Inventory

Owned inventory consists solely of residential real estate developments. Inventory includes land acquisition costs, land development costs, home construction costs, capitalized interest, real estate taxes, direct overhead costs and capitalized indirect costs incurred during land development and home construction, and common costs that benefit the entire community, less impairments, if any. Land acquisition, land development and other common costs (both incurred and estimated to be incurred) are allocated to individual lots on a pro-rata basis, and the cost of individual lots is transferred to homes under construction when home construction begins. Home construction costs are accumulated on a per-home basis. Cost of home closings includes the specific construction costs of the home and the allocated lot costs. Any changes to the estimated total development costs of a community or phase are allocated to the remaining homes to be closed in the community or phase.

Land not owned under option agreements, if outstanding, represents the value of land under option agreements with a variable interest entity (VIE) where the Company is deemed to be the primary beneficiary of the VIE. VIEs are entities in which (1) equity investors do not have a controlling financial interest and/or (2) the entity is unable to finance its activities without additional subordinated financial support from other parties (refer to section below entitled “Land Not Owned Under Option Agreements” for a further discussion of VIEs). In addition, when our deposits and pre-acquisition development costs exceed certain thresholds, we record the remaining purchase price of the lots as consolidated inventory not owned and obligations related to consolidated inventory not owned on our consolidated balance sheets. Refer to Note 5 for a further discussion and detail of our inventory balance.

Inventory Valuation - Projects in Progress

Our homebuilding inventories that are accounted for as held for development (projects in progress) include land and home construction assets grouped together as communities. Homebuilding inventories held for development are stated at cost (including home construction costs, direct overhead costs, capitalized indirect costs, capitalized interest, real estate taxes and allocated lot costs) unless facts and circumstances indicate that the carrying value of the assets may not be recoverable. We assess these assets no less than quarterly for recoverability. Generally, upon the commencement of land development activities, it may take three to five years (depending on, among other things, the size of the community and its sales pace) to fully develop, sell, construct and close all the homes in a typical community. Recoverability of assets is measured by comparing the carrying amount of an asset to future undiscounted cash flows expected to be generated by the asset. If the expected undiscounted cash flows generated are less than its carrying amount, an impairment charge is recorded to write down the carrying amount of such asset to its estimated fair value based on discounted cash flows.

When conducting our community level review for the recoverability of our homebuilding inventory related to projects in progress, we establish a quarterly “watch list” of communities that carry profit margins in backlog or in our forecast that are below a minimum threshold of profitability, as well as recent closings that have gross margins less than a specified threshold. In our experience, this threshold represents a level of profitability that may be an indicator of conditions that would require further asset recoverability assessment. Each identified community is first evaluated qualitatively to determine if there are temporary factors driving the low profitability levels. Following our qualitative evaluation, communities with more than ten homes remaining to close are subjected to substantial additional financial and operational analyses and review that consider the competitive environment and other factors contributing to profit margins below our watch list threshold. For communities where the current competitive and market dynamics indicate that these factors may be other than temporary, which may call into question the recoverability of our investment, a formal impairment analysis is performed. The formal impairment analysis consists of both qualitative competitive market analyses and a quantitative analysis reflecting market and asset specific information.

Our qualitative competitive market analyses include site visits to new home communities of our competitors and written community-level competitive assessments. A competitive assessment consists of a comparison of our specific community with its competitor communities, considering square footage of homes offered, amenities offered within the homes and the communities, location, transportation availability and school districts, among other relevant attributes. In addition, we review the pace of monthly home sales of our competitor communities in relation to our specific community. We also review other factors, such as the target buyer and the macro-economic characteristics that impact the performance of our asset, including unemployment and the availability of mortgage financing, among other things. Based on this qualitative competitive market analysis, adjustments to our sales prices may be required in order to make our communities competitive. We incorporate these adjusted prices in our quantitative analysis for the specific community.

The quantitative analyses compare the projected future undiscounted cash flows for each such community with its current carrying value. This undiscounted cash flow analysis requires important assumptions regarding the location and mix of house plans to be sold, current and future home sale prices and incentives for each plan, current and future construction costs for each plan and the pace of monthly sales to occur today and into the future.

There is uncertainty associated with preparing the undiscounted cash flow analyses because future market conditions will almost certainly be different, either better or worse, than current conditions. The single most important input to the cash flow analysis is current and future home sales prices for a specific community. The risk of over or under-stating any of the important cash flow variables, including home prices, is greater with longer-lived communities and within markets that have historically experienced greater home price volatility. To address these risks, we consider some home price and construction cost appreciation in future years for certain communities that are expected to be selling for more than three years and/or if the market has typically exhibited high levels of price volatility. Absent these assumptions on cost and sales price appreciation, we believe the long-term cash flow analysis would be unrealistic and would serve to artificially improve expected future profitability. Finally, we also ensure that the monthly sales absorptions, including historical seasonal differences of our communities and those of our competitors, used in our undiscounted cash flow analyses are realistic, considering our development schedules and comparing to those achieved by our competitors for the comparable communities.

If the aggregate undiscounted cash flows from our quantitative analyses are in excess of the carrying value, the asset is considered to be recoverable and is not impaired. If the aggregate undiscounted cash flows are less than the carrying value, we perform a discounted cash flow analysis to determine the fair value of the community. The fair value of the community is estimated based on the present value of the estimated future cash flows using discount rates commensurate with the risk associated with the underlying community assets. The discount rate used may be different for each community. The factors considered when determining an appropriate discount rate for a community include, among others: (1) community specific factors such as the number of lots in the community, the status of land development in the community and the competitive factors influencing the sales performance of the community and (2) overall market factors such as employment levels, consumer confidence and the existing supply of new and used homes for sale. If the determined fair value is less than the carrying value of the specific asset, the asset is considered not recoverable and is written down to its fair value. The carrying value of assets in communities that were previously impaired and continue to be classified as projects in progress is not increased for future estimates of increases in fair value in future reporting periods. However, market deterioration that exceeds our initial estimates may lead us to incur impairment charges on previously impaired homebuilding assets, in addition to homebuilding assets not currently impaired but for which indicators of impairment may arise if markets deteriorate.

Asset Valuation - Land Held for Future Development

For those communities that have been idled (land held for future development), all applicable carrying costs, such as interest and real estate taxes, are expensed as incurred, and the inventory is stated at cost unless facts and circumstances indicate that the carrying value of the assets may not be recoverable, such as the future enactment of a development plan or the occurrence of outside events. We evaluate the potential plans for each community in land held for future development if changes in facts and circumstances occur that would give rise to a more detailed analysis for a change in the status of a community.

Asset Valuation - Land Held for Sale

We record assets held for sale at the lower of the asset's carrying value or fair value less costs to sell. The following criteria are used to determine if land is held for sale:

- management has the authority and commits to a plan to sell the land;
- the land is available for immediate sale in its present condition;
- there is an active program to locate a buyer and the plan to sell the property has been initiated;

- the sale of the land is probable within one year;
- the property is being actively marketed at a reasonable sale price relative to its current fair value; and
- it is unlikely that the plan to sell will be withdrawn or that significant changes to the plan will be made.

Additionally, in certain circumstances, such as a change in strategy, management will re-evaluate the best use of an asset that is currently being accounted for as held for development. In such instances, management will review, among other things, the current and projected competitive circumstances of the community, including the level of supply of new and used inventory, the level of sales absorptions by us and our competition, the level of sales incentives required and the number of owned lots remaining in the community. If, based on this review, we believe that the best use of the asset is the sale of all or a portion of the asset in its current condition, then all or portions of the community are accounted for as held for sale if the foregoing criteria have been met as of the end of the applicable reporting period.

In determining the fair value of the assets less cost to sell, we consider factors including current sales prices for comparable assets in the area, recent market analysis studies, appraisals, any recent legitimate offers and listing prices of similar properties. If the estimated fair value less cost to sell of an asset is less than its current carrying value, the asset is written down to its estimated fair value less cost to sell.

Land Not Owned Under Option Agreements

In addition to purchasing land directly, we utilize lot option agreements that enable us to defer acquiring portions of properties owned by third parties and unconsolidated entities until we have determined whether to exercise our lot option. The majority of our lot option contracts require a non-refundable cash deposit or irrevocable letter of credit based on a percentage of the purchase price of the land for the right to acquire lots during a specified period at a specified price. Purchase of the properties under these agreements is contingent upon satisfaction of certain requirements by us and the sellers. Under lot option contracts, our liability is generally limited to forfeiture of the non-refundable deposits, letters of credit and other non-refundable amounts incurred. If the Company cancels a lot option agreement, it would result in a write-off of the related deposits and pre-acquisition costs, but would not expose the Company to the overall risks or losses of the applicable entity we are purchasing from.

In accordance with GAAP, if the entity holding the land under option is a VIE, the Company's deposit represents a variable interest in that entity. To determine whether we are the primary beneficiary of the VIE, we are first required to evaluate whether we have the ability to control the activities of the VIE that most significantly impact its economic performance. Such activities include, but are not limited to, (1) the ability to determine the budget and scope of land development work, if any; (2) the ability to control financing decisions for the VIE; (3) the ability to acquire additional land into the VIE or dispose of land in the VIE not under contract with Beazer; and (4) the ability to change or amend the existing option contract with the VIE. If we are not determined to control such activities, we are not considered the primary beneficiary of the VIE and thus do not consolidate the VIE. If we do have the ability to control such activities, we will continue our analysis by determining if we are expected to absorb a potentially significant amount of the VIE's losses or, if no party absorbs the majority of such losses, if we will benefit from potentially a significant amount of the VIE's expected gains.

If we are the primary beneficiary of the VIE, we will consolidate the VIE even though creditors of the VIE have no recourse against the Company. For those we consolidate, we record the remaining contractual purchase price under the applicable lot option agreement, net of cash deposits already paid, to land not owned under option agreements with an offsetting increase to obligations related to land not owned under option agreements on our consolidated balance sheets. Also, to reflect the total purchase price of this inventory on a consolidated basis, we present the related option deposits as land not owned under option agreement. Consolidation of these VIEs has no impact on the Company's statements of operations or cash flows.

Investments in Unconsolidated Entities

We participate in a number of joint ventures and other investments in which we have less than a controlling interest. We enter into the majority of these investments with land developers, other homebuilders and financial partners to acquire attractive land positions, to manage our risk profile and to leverage our capital base. The land positions are developed into finished lots for sale to the unconsolidated entity's members or other third parties. We recognize our share of equity in income (loss) and profits (losses) from the sale of lots to other buyers. Our share of profits from lots we purchase from the unconsolidated entities is deferred and treated as a reduction of the cost of the land purchased from the unconsolidated entity. Such profits are subsequently recognized at the time the home closes and title passes to the homebuyer. We evaluate our investments in unconsolidated entities for impairment during each reporting period. A series of operating losses of an investee or other factors may indicate that a decrease in the value of our investment in the unconsolidated entity has occurred that is other-than-temporary. The amount of impairment recognized is the excess of the investment's carrying value over its estimated fair value. Our unconsolidated entities typically obtain secured acquisition, development and construction financing. We account for our interest in unconsolidated entities under the equity method. For additional discussion of these entities, refer to Note 4.

Property and Equipment, Net

Our property and equipment is recorded at cost, net of accumulated depreciation. Depreciation is computed on a straight-line basis based on estimated useful lives as follows:

<u>Asset Class</u>	<u>Useful Lives</u>
Buildings	25 - 30 years
Information systems	Lesser of estimated useful life of the asset or 5 years
Furniture, fixtures and computer and office equipment	3 - 7 years
Model and sales office improvements	Lesser of estimated useful life of the asset or estimated life of the community
Leasehold improvements	Lesser of the lease term or the estimated useful life of the asset

Goodwill

Goodwill represents the excess of the purchase price over the fair value of the identifiable net assets from the businesses that we acquire. The Company's entire goodwill balance as of September 30, 2019 and 2018 is related to the Venture Homes acquisition that occurred during fiscal 2018. The Company evaluates goodwill for impairment at the reporting unit level annually or more often if indicators of impairment exist.

The Company has the option to perform a qualitative assessment to determine whether further impairment testing is necessary or to perform a quantitative assessment to determine whether the fair value of a reporting unit exceeds its carrying value. In January 2017, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment* (ASU 2017-04), which eliminates Step 2 from the goodwill impairment test. The Company elected to early adopt ASU 2017-04 using the required prospective approach and apply a one-step quantitative test. The combination of the income approach, utilizing the discounted cash flow method, and the market approach, utilizing readily available market valuation multiples, is used to estimate the fair value of the reporting unit. If through a quantitative analysis the Company concludes that the fair value of the reporting unit is less than its carrying value, an impairment will be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value. The Company performed its annual goodwill impairment analysis during the fourth quarter of 2019 and determined that the fair value of the reporting unit exceeds its carrying amount. As such, no impairment was recorded.

Determining the fair value of a reporting unit under the quantitative goodwill impairment test requires the Company to make estimates and assumptions regarding future operating results, cash flows (including timing), discount rates, expected growth rates, capital expenditures and cost of capital, similar to those a market participant would use to assess fair value. We also make certain assumptions about future economic conditions and other data. Many of the factors used in assessing fair value are outside the control of management, and these assumptions and estimates may change in future periods.

Other Assets

Our other assets principally include prepaid expenses and assets related to our deferred compensation plan (refer to Note 15 for a discussion of our deferred compensation plan).

Other Liabilities

Our other liabilities principally include accrued warranty expense, accrued interest on our outstanding borrowings, customer deposits, income tax liabilities and other accruals related to our operations. Refer to Note 12 for a detail of our other liabilities.

Income Taxes

Our provision for income taxes is comprised of taxes that are currently payable and deferred taxes that relate to temporary differences between financial reporting carrying values and tax bases of assets and liabilities. Deferred tax assets and liabilities result from deductible or taxable amounts in future years when such assets and liabilities are recovered or settled, and are measured using the enacted tax rates and laws that are expected to be in effect when the assets and liabilities are recovered or settled. We include any estimated interest and penalties on tax related matters in income taxes payable. We recognize the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition of measurement are recorded in the period in which the change in judgment occurs. We record interest and penalties related to unrecognized tax benefits in income tax expense. For a discussion of our evaluation of and accounting for valuation allowances, refer to Note 13.

Our income tax receivable includes the refundable portion of our alternative minimum tax credit. The alternative minimum tax credit became a refundable credit when the alternative minimum tax was eliminated with the enactment of the Tax Cuts and Jobs Act on December 22, 2017. We will make claims for half of our remaining balance on each of our next three tax returns beginning with our fiscal 2019, until all remaining credits are refunded in the fourth year.

Revenue Recognition

We recognize revenue upon the transfer of promised goods to our customers in an amount that reflects the consideration to which we expect to be entitled by applying the following five-step process specified in Accounting Standards Codification Topic 606.

- Identify the contract(s) with a customer
- Identify the performance obligations
- Determine the transaction price
- Allocate the transaction price
- Recognize revenue when the performance obligations are met

<i>in thousands</i>	Fiscal Year Ended		
	September 30,		
	2019	2018	2017
Homebuilding revenue	\$ 2,077,245	\$ 2,077,360	\$ 1,895,855
Land sales and other revenue	10,494	29,773	20,423
Total revenue ^(a)	\$ 2,087,739	\$ 2,107,133	\$ 1,916,278

^(a) Please see Note 18 for total revenue disaggregated by reportable segment.

Homebuilding revenue

Homebuilding revenue is reported net of any discounts and incentives and is generally recognized when title to and possession of the home are transferred to the buyer at the closing date. The performance obligation to deliver the home is generally satisfied in less than one year from the original contract date. Home sale contract assets consist of cash from home closings held in escrow for our benefit, typically for less than five days, and are considered deposits in-transit and classified as cash. Contract liabilities include customer deposits related to sold but undelivered homes and totaled \$11.5 million and \$14.9 million as of September 30, 2019 and September 30, 2018, respectively. Of the customer liabilities outstanding as of September 30, 2018, \$13.5 million was recognized in revenue during the year ended September 30, 2019, upon closing of the related homes, and \$1.3 million was refunded to or forfeited by the buyer. The remaining balance of \$0.1 million remains included within customer deposits as of September 30, 2019.

Land sales and other revenue

Land sales revenue relates to land that does not fit within our homebuilding programs and strategic plans. Land sales typically require cash consideration on the closing date, which is generally when performance obligations are satisfied. In some periods, we also have other revenue related to broker fees as well as fees received for general contractor services that we perform on behalf of third parties. Revenue for broker and general contractor services are typically immaterial and are generally recognized as performance obligations are satisfied.

Home Construction Expenses

Home construction expenses includes the specific construction costs of the home and the allocated lot costs (land acquisition, land development and other common costs are allocated to individual lots on a pro-rata basis based on the number of lots remaining to close). All home closing costs are charged to home construction expenses in the period when the revenues from home closing are recognized.

Sales discounts and incentives include cash discounts, discounts on home building options, option upgrades and seller-paid financing or closing costs. Cash discounts are accounted for as a reduction in the sale price of the home, thereby decreasing the amount of revenue we recognize on that closing. All sales incentives other than cash discounts are recognized as a cost of selling the home and are included in home construction expenses.

Estimated future warranty costs are charged to home construction expense in the period when the revenues from home closings are recognized. Such estimated warranty costs generally range from 0.3% to 1.3% of total revenue recognized for each home closed. Additional warranty costs are charged to home construction expenses as necessary based on management's estimate of the costs to remediate existing claims. See Note 9 for a more detailed discussion of warranty costs and related reserves.

Advertising Costs

Advertising costs related to continuing operations of \$17.9 million, \$17.6 million, and \$17.5 million for our fiscal years 2019, 2018 and 2017, respectively, were expensed as incurred and were included in general and administrative (G&A) expenses.

Fair Value Measurements

Certain of our assets are required to be recorded at fair value on a recurring basis; the fair value of our deferred compensation plan assets are based on market-corroborated inputs (level 2). Certain of our assets are required to be recorded at fair value on a non-recurring basis when events and circumstances indicate that the carrying value may not be recovered (level 3). For example, we review our long-lived assets, including inventory, for recoverability when factors indicate an impairment may exist, but no less than quarterly. Fair value is based on estimated cash flows discounted for market risks associated with the long-lived assets. The fair value of certain of our financial instruments approximates their carrying amounts due to the short maturity of these assets and liabilities or the variable interest rates on such obligations. The fair value of our publicly-held debt is generally estimated based on quoted bid prices for these instruments (level 2). Certain of our other financial instruments are estimated by discounting scheduled cash flows through maturity or using market rates currently being offered on loans with similar terms and credit quality. The fair value of our investments in unconsolidated entities is determined primarily using a discounted cash flow model to value the underlying net assets of the respective entities. See Note 10 for additional discussion of our fair value measurements.

Stock-Based Compensation

We use the Black-Scholes model to value our stock option grants. Other stock-based awards with only performance conditions granted to employees are valued based on the market price of the common stock on the date of the grant. Stock-based awards with market conditions granted to employees are valued using the Monte Carlo valuation method. Any portion of our stock-based awards that can be settled in cash is initially valued based on the market price of the underlying common stock on the date of the grant, and is adjusted to fair value until vested and recorded as a liability on our consolidated balance sheets. On the date of grant, we estimate forfeitures in calculating the expense related to stock-based compensation. In addition, we reflect the benefits of tax deductions in excess of recognized compensation cost as an operating cash outflow. Compensation cost arising from all stock-based compensation awards is recognized as expense using the straight-line method over the vesting period and is included in G&A in our consolidated statements of operations. See Note 16 for additional discussion of our stock-based compensation.

Recent Accounting Pronouncements

Revenue from Contracts with Customers. On October 1, 2018, we adopted Accounting Standards Codification (ASC) Topic 606, *Revenue from Contracts with Customers*, and ASC 340-40, *Other Assets and Deferred Costs - Contracts with Customers*, collectively referred to as ASC 606. ASC 606 provides a new model for accounting for revenue arising from contracts with customers that supersedes most revenue recognition guidance. Under the new guidance, entities are required to recognize revenue at an amount that reflects the consideration to which the entity expects to be entitled upon transferring control of goods or services to a customer. As part of our adoption of ASC 606, we applied the modified retrospective method to contracts that were not completed as of October 1, 2018. Further, results for reporting periods beginning on or after October 1, 2018 are presented under ASC 606, while prior period amounts were not adjusted and continue to be reported under the previous accounting standards. The adoption of ASC 606 had no impact on opening retained earnings and did not materially affect the amount or timing of our revenue.

Leases. In February 2016, the FASB issued ASU 2016-02, *Leases* (ASU 2016-02). ASU 2016-02 requires lessees to record most leases on their balance sheets. The timing and classification of lease-related expenses for lessees will depend on whether a lease is determined to be an operating lease or a finance lease using updated criteria within ASU 2016-02. Operating leases will result in straight-line expense (similar to current operating leases), while finance leases will result in a front-loaded expense pattern (similar to current capital leases). Regardless of lease type, the lessee will recognize a right-of-use asset, representing the right to use the identified asset during the lease term, and a related lease liability, representing the present value of the lease payments over the lease term. The guidance within ASU 2016-02 will be effective for the Company's fiscal year beginning October 1, 2019. We have elected to apply the modified retrospective transition approach, so financial information will not be updated, and the disclosures required under the new standard will not be provided for dates and periods before October 1, 2019. We expect that this standard will have an effect on our consolidated balance sheet, but we do not expect any significant change to our consolidated statement of operations or cash flows. Upon adoption, we currently expect to recognize additional lease liabilities of approximately \$18.0 million based on the present value of the remaining minimum rental payments for existing leasing arrangements. The corresponding right of use (ROU) assets are expected to be the same amount as the lease liabilities, adjusted for accrued lease payments and remaining balance of lease incentives received. We also do not expect significant changes to our business processes, systems, or internal controls as a result of implementing the standard.

Statement of Cash Flows. In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments* (ASU 2016-15), which addresses specific classification issues and is intended to reduce diversity in current practice regarding the manner in which certain cash receipts and cash payments are presented and classified in the consolidated statements of cash flows. We adopted ASU 2016-15 on October 1, 2018. We applied the retrospective transition method upon adoption and reclassified \$24.6 million and \$9.0 million of payments for debt extinguishment costs from operating activities to financing activities within our consolidated statements of cash flows for the years ended September 30, 2018 and September 30, 2017, respectively.

Intangibles - Goodwill and Other. In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*. ASU 2017-04 eliminates Step 2 from the goodwill impairment test. This change will allow an entity to avoid calculating the implied fair value of goodwill by assigning the fair value of a reporting unit to all of its assets and liabilities as if that reporting unit had been acquired in a business combination, thus reducing the cost and complexity of evaluating goodwill for impairment. The Company elected to early adopt this amendment using the required prospective approach, effective the fourth quarter of fiscal 2019. The adoption of this ASU did not have a material impact on the Company's consolidated financial statements. No impairment was recorded as of September 30, 2019.

Fair Value Measurements. In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820) - Disclosure Framework* (ASU 2018-13). The updated guidance improves the disclosure requirements for fair value measurements. The updated guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted for any removed or modified disclosures. We are currently assessing the impact of adopting the updated provisions.

Internal Use Software. In August 2018, the FASB issued ASU 2018-15, *Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract* (ASU 2018-15). ASU 2018-15 aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. This new guidance will be effective for public companies for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the effect that the new guidance will have on its consolidated financial statements and related disclosures.

(3) Supplemental Cash Flow Information

The following table presents supplemental disclosure of non-cash and cash activity as well as a reconciliation of total cash balances between the consolidated balance sheets and consolidated statements of cash flows for the periods presented:

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Supplemental disclosure of non-cash activity:			
Non-cash land acquisitions ^(a)	\$ —	\$ —	\$ 14,651
Supplemental disclosure of cash activity:			
Interest payments	\$ 101,109	\$ 95,857	\$ 100,125
Income tax payments	766	607	1,616
Tax refunds received	12	162	351
Reconciliation of cash, cash equivalents and restricted cash:			
Cash and cash equivalents	\$ 106,741	\$ 139,805	\$ 292,147
Restricted cash	16,053	13,443	12,462
Total cash, cash equivalents, and restricted cash shown in the statement of cash flows	\$ 122,794	\$ 153,248	\$ 304,609

^(a) For the fiscal year ended September 30, 2019 and 2018, we did not have any non-cash land acquisitions. For the fiscal year ended September 30, 2017, non-cash land acquisitions were comprised of \$6.3 million related to non-cash seller financing and \$8.4 million in lot takedowns from one of our unconsolidated land development joint ventures.

(4) Investments in Unconsolidated Entities

Unconsolidated Entities

As of September 30, 2019, the Company participated in certain joint ventures and had investments in unconsolidated entities in which it had less than a controlling interest. The following table presents the Company's investment in these unconsolidated entities as well as the total equity and outstanding borrowings of these unconsolidated entities as of September 30, 2019 and September 30, 2018:

<i>in thousands</i>	September 30, 2019	September 30, 2018
Investment in unconsolidated entities	\$ 3,962	\$ 4,035
Total equity of unconsolidated entities	9,969	10,113
Total outstanding borrowings of unconsolidated entities	12,658	12,266

Equity in income from unconsolidated entity activities included in income from continuing operations is as follows for the periods presented:

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Income from unconsolidated entity activity	\$ 404	\$ 375	\$ 371
Impairment of unconsolidated entity investment	—	(341)	—
Equity in income of unconsolidated entities	\$ 404	\$ 34	\$ 371

No impairments for unconsolidated entities were recorded during the fiscal years ended September 30, 2019 and September 30, 2017. For the fiscal year ended September 30, 2018, we recorded a \$0.3 million impairment charge in the consolidated statements of operations related to an investment in an unconsolidated entity.

Guarantees. Historically, the Company's joint ventures typically obtained secured acquisition, development, and construction financing. In addition, the Company and its joint venture partners provided varying levels of guarantees of debt and other debt-related obligations for these unconsolidated entities. However, as of September 30, 2019 and September 30, 2018, the Company had no outstanding guarantees or other debt-related obligations related to our investments in unconsolidated entities.

The Company and its joint venture partners generally provide unsecured environmental indemnities to land development joint venture project lenders. These indemnities obligate the Company to reimburse the project lenders for claims related to environmental matters for which they are held responsible. During our fiscal years ended September 30, 2019 and 2018, the Company was not required to make any payments related to environmental indemnities.

In assessing the need to record a liability for these guarantees, the Company considers its historical experience in being required to perform under the guarantees, the fair value of the collateral underlying these guarantees, and the financial condition of the applicable unconsolidated entities. In addition, the fair value of the collateral of unconsolidated entities is monitored to ensure that the related borrowings do not exceed the specified percentage of the value of the property securing the borrowings. As of September 30, 2019, no liability was recorded for the contingent aspects of any guarantees that were determined to be reasonably possible but not probable.

(5) Inventory

The components of our owned inventory are as follows as of September 30, 2019 and September 30, 2018:

<i>in thousands</i>	September 30, 2019	September 30, 2018
Homes under construction	\$ 507,542	\$ 476,752
Development projects in progress	738,201	907,793
Land held for future development	28,531	83,173
Land held for sale	12,662	7,781
Capitalized interest	136,565	144,645
Model homes	80,747	72,140
Total owned inventory	<u>\$ 1,504,248</u>	<u>\$ 1,692,284</u>

Homes under construction include homes in various stages of construction and homes substantially finished and ready for delivery, including the allocated underlying lot costs. We had 238 (with a cost of \$82.2 million) and 240 (with a cost of \$84.8 million) substantially completed homes that were not subject to a sales contract (spec homes) as of September 30, 2019 and 2018, respectively.

Development projects in progress consist principally of land acquisition, land development and other common costs. These land related costs are allocated to individual lots on a pro-rata basis, and the lot costs are transferred to homes under construction when home construction begins for the respective lots. Certain of the fully developed lots in this category are reserved by a customer deposit or sales contract.

Land held for future development consists of communities for which construction and development activities are expected to occur in the future or have been idled and are stated at cost unless facts and circumstances indicate that the carrying value of the assets may not be recoverable. All applicable interest and real estate taxes on land held for future development are expensed as incurred.

Land held for sale includes land and lots that do not fit within our homebuilding programs and strategic plans in certain markets, and land is classified as held for sale once certain criteria are met (refer to Note 2). These assets are recorded at the lower of the carrying value or fair value less costs to sell.

The amount of interest we are able to capitalize depends on our qualified inventory balance, which considers the status of our inventory holdings. Our qualified inventory balance includes the majority of our homes under construction and development projects in progress but excludes land held for future development and land held for sale (see Note 6 for additional information on capitalized interest).

Total owned inventory by reportable segment is presented in the table below as of September 30, 2019 and September 30, 2018:

<i>in thousands</i>	Projects in Progress ^(a)	Land Held for Future Development	Land Held for Sale	Total Owned Inventory
September 30, 2019				
West Segment	\$ 723,094	\$ 3,483	\$ 5,160	\$ 731,737
East Segment	228,937	14,077	4,104	247,118
Southeast Segment	318,737	10,971	3,398	333,106
Corporate and unallocated ^(b)	192,287	—	—	192,287
Total	\$ 1,463,055	\$ 28,531	\$ 12,662	\$ 1,504,248
September 30, 2018				
West Segment	\$ 763,453	\$ 58,125	\$ —	\$ 821,578
East Segment	280,761	14,077	4,580	299,418
Southeast Segment	358,126	10,971	3,177	372,274
Corporate and unallocated ^(b)	198,990	—	24	199,014
Total	\$ 1,601,330	\$ 83,173	\$ 7,781	\$ 1,692,284

^(a) Projects in progress include homes under construction, development projects in progress, capitalized interest, and model home categories from the preceding table.

^(b) Projects in progress amount includes capitalized interest and indirect costs that are maintained within our Corporate and unallocated segment. Land held for sale amount includes parcels held by our discontinued operations.

Inventory Impairments

When conducting our community level review for the recoverability of inventory related to projects in progress, we establish a quarterly “watch list” comprised of communities that carry profit margins in backlog or in our forecast that are below a minimum threshold of profitability, as well as recent closings that have gross margins less than a specified threshold. Each community is first evaluated qualitatively to determine if there are temporary factors driving the low profitability levels. Following our qualitative evaluation, communities with more than ten homes remaining to close are subjected to additional financial and operational review that considers the competitive environment and other factors contributing to gross margins below our watch list threshold. Our assumptions about future home sales prices and absorption rates require significant judgment because the residential homebuilding industry is cyclical and is highly sensitive to changes in economic conditions. For certain communities, it may be prudent to reduce sales prices or further increase sales incentives in response to a variety of factors, including competitive market conditions in those specific submarkets for the product and locations of these communities. For communities where the current competitive and market dynamics indicate that assets may not be recoverable, a formal impairment analysis is performed. The formal impairment analysis consists of both qualitative considerations and quantitative analyses reflecting market and asset specific information.

As of September 30, 2019, we identified two communities through our watch list process based on the specified threshold, taking into consideration the remaining lots left to close. We performed further evaluation and determined the low profitability levels were temporary in nature. As such, no additional quantitative analysis (cash flow run out) was deemed necessary.

As of September 30, 2018, we identified four communities on our watch list as having potential indicators of impairment. Based on our evaluation performed, we determined it was necessary to subject two of the four communities to additional quantitative analysis. This additional analysis led to an impairment charge of \$1.0 million for one of these communities, principally due to a reduction in price taken that is other than temporary based on the competitive and market dynamics.

The table below presents, by reportable segment, details of the impairment charges taken on projects in progress for the periods presented:

\$ in thousands

Segment	Results of Discounted Cash Flow Analyses Prepared			
	# of Communities Impaired	# of Lots Impaired	Impairment Charge	Estimated Fair Value of Impaired Inventory at Time of Impairment
Year Ended September 30, 2019				
West	9	839	\$ 92,912	\$ 69,449
Southeast	1	15	858	1,367
Corporate and unallocated ^(a)	—	—	16,260	14,166
Total	10	854	\$ 110,030	\$ 84,982
Year Ended September 30, 2018				
Southeast	1	25	\$ 793	\$ 1,312
Corporate and unallocated ^(a)	—	—	212	—
Total	1	25	\$ 1,005	\$ 1,312
Year Ended September 30, 2017				
West	1	46	\$ 1,625	\$ 3,791
Corporate and unallocated ^(a)	—	—	68	—
Total	1	46	\$ 1,693	\$ 3,791

^(a) Amount represents the capitalized interest and indirect costs that were impaired. Capitalized interest and indirect costs are maintained within our Corporate and unallocated segment.

Impairments on land held for sale generally represent write downs of these properties to net realizable value and are based on current market conditions and our review of recent comparable transactions. Our assumptions related to land sales prices require significant judgment because the real estate market is highly sensitive to changes in economic conditions, and our estimates of sale prices could differ significantly from actual results.

From time-to-time, we also determine that the proper course of action with respect to a community is to not exercise an option and to write off the deposit securing the option takedown and the related pre-acquisition costs, as applicable. In determining whether to abandon lots or lot option contracts, our evaluation is primarily based upon the expected cash flows from the property. Additionally, in certain limited instances, we are forced to abandon lots due to permitting or other regulatory issues that do not allow us to build on those lots. If we intend to abandon or walk away from a property, we record a charge to earnings for the deposit amount and any related capitalized costs in the period such decision is made. Abandonment charges generally relate to our decision to abandon lots or not exercise certain option contracts that are not projected to produce adequate results, no longer fit with our long-term strategic plan or, in limited circumstances, are not suitable for building due to regulatory or environmental restrictions that are enacted.

The following table presents, by reportable segment, our total impairment and abandonment charges for the periods presented:

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Projects in Progress:			
West	\$ 92,912	\$ —	\$ 1,625
Southeast	858	793	—
Corporate and unallocated ^(a)	16,260	212	68
Total impairment charges on projects in progress	\$ 110,030	\$ 1,005	\$ 1,693
Land Held for Sale:			
West ^(b)	\$ 37,963	\$ —	\$ 94
East	—	168	470
Southeast	—	3,218	—
Corporate and unallocated ^(a)	625	2,108	—
Total impairment charges on land held for sale	\$ 38,588	\$ 5,494	\$ 564
Abandonments:			
East	\$ —	\$ —	\$ 188
Total abandonments charges	\$ —	\$ —	\$ 188
Total continuing operations	\$ 148,618	\$ 6,499	\$ 2,445
Discontinued Operations:			
Land Held for Sale	\$ —	\$ 450	\$ —
Total discontinued operations	\$ —	\$ 450	\$ —
Total impairment and abandonment charges	\$ 148,618	\$ 6,949	\$ 2,445

^(a) Amount represents the capitalized interest and indirect costs that were impaired. Capitalized interest and indirect costs are maintained within our Corporate and unallocated segment.

^(b) Land held for sale impairments during the year ended September 30, 2019 related to six communities representing 732 lots in California that were impaired in the second quarter of fiscal 2019. Two of these parcels were sold in the fourth quarter of fiscal 2019 for amounts approximately equal to their carrying costs. While steps to initiate planned sales of our remaining land held for sale assets have been taken, the timing of completion of such asset dispositions is unknown.

Valuation assumptions for communities tested for impairment are specific to each community. For projects in progress impaired during the periods presented, we determined the fair value of each community by discounting its estimated future cash flows at a rate commensurate with the risks inherent in the project. The discount rate used depends on the development stage and expected duration of the project, local market conditions, and other specific factors. The estimated future cash flows for each community were determined based on the expected pace of closings and average sales price of the community less expected costs for land acquisition and land development, direct construction, overhead, and interest. We determined the fair value of land held for sale assets impaired during the periods presented based on sales contracts, letters of intent, and recent comparable land sale transactions, as applicable. The assumptions used in the determination of fair value of both projects in progress and land held for sale communities are based on factors known to us at the time such estimates are made and our expectations of future operations and market conditions. Should the estimates or expectations used in determining estimated fair values deteriorate in the future, we may be required to recognize additional impairment charges and write-offs related to these assets, and such amounts could be material.

The table below presents the ranges or values of significant quantitative unobservable inputs we used in determining the fair value of the communities impaired during the periods presented:

Unobservable Inputs	Fiscal Year Ended September 30,		
	2019	2018	2017
Average selling price (in thousands)	\$ 350 - 615	\$ 356	\$ 405
Closings per community per month	1 - 4	1 - 6	1 - 4
Discount rate	14.7% - 16.8%	15.11%	12.83%

Lot Option Agreements and Variable Interest Entities (VIE)

As previously discussed, we also have access to land inventory through lot option contracts, which generally enable us to defer acquiring portions of properties owned by third parties and unconsolidated entities until we have determined whether to exercise our lot option. The majority of our lot option contracts require a non-refundable cash deposit or irrevocable letter of credit based on a percentage of the purchase price of the land for the right to acquire lots during a specified period at a specified price. Under lot option contracts, purchase of the properties is contingent upon satisfaction of certain requirements by us and the sellers. Our liability under option contracts is generally limited to forfeiture of the non-refundable deposits, letters of credit, and other non-refundable amounts incurred. We expect to exercise, subject to market conditions and seller satisfaction of contract terms, most of our remaining option contracts. Various factors, some of which are beyond our control, such as market conditions, weather conditions, and the timing of the completion of development activities, will have a significant impact on the timing of option exercises or whether lot options will be exercised at all.

The following table provides a summary of our interests in lot option agreements as of September 30, 2019 and September 30, 2018:

<i>in thousands</i>	Deposits & Non-refundable Pre-acquisition Costs Incurred	Remaining Obligation
<i>As of September 30, 2019</i>		
Unconsolidated lot option agreements	\$ 78,202	\$ 389,705
<i>As of September 30, 2018</i>		
Unconsolidated lot option agreements	\$ 72,191	\$ 383,150

(6) Interest

Interest capitalized during the fiscal years ended September 30, 2019, 2018, and 2017 was limited by the balance of inventory eligible for capitalization. The following table presents certain information regarding interest for the periods presented:

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Capitalized interest in inventory, beginning of period	\$ 144,645	\$ 139,203	\$ 138,108
Interest incurred	103,970	103,880	105,551
Capitalized interest impaired	(13,907)	(1,961)	(56)
Interest expense not qualified for capitalization and included as other expense ^(a)	(3,109)	(5,325)	(15,636)
Capitalized interest amortized to home construction and land sales expenses ^(b)	(95,034)	(91,152)	(88,764)
Capitalized interest in inventory, end of period	\$ 136,565	\$ 144,645	\$ 139,203

^(a) The amount of interest capitalized depends on the qualified inventory balance, which considers the status of the Company's inventory holdings. The qualified inventory balance includes the majority of homes under construction and development projects in progress but excludes land held for future development and land held for sale.

^(b) Capitalized interest amortized to home construction and land sales expenses varies based on the number of homes closed during the period and land sales, if any, as well as other factors.

(7) Property and Equipment

The following table presents our property and equipment as of September 30, 2019 and September 30, 2018:

<i>in thousands</i>	September 30, 2019	September 30, 2018
Model furnishings and sales office improvements	\$ 21,114	\$ 28,311
Information systems	15,045	13,183
Furniture, fixtures and office equipment	10,068	9,332
Leasehold improvements	5,136	4,388
Buildings and improvements	1,671	—
Property and equipment, gross	53,034	55,214
Less: Accumulated Depreciation	(25,613)	(34,371)
Property and equipment, net	\$ 27,421	\$ 20,843

(8) Borrowings

The Company's debt, net of premiums, discounts, and unamortized debt issuance costs consisted of the following as of September 30, 2019 and September 30, 2018:

<i>in thousands</i>	Maturity Date	September 30, 2019	September 30, 2018
Senior Unsecured Term Loan (Term Loan)	September 2022	\$ 150,000	\$ —
8 3/4% Senior Notes (2022 Notes)	March 2022	—	500,000
7 1/4% Senior Notes (2023 Notes)	February 2023	—	24,834
6 3/4% Senior Notes (2025 Notes)	March 2025	229,555	250,000
5 7/8% Senior Notes (2027 Notes)	October 2027	394,000	400,000
7 1/4% Senior Notes (2029 Notes)	October 2029	350,000	—
Unamortized debt premium, net		—	2,640
Unamortized debt issuance costs		(12,470)	(14,336)
Total Senior Notes, net		1,111,085	1,163,138
Junior Subordinated Notes (net of unamortized accretion of \$34,703 and \$36,770, respectively)	July 2036	66,070	64,003
Other Secured Notes Payable	Various Dates	1,154	4,113
Total debt, net		\$ 1,178,309	\$ 1,231,254

As of September 30, 2019, the future maturities of our borrowings were as follows:

Fiscal Year Ended September 30,	
<i>in thousands</i>	
2020	\$ 51,154
2021	50,000
2022	50,000
2023	—
2024	—
Thereafter	1,074,328
Total	\$ 1,225,482

Secured Revolving Credit Facility

The Secured Revolving Credit Facility (the Facility) provides working capital and letter of credit capacity. In September 2019, the Company executed a Seventh Amendment to the Facility. The Seventh Amendment (1) extends the termination date of the Facility from February 2021 to February 2022; (2) increases the maximum aggregate amount of commitments under the Facility, including borrowings and letters of credit, from \$210.0 million to \$250.0 million; and (3) increased the after-acquired exclusionary condition (as defined by the underlying Credit Agreement) from \$800 million to the product of the aggregate amount of the commitments multiplied by 4. The Facility is currently with four lenders.

The Facility allows us to issue letters of credit against the undrawn capacity. Subject to our option to cash collateralize our obligations under the Facility upon certain conditions, our obligations under the Facility are secured by liens on substantially all of our personal property and a significant portion of our owned real property. We also pledged approximately \$936.0 million of inventory assets to the Facility to collateralize potential future borrowings or letters of credit (in addition to the letters of credit already issued under the Facility). As of September 30, 2019, no borrowings and no letters of credit were outstanding under the Facility, resulting in a remaining capacity of \$250.0 million. As of September 30, 2018, no borrowings and no letters of credit were outstanding under the Facility, resulting in a remaining capacity of \$200.0 million. The Facility contains certain covenants, including negative covenants and financial maintenance covenants, with which we are required to comply. We are currently in compliance with all such covenants.

Senior Unsecured Term Loan

On September 9, 2019, the Company entered into a term loan agreement, which provides for a Senior Unsecured Term Loan (the Term Loan) in an aggregate principal amount of up to \$150.0 million. The proceeds from the Term Loan were used to refinance a portion of the Company's 2022 Notes. The Term Loan will (1) mature in September 2022, with \$50.0 million annual repayment installments in September 2020 and September 2021; (2) bears interest at a fixed rate of 4.875%; and (3) includes an option to prepay, subject to certain conditions and the payment of certain premiums. The Term Loan contains covenants generally consistent with the covenants contained in the Facility. As of September 30, 2019, we were in compliance with all such covenants.

Letter of Credit Facilities

The Company has entered into stand-alone, cash-secured letter of credit agreements with banks to maintain pre-existing letters of credit and to provide for the issuance of new letters of credit (in addition to the letters of credit issued under the Facility). As of September 30, 2019 and September 30, 2018, the Company had letters of credit outstanding under these additional facilities of \$14.1 million and \$10.4 million, respectively, all of which were secured by cash collateral in restricted accounts. The Company may enter into additional arrangements to provide additional letter of credit capacity.

In May 2018, the Company entered into a reimbursement agreement, which provides for the issuance of performance letters of credit, and an unsecured credit agreement that provides for the issuance of up to \$50.0 million of standby letters of credit to backstop the Company's obligations under the reimbursement agreement. The Bilateral Facility will terminate on June 10, 2021. As of September 30, 2019, the total stated amount of performance letters of credit issued under the reimbursement agreement was \$34.2 million (and the stated amount of the backstop standby letter of credit issued under the credit agreement was \$40.0 million). The Company may enter into additional arrangements to provide greater letter of credit capacity.

Senior Notes

The Company's Senior Notes are unsecured obligations ranking *pari passu* with all other existing and future senior indebtedness. Substantially all of the Company's significant subsidiaries are full and unconditional guarantors of the Senior Notes and are jointly and severally liable for obligations under the Senior Notes and the Facility. Each guarantor subsidiary is a 100% owned subsidiary of Beazer Homes. See Note 19 for further information.

All unsecured Senior Notes rank equally in right of payment with all existing and future senior unsecured obligations, senior to all of the Company's existing and future subordinated indebtedness and effectively subordinated to the Company's existing and future secured indebtedness, including indebtedness under the Facility, if outstanding, to the extent of the value of the assets securing such indebtedness. The unsecured Senior Notes and related guarantees are structurally subordinated to all indebtedness and other liabilities of all of the Company's subsidiaries that do not guarantee these notes, but are fully and unconditionally guaranteed jointly and severally on a senior basis by the Company's wholly-owned subsidiaries party to each applicable indenture.

The Company's Senior Notes are issued under indentures that contain certain restrictive covenants which, among other things, restrict our ability to pay dividends, repurchase our common stock, incur certain types of additional indebtedness, and make certain investments. Compliance with the Senior Note covenants does not significantly impact the Company's operations. The Company is in compliance with the covenants contained in the indentures of all of its Senior Notes as of September 30, 2019.

In September 2019, we issued and sold \$350.0 million aggregate principal amount of the 2029 Notes at par (before underwriting and other issuance costs) through a private placement to qualified institutional buyers. Interest on the 2029 Notes is payable semi-annually, beginning in April 2020. The 2029 Notes will mature in October 2029. We may redeem the 2029 Notes at any time prior to October 15, 2024, in whole or in part, at a redemption price equal to 100% of the principal amount of the notes to be redeemed, together with accrued and unpaid interest to, but excluding, the redemption date, plus a customary make-whole premium. The covenants related to the 2029 Notes are consistent with our other senior notes.

In September 2019, we redeemed our outstanding 2022 Notes of \$500.0 million using proceeds from the Term Loan, the issuance of the 2029 Notes, and cash on hand, resulting in a loss on extinguishment of debt of \$25.2 million, which was net of a \$1.9 million non-cash write-off of debt issuance and discount costs. As a result, the Company terminated, cancelled, and discharged all of its obligations under the 2022 Notes.

During the three months ended September 30, 2019, we also redeemed \$6.0 million of the 2027 Notes and the remaining outstanding balance of the 2023 Notes of \$23.7 million using cash on hand, resulting in a loss on extinguishment of debt of \$0.3 million, which is net of a \$0.2 million non-cash write-off of debt issuance costs. As a result, the Company terminated, cancelled, and discharged all of its obligations under the 2023 Notes.

During the first nine months of fiscal 2019, we redeemed \$1.2 million and \$20.4 million of the 2023 Notes and the 2025 Notes, respectively. The retirements resulted in an aggregate gain on extinguishment of debt of \$0.6 million, which was net of a \$0.3 million non-cash write-off of debt issuance costs for the year ended September 30, 2019.

For the fiscal year ended September 30, 2019, the retirement of various unsecured senior notes discussed above resulted in an aggregate loss on extinguishment of debt of \$24.9 million, which was net of a \$2.4 million non-cash write-off of debt issuance and discount costs.

For the fiscal year ended September 30, 2018, we completed the following transactions with respect to our unsecured Senior Notes.

In October 2017, we issued and sold \$400.0 million aggregate principal amount of 2027 Notes at par (before underwriting and other issuance costs) through a private placement to qualified institutional buyers. Interest on the 2027 Notes is payable semi-annually, beginning on April 15, 2018. The 2027 Notes will mature on October 15, 2027. We may redeem the 2027 Notes at any time prior to October 15, 2022, in whole or in part, at a redemption price equal to 100% of the principal amount of the notes to be redeemed, together with accrued and unpaid interest to, but excluding, the redemption date, plus a customary make-whole premium. The covenants related to the 2027 Notes are consistent with our other senior notes.

During the first quarter of fiscal 2018, we used the proceeds of the 2027 Notes, as well as \$34.5 million cash on hand, to redeem \$225.0 million of our 2019 Notes and \$175.0 million of our 2023 Notes then outstanding, resulting in a loss on extinguishment of debt of \$25.9 million, of which \$3.2 million was a non-cash write-off of debt issuance and discount costs.

In September 2018, we redeemed our then outstanding 2019 Notes for \$98.2 million using cash on hand, resulting in a loss on extinguishment of debt of \$1.9 million, of which \$0.1 million was a non-cash write-off of debt issuance and discount costs. As a result, the Company terminated, cancelled, and discharged all of its obligations under the 2019 Notes. The retirement of the 2019 and 2023 Notes in fiscal 2018 resulted in an aggregate loss on extinguishment of debt of \$27.8 million for the year ended September 30, 2018.

For additional redemption features, refer to the table below that summarizes the redemption terms of our Senior Notes:

Senior Note Description	Issuance Date	Maturity Date	Redemption Terms
6 3/4% Senior Notes	March 2017	March 2025	<p>On or prior to March 15, 2020, we may redeem up to 35% of the aggregate principal amount of the 2025 Notes with the net cash proceeds of certain equity offerings at a redemption price equal to 106.75% of the principal amount, plus accrued and unpaid interest to, but excluding, the redemption date, provided at least 65% of the aggregate principal amount of the 2025 Notes originally issued remains outstanding immediately after such redemption.</p> <p>Callable at any time prior to March 15, 2020, in whole or in part, at a redemption price equal to 100.000% of the principal amount, plus a customary make-whole premium; on or after March 15, 2020, callable at a redemption price equal to 105.063% of the principal amount; on or after March 15, 2021, callable at a redemption price equal to 103.375% of the principal amount; on or after March 15, 2022, callable at a redemption price equal to 101.688% of the principal amount; on or after March 15, 2023, callable at a redemption price equal to 100.000% of the principal amount, plus, in each case, accrued and unpaid interest</p>
5 7/8% Senior Notes	October 2017	October 2027	<p>On or prior to October 15, 2022, we may redeem up to 35% of the aggregate principal amount of the 2027 Notes with the net cash proceeds of certain equity offerings at a redemption price equal to 105.875% of the principal amount, plus accrued and unpaid interest to, but excluding, the redemption date, provided at least 65% of the aggregate principal amount of the 2027 Notes originally issued remains outstanding immediately after such redemption.</p> <p>Callable at any time prior to October 15, 2022, in whole or in part, at a redemption price equal to 100.000% of the principal amount, plus a customary make-whole premium; on or after October 15, 2022, callable at a redemption price equal to 102.938% of the principal amount; on or after October 15, 2023, callable at a redemption price equal to 101.958% of the principal amount; on or after October 15, 2024, callable at a redemption price equal to 100.979% of the principal amount; on or after October 15, 2025, callable at a redemption price equal to 100.000% of the principal amount, plus, in each case, accrued and unpaid interest</p>
7 1/4% Senior Notes	September 2019	October 2029	<p>On or prior to October 15, 2022, we may redeem up to 35% of the aggregate principal amount of the 2029 Notes with the net cash proceeds of certain equity offerings at a redemption price equal to 107.250% of the principal amount, plus accrued and unpaid interest to, but excluding, the redemption date, provided at least 65% of the aggregate principal amount of the 2029 Notes originally issued remains outstanding immediately after such redemption.</p> <p>Callable at any time prior to October 15, 2024, in whole or in part, at a redemption price equal to 100% of the principal amount, plus a customary make-whole premium; on or after October 15, 2024, callable at a redemption price equal to 103.625% of the principal amount; on or after October 15, 2025, callable at a redemption price equal to 102.417% of the principal amount; on or after October 15, 2026, callable at a redemption price equal to 101.208% of the principal amount; on or after October 15, 2027, callable at a redemption price equal to 100.000% of the principal amount, plus, in each case, accrued and unpaid interest</p>

Junior Subordinated Notes

The Company's unsecured junior subordinated notes (Junior Subordinated Notes) mature on July 30, 2036. The Junior Subordinated Notes are redeemable at par and paid interest at a fixed rate of 7.987% for the first ten years ending July 30, 2016. The securities now have a floating interest rate as defined in the Junior Subordinated Notes Indenture, which was a weighted-average of 4.72% as of September 30, 2019. The obligations relating to these notes are subordinated to the Facility and the Senior Notes. In January 2010, the Company modified the terms of \$75.0 million of these notes and recorded them at their then estimated fair value. Over the remaining life of the Junior Subordinated Notes, we will increase their carrying value until this carrying value equals the face value of the notes. As of September 30, 2019, the unamortized accretion was \$34.7 million and will be amortized over the remaining life of the notes. As of September 30, 2019, the Company was in compliance with all covenants under the Junior Subordinated Notes.

Other Secured Notes Payable

The Company periodically acquires land through the issuance of notes payable. As of September 30, 2019 and September 30, 2018, the Company had outstanding notes payable of \$1.2 million and \$4.1 million, respectively, primarily related to land acquisitions. These secured notes payable have varying expiration dates in fiscal 2020, have a weighted-average fixed interest rate of 6.00% as of September 30, 2019 and are secured by the real estate to which they relate.

The agreements governing these other secured notes payable contain various affirmative and negative covenants. There can be no assurance that the Company will be able to obtain any future waivers or amendments that may become necessary without significant additional cost or at all. In each instance, however, a covenant default can be cured by repayment of the indebtedness.

(9) Contingencies

Beazer Homes and certain of its subsidiaries have been and continue to be named as defendants in various construction defect claims, complaints, and other legal actions. The Company is subject to the possibility of loss contingencies related to these alleged defects as well as others arising from its business. In determining loss contingencies, we consider the likelihood of loss and our ability to reasonably estimate the amount of such loss. An estimated loss is recorded when it is considered probable that a liability has been incurred and the amount of loss can be reasonably estimated.

Warranty Reserves

We currently provide a limited warranty ranging from one to two years covering workmanship and materials per our defined quality standards. In addition, we provide a limited warranty for up to ten years covering only certain defined structural element failures.

Our homebuilding work is performed by subcontractors who typically must agree to indemnify us with regard to their work and provide certificates of insurance demonstrating that they have met our insurance requirements and have named us as an additional insured under their policies. Therefore, many claims relating to workmanship and materials that result in warranty spending are the primary responsibility of these subcontractors. In addition, we maintain insurance coverage related to our construction efforts that can result in recoveries of warranty and construction defect costs above certain specified limits.

Warranty reserves are included in other liabilities within the consolidated balance sheets, and the provision for warranty accruals is included in home construction expenses in the consolidated statements of operations. Reserves covering anticipated warranty expenses are recorded for each home closed. Management assesses the adequacy of warranty reserves each reporting period based on historical experience and the expected costs to remediate potential claims. Our review includes a quarterly analysis of the historical data and trends in warranty expense by division. Such analysis considers market specific factors such as warranty experience, the number of home closings, the prices of homes, product mix, and other data in estimating warranty reserves. In addition, the analysis also contemplates the existence of any non-recurring or community-specific warranty-related matters that might not be included in historical data and trends. While estimated warranty liabilities are adjusted each reporting period based on the results of our quarterly analyses, we may not accurately predict actual warranty costs, which could lead to significant changes in the reserve.

Changes in warranty reserves are as follows for the periods presented:

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Balance at beginning of period	\$ 15,331	\$ 18,091	\$ 39,131
Accruals for warranties issued ^(a)	11,847	13,755	14,215
Changes in liability related to warranties existing in prior periods ^(b)	(1,686)	(2,401)	4,807
Payments made ^(b)	(12,104)	(14,114)	(40,062)
Balance at end of period	<u>\$ 13,388</u>	<u>\$ 15,331</u>	<u>\$ 18,091</u>

^(a) Accruals for warranties issued are a function of the number of home closings in the period, the selling prices of the homes closed and the rates of accrual per home estimated as a percentage of the selling price of the home.

^(b) Changes in liability related to warranties existing and payments made in all periods are elevated in 2017 due to charges and subsequent payments related to water intrusion issues in certain of our communities located in Florida (refer to separate discussion below).

Florida Water Intrusion Issues

In the latter portion of our fiscal 2014, we began to experience an increase in calls from homeowners reporting stucco and water intrusion issues in certain of our communities in Florida (the Florida stucco issues). Through September 30, 2019, we cumulatively recorded charges related to these issues of \$82.4 million.

Warranty reserves related to the Florida stucco issues decreased during the current fiscal year by \$0.7 million and decreased by \$0.6 million in the prior year. As of September 30, 2019, 707 homes have been identified as likely to require repairs, of which 686 homes have been repaired. We made payments related to the Florida stucco issues of \$0.5 million during the current fiscal year. This amount included payments on fully repaired homes and homes for which remediation is not yet complete, bringing the remaining accrual related to this issue to \$0.5 million as of September 30, 2019 compared to \$1.7 million as of September 30, 2018. These accruals are included in the overall warranty liabilities detailed above.

Our assessment of the Florida stucco issues is ongoing. As a result, we anticipate that the ultimate magnitude of our liability may change as additional information is obtained. Certain visual and other inspections of the homes that could be subject to defect often do not reveal the severity or extent of the defects, which can only be discovered once we receive a homeowner call and begin repairs. The current fiscal year charges were impacted by additional insurance recoveries; for a discussion of the amounts we have already recovered or anticipate recovering from our insurers, refer to the "Insurance Recoveries" section below.

In addition, we believe that we will also recover a portion of such repair costs from sources other than our own insurer, including the subcontractors involved with the construction of these homes and their insurers; however, no amounts related to subcontractor recoveries have been recorded in our consolidated financial statements as of September 30, 2019. Any amounts recovered from our subcontractors related to homes closed during policy years for which we have exceeded the deductible in our insurance policies would be remitted to our insurers, while recoveries in other policy years would be retained by us.

Insurance Recoveries

The Company has insurance policies that provide for the reimbursement of certain warranty costs incurred above a specified threshold for each period covered. We have surpassed these thresholds for certain policy years, particularly those that cover most of the homes impacted by the water intrusion issues discussed above. As such, beginning with the first quarter of fiscal 2015, we expect a substantial majority of additional costs for warranty work on homes within these policy years to be reimbursed by our insurers. For two policy years, our exposure has exceeded the insurance claim limit for one division under our first layer of coverage; however, we are claiming and recovering additional amounts under our excess insurance coverage.

Warranty expense beyond the thresholds set in our insurance policies was recorded related to homes impacted by the Florida stucco issues as well as other various warranty issues that are in excess of our insurance thresholds. We adjust our insurance receivable balance each quarter to reflect our estimate of future costs to be incurred subject to recoveries from insurers. Insurance receivables decreased by \$0.4 million during fiscal 2019 and decreased by \$0.2 million in fiscal 2018 to reflect the amounts deemed probable of receiving. The changes to our insurance receivables offset the current fiscal year movements in our reserve related to the Florida stucco issues.

Amounts recorded for anticipated insurance recoveries are reflected within consolidated statements of operations as a reduction of home construction expenses. Amounts not yet received from our insurer were recorded on a gross basis, without any reduction for the associated warranty expense, within accounts receivable within the consolidated balance sheets.

Amounts still to be recovered under our insurance policies will vary based on whether expected additional warranty costs are actually incurred for periods for which our threshold has already been met. As a result, we anticipate the balance of our established receivable for insurance recoveries to fluctuate for potential future reimbursements as well as the amounts ultimately owed to us from our insurer.

Litigation

In the normal course of business, we are subject to various lawsuits. We cannot predict or determine the timing or final outcome of these lawsuits or the effect that any adverse findings or determinations in pending lawsuits may have on us. In addition, an estimate of possible loss or range of loss, if any, cannot presently be made with respect to certain of these pending matters. An unfavorable determination in any of the pending lawsuits could result in the payment by us of substantial monetary damages that may not be fully covered by insurance. Further, the legal costs associated with the lawsuits and the amount of time required to be spent by management and our Board of Directors on these matters, even if we are ultimately successful, could have a material adverse effect on our financial condition, results of operations, or cash flows.

Claims Related to Inventory Impairment Charges. During the quarter ended March 31, 2019, we recognized inventory impairment charges related to 15 communities in California, all of which were previously land held for future development assets. Related to these inventory impairment charges, on June 5, 2019, a putative class action lawsuit was filed against Beazer Homes USA, Inc. and certain of our officers in the U.S. District Court for the Southern District of New York. The proposed class consisted of all persons and entities that acquired our securities between August 1, 2014 and May 2, 2019. On October 18, 2019, the plaintiffs filed a notice of voluntary dismissal of this case, and the Court subsequently entered an order dismissing the case.

Beginning June 25, 2019, several shareholder derivative lawsuits relating to the same inventory impairment charges discussed above were filed against Beazer Homes USA, Inc., certain of our officers and members of our Board of Directors in the U.S. District Court for the Northern District of Georgia. The plaintiffs in these cases allege breaches of fiduciary duty, unjust enrichment and violations of the federal securities laws. The plaintiffs seek, among other things, monetary damages, disgorgement of profits and attorneys' and experts' fees, but do not specify any specific amounts. We believe the allegations are without merit and intend to vigorously defend against the claims. However, because the outcome of these legal proceedings cannot be predicted with certainty, we have determined that the amount of any possible losses or range of possible losses in connection with these matters is not reasonably estimable.

Other Matters

We and certain of our subsidiaries have been named as defendants in various claims, complaints, and other legal actions, most relating to construction defects, moisture intrusion, and product liability. Certain of the liabilities resulting from these actions are covered in whole or in part by insurance. In our opinion, based on our current assessment, the ultimate resolution of these matters will not have a material adverse effect on our financial condition, results of operations, or cash flows.

We have an accrual of \$3.4 million and \$3.7 million in other liabilities on our consolidated balance sheets related to litigation and other matters, excluding warranty, as of September 30, 2019 and 2018, respectively.

We had outstanding letters of credit and performance bonds of approximately \$48.3 million and \$276.5 million, respectively, as of September 30, 2019, related principally to our obligations to local governments to construct roads and other improvements in various developments.

(10) Fair Value Measurements

As of the dates presented, we had assets on our consolidated balance sheets that were required to be measured at fair value on a recurring or non-recurring basis. We use a fair value hierarchy that requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value as follows:

- Level 1 – Quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly through corroboration with market data; and
- Level 3 – Unobservable inputs that reflect our own estimates about the assumptions market participants would use in pricing the asset or liability.

Certain of our assets are required to be recorded at fair value on a recurring basis. The fair value of our deferred compensation plan assets is based on market-corroborated inputs (Level 2).

Certain of our assets are required to be recorded at fair value on a non-recurring basis when events and circumstances indicate that the carrying value of these assets may not be recovered. We review our long-lived assets, including inventory, for recoverability when factors indicate an impairment may exist, but no less than quarterly. Fair value on assets deemed to be impaired is determined based upon the type of asset being evaluated. Fair value of our owned inventory assets, when required to be calculated, is further discussed within Notes 2 and 5. The fair value of our investments in unconsolidated entities is determined primarily using a discounted cash flow model to value the underlying net assets of the respective entities. Due to the substantial use of unobservable inputs in valuing the assets on a non-recurring basis, they are classified within Level 3.

During the fiscal year ended September 30, 2019, we recognized impairments of \$110.0 million on projects in process and \$38.6 million on land held for sale. During the fiscal year ended September 30, 2018, we recognized impairments of \$1.0 million on projects in process and \$5.9 million on land held for sale. During the fiscal year ended September 30, 2017, we recognized impairments of \$1.7 million on projects in process and \$0.6 million on land held for sale.

Determining within which hierarchical level an asset or liability falls requires significant judgment. We evaluate our hierarchy disclosures each quarter.

The following table presents the period-end balances of assets measured at fair value on a recurring basis and the impairment-date fair value of certain assets measured at fair value on a non-recurring basis for each hierarchy level. These balances represent only those assets whose carrying values were adjusted to fair value during the periods presented:

<i>in thousands</i>	Level 1	Level 2	Level 3	Total
As of September 30, 2019				
Deferred compensation plan assets ^(a)	\$ —	\$ 1,970	\$ —	\$ 1,970
Development projects in progress ^(b)	—	—	84,982 ^(c)	84,982
Land held for sale ^(b)	—	—	5,207 ^(c)	5,207
As of September 30, 2018				
Deferred compensation plan assets ^(a)	\$ —	\$ 1,578	\$ —	\$ 1,578
Development projects in progress ^(b)	—	—	1,312 ^(c)	1,312
Land held for sale ^(b)	—	—	1,724 ^(c)	1,724
Unconsolidated entity investments ^(b)	—	—	80	80
As of September 30, 2017				
Deferred compensation plan assets ^(a)	\$ —	\$ 1,114	\$ —	\$ 1,114
Development projects in progress ^(b)	—	—	3,791 ^(c)	3,791
Land held for sale ^(b)	—	—	325	325

^(a) Measured at fair value on a recurring basis.

^(b) Measured at fair value on a non-recurring basis, including the capitalized interest and indirect costs related to the asset.

^(c) Amount represents the impairment-date fair value of the development projects in progress and land held for sale assets that were impaired during the periods indicated.

The fair value of cash and cash equivalents, restricted cash, accounts receivable, trade accounts payable, other liabilities, amounts due under the Facility (if outstanding), and other secured notes payable approximate their carrying amounts due to the short maturity of these assets and liabilities. When outstanding, obligations related to land not owned under option agreements approximate fair value.

The following table presents the carrying value and estimated fair value of certain other financial liabilities as of September 30, 2019 and September 30, 2018:

<i>in thousands</i>	As of September 30, 2019		As of September 30, 2018	
	Carrying Amount ^(a)	Fair Value	Carrying Amount ^(a)	Fair Value
Senior Notes ^(b)	\$ 1,111,085	\$ 1,115,011	\$ 1,163,138	\$ 1,096,214
Junior Subordinated Notes ^(c)	66,070	66,070	64,003	64,003
Total	\$ 1,177,155	\$ 1,181,081	\$ 1,227,141	\$ 1,160,217

^(a) Carrying amounts are net of unamortized debt premiums/discounts, debt issuance costs or accretion.

^(b) The estimated fair value for our publicly-held Senior Notes has been determined using quoted market rates (Level 2).

^(c) Since there is no trading market for our Junior Subordinated Notes, the fair value of these notes is estimated by discounting scheduled cash flows through maturity (level 3). The discount rate is estimated using market rates currently being offered on loans with similar terms and credit quality. Judgment is required in interpreting market data to develop these estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that we could realize in a current market exchange.

(11) Operating Leases

We are obligated under various noncancelable operating leases for our office facilities and equipment. Rental expense under these agreements, which is included in G&A in our consolidated statements of operations, amounted to approximately \$5.8 million, \$4.8 million, and \$4.9 million for the fiscal years ended September 30, 2019, 2018, and 2017, respectively. This rental expense excludes expense related to our discontinued operations, which is not material in any period presented. Additionally, sublease income received in all periods presented was not material. As of September 30, 2019, future minimum lease payments under noncancelable operating lease agreements are as follows:

Fiscal Year Ended September 30,	
<i>in thousands</i>	
2020	\$ 4,749
2021	4,537
2022	3,644
2023	2,853
2024	1,818
Thereafter	2,551
Total	\$ 20,152

(12) Other Liabilities

Other liabilities include the following as of September 30, 2019 and September 30, 2018:

<i>in thousands</i>	September 30, 2019	September 30, 2018
Accrued bonus and deferred compensation	\$ 36,237	\$ 41,508
Accrued warranty expenses	13,388	15,331
Accrued Interest	12,767	14,401
Customer Deposits	11,539	14,903
Litigation accrual	3,420	3,656
Income tax liabilities	648	710
Other	31,430	35,880
Total	<u>\$ 109,429</u>	<u>\$ 126,389</u>

(13) Income Taxes

The Company's (benefit) expense from income taxes from continuing operations consists of the following for the periods presented:

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Current federal ^(a)	\$ (4,935)	\$ 57	\$ —
Current state	693	512	859
Deferred federal ^(b)	(31,291)	102,082	1,625
Deferred state ^(c)	(1,684)	(8,167)	212
Total (benefit) / expense	<u>\$ (37,217)</u>	<u>\$ 94,484</u>	<u>\$ 2,696</u>

^(a) Fiscal 2019 federal current benefit is primarily driven by the expected refund of half of our outstanding minimum tax credit balance as discussed below.

^(b) Fiscal 2018 federal deferred expense is primarily driven by the remeasurement of our deferred tax asset at the newly enacted 21.0% federal tax rate, partially offset by the release of the remaining valuation allowance on our federal deferred tax assets.

^(c) Fiscal 2018 state deferred benefit is primarily driven by the release of valuation allowance in certain operating jurisdictions; refer to discussion below titled "Valuation Allowance."

The (benefit) expense from income taxes from continuing operations differs from the amount computed by applying the federal income tax statutory rate as follows for the periods presented:

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Income tax computed at statutory rate	\$ (24,494)	\$ 12,112	\$ 12,052
State income taxes, net of federal benefit	(590)	111	1,287
Deferred rate change	(88)	110,071	—
Decrease in valuation allowance - other ^{(a) (b)}	—	(27,370)	(3,482)
Changes in uncertain tax positions	(7)	598	(685)
Stock based compensation	—	—	741
Permanent differences	2,908	2,133	496
Tax credits	(14,902)	(3,174)	(7,460)
Other, net	(44)	3	(253)
Total (benefit) / expense	<u>\$ (37,217)</u>	<u>\$ 94,484</u>	<u>\$ 2,696</u>

^(a) For fiscal 2018, amount includes a \$27.4 million release of the valuation allowance on our federal and state deferred tax assets; refer to discussion below titled "Valuation Allowance." Due to our fiscal year end, our fiscal provision was calculated using a blended 24.5% federal tax rate. The increase in permanent differences in fiscal 2018 compared to the prior fiscal year was largely driven by the limits on deductibility for executive compensation for current year incentive awards and anticipated limitations on unvested stock awards due to the enactment of the Tax Cuts and Jobs Act.

^(b) For fiscal 2017, amount includes \$3.5 million release of the valuation allowance on our state deferred tax assets due to a number of changes to the legal forms of our operating entities; refer to discussion below titled "Valuation Allowance."

The principal differences between our effective tax rate and the U.S. federal statutory rate for fiscal 2019 relate to state taxes, permanent differences and tax credits.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of our assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The tax effects of significant temporary differences that give rise to the net deferred tax assets are as follows as of September 30, 2019 and September 30, 2018:

<i>in thousands</i>	September 30, 2019	September 30, 2018
Deferred tax assets:		
Federal and state tax carryforwards	\$ 208,360	\$ 196,702
Inventory adjustments	42,605	29,565
Intangible assets	17,209	192
Incentive compensation	9,360	11,959
Warranty and other reserves	4,302	6,350
Property, equipment and other assets	2,255	2,123
Uncertain tax positions	729	734
Other	623	542
Total deferred tax assets	<u>285,443</u>	<u>248,167</u>
Valuation allowance	<u>(38,486)</u>	<u>(34,212)</u>
Net deferred tax assets	<u>\$ 246,957</u>	<u>\$ 213,955</u>

As of September 30, 2019, our gross deferred tax assets above included \$132.2 million for federal net operating loss carryforwards, \$42.3 million for state net operating loss carryforwards, \$4.6 million for an alternative minimum tax credit and \$32.7 million for general business credits. The net operating loss carryforwards expire at various dates through 2033, and the general business credits expire at various dates through 2038. The alternative minimum tax credit became a refundable credit when the alternative minimum tax was eliminated with the enactment of the Tax Cuts and Jobs Act on December 22, 2017. We will make claims for half of our remaining balance on each of our next three tax returns beginning with our fiscal 2019, until all remaining credits are refunded in the fourth year. For fiscal 2019, the \$4.6 million refundable portion of our alternative minimum tax credit was recorded in our income tax receivable. We experienced an “ownership change” as defined in Section 382 of the Internal Revenue Code (Section 382) as of January 12, 2010. Section 382 contains rules that limit the ability of a company that undergoes an “ownership change” to utilize its net operating loss carryforwards (NOLs) and certain built-in losses or deductions recognized during the five-year period after the ownership change to offset future taxable income. Because the five-year period has expired, we have determined the actual impact and final classification of those amounts, which are properly reflected in the amounts presented above. The actual realization of our deferred tax assets is difficult to predict and is dependent on future events.

We recognized income tax benefit from continuing operations of \$37.2 million in our fiscal 2019, compared to income tax expense from continuing operations of \$94.5 million and \$2.7 million in our fiscal 2018 and fiscal 2017, respectively. The income tax benefit in our fiscal 2019 primarily resulted from loss in the current year and the generation of additional federal tax credits. The income tax expense in our fiscal 2018 primarily resulted from income generated in the fiscal year and the remeasurement of our deferred tax asset at a lower 21% federal tax rate, partially offset by the additional release of valuation allowance and the generation of additional federal tax credits. In fiscal 2017, our income tax expense primarily resulted from income generated in the fiscal year, partially offset by the generation of federal tax credits and an additional benefit resulting from changes to our valuation allowance due to changes in our state net operating loss estimates. Due to the effects of changes in our valuation allowance on our deferred tax balance, tax credits and changes in our unrecognized tax benefits, our effective tax rates in fiscal 2019, 2018, and 2017 are not meaningful metrics, as our income tax amounts were not directly correlated to the amount of our pretax income for those periods.

Valuation Allowance

A reduction of the carrying amounts of deferred tax assets by a valuation allowance is required if, based on the available evidence, it is more likely than not that such assets will not be realized. Accordingly, the need to establish valuation allowances for deferred tax assets is assessed periodically based on the more-likely-than-not realization threshold criterion. In the assessment for a valuation allowance, appropriate consideration is given to all positive and negative evidence related to the realization of the deferred tax assets. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability, the duration of statutory carryforward periods, the Company's experience with loss carryforwards not expiring unused and tax planning alternatives.

During fiscal 2017, we recorded impacts related to our tax elections and changes in legal form as further determinations were made throughout the year. These impacts included changes to our apportionment and deferred balances by jurisdiction, as well as changes to our uncertain tax positions. As a result, we recorded a decrease of 3.5 million in valuation allowance during the quarter ended September 30, 2017 for changes in our expected state net operating loss utilization due to changes in our uncertain tax positions.

During fiscal 2018, we concluded that it was more likely than not that all of our federal tax attributes and additional portions of our state tax assets would be realized over their remaining recovery periods. This conclusion was based on an evaluation of all relevant evidence, both positive and negative, that would impact our ability to realize our deferred tax assets. The positive evidence included continued improvements in our pre-tax earnings profile, recent acquisitions and community count growth in future years, tax planning strategies, and increases to our future taxable income due to the enactment of the Tax Cuts and Jobs Act. The negative evidence included a number of factors within the homebuilding industry, notably recent market related impacts to costs of production, labor constraints, mortgage interest rate forecasts, and the position of the current housing cycle. We continue to maintain levels of backlog and community count to support our expectations of future profitability. During the fiscal 2018, the Company completed its plan to repurchase portions of its outstanding debt, which altered its debt maturity and interest rate profile through new issuances and redemptions of prior issuances. The change in the Company's debt portfolio will create future interest expense savings that further support its estimates of future profitability.

In fiscal 2019, our conclusions on whether we are more likely than not to realize all of our federal tax attributes and certain portions of our state tax attributes remain consistent with our fiscal 2018 determinations. For fiscal 2019, a number of additional positive and negative factors were considered as part of our analysis. The negative factors for fiscal 2019 included current period operating losses, primarily a result of impairments recorded on a number of long held assets in our California submarkets and a loss on debt extinguishment charge in the fourth quarter. The positive factors included a recovery in housing demand throughout the year that resulted in backlog levels consistent with prior year, interest savings from our current year debt repurchases and debt refinance, a new multi-year debt reduction strategy, and additional changes in our taxable income as we continue to account for the changes to the tax code under the Tax Cuts and Jobs Act and the related state impacts. As of September 30, 2019, the Company will have to cumulatively generate approximately \$944.0 million in pre-tax income over the course of its carryforward period to realize its deferred tax assets prior to their expiration, which, as previously discussed, is the Company's fiscal 2038.

The valuation allowance of \$38.5 million as of September 30, 2019 remains on various state attributes for which the Company has concluded it is not more likely than not that these attributes would be realized at that time.

Unrecognized Tax Benefits

A reconciliation of our unrecognized tax benefits is as follows for the beginning and end of each period presented:

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Balance at beginning of year	\$ 3,494	\$ 3,804	\$ 4,541
Additions for tax positions related to current year	—	—	61
Additions for tax positions related to prior years	—	—	2,611
Reductions in tax positions of prior years	—	—	(2,273)
Lapse of statute of limitations	(21)	(310)	(1,136)
Balance at end of year	\$ 3,473	\$ 3,494	\$ 3,804

If we were to recognize our \$3.5 million of gross unrecognized tax benefits remaining as of September 30, 2019, substantially all would impact our effective tax rate. Additionally, we had an immaterial amount of accrued interest and penalties as of September 30, 2019 and 2018, respectively. Our income tax expense includes tax-related interest.

In the normal course of business, we are subject to audits by federal and state tax authorities regarding various tax liabilities. Certain state income tax returns for various fiscal years are under routine examination. The statute of limitations for our major tax jurisdictions remains open for examination for fiscal years 2007 and subsequent years. As of September 30, 2019, it is reasonably possible that \$32 thousand of our uncertain tax positions will reverse within the next twelve months.

(14) Stockholders' Equity

Preferred Stock

The Company currently has no shares of preferred stock outstanding.

Common Stock

As of September 30, 2019, the Company had 63,000,000 shares of common stock authorized and 30,933,110 shares both issued and outstanding.

Common Stock Repurchases

During the first quarter of fiscal 2019, the Company's Board of Directors approved a share repurchase program that authorizes the Company to repurchase up to \$50.0 million of its outstanding common stock. As part of this program, the Company has repurchased common stock during fiscal 2019 through open market transactions, 10b5-1 plans, and accelerated share repurchase (ASR) agreements. Under an ASR agreement, the Company pays a specified amount to a third party financial institution and receives an initial delivery of shares of common stock. This initial delivery of shares represents the minimum number of shares the Company expects to receive under the agreement. Upon settlement of the ASR agreement, the financial institution delivers additional shares, with the final number of shares delivered determined with reference to the volume weighted average price per share of our common stock over the term of the agreement, less a negotiated discount. The transactions are accounted for as equity transactions with shares received reflected as an immediate reduction in the weighted average common shares calculation for basic and diluted earnings per share.

The following table presents information regarding ASR agreements entered into during fiscal 2019 (in millions, except per share data).

Agreement Date	Settlement Date	Agreement Amount	Initial Shares Delivered	Additional Shares Delivered	Total Shares Delivered	Average Price Per Share
November 2018	December 2018	\$ 16.5	1.3	0.3	1.6	\$ 10.62
May 2019	July 2019	10.0	0.9	0.1	1.0	9.87

In addition to shares repurchased under ASR agreements, the Company repurchased 0.7 million shares for \$8.1 million at an average price per share of \$11.35 through open market transactions and 10b5-1 plans during fiscal 2019.

All shares have been retired upon repurchase during fiscal 2019. The aggregate reduction to stockholders' equity related to share repurchases was \$34.6 million during the fiscal year ended September 30, 2019. As of September 30, 2019, the remaining availability of the share repurchase program was \$15.4 million. The Company made no share repurchases in the prior year.

Dividends

The indentures under which our Senior Notes were issued contain certain restrictive covenants, including limitations on our payment of dividends. There were no dividends paid during our fiscal 2019, 2018, or 2017.

Section 382 Rights Agreement

Prior to fiscal 2019, the Company's stockholders had approved amendments to the Company's Certificate of Incorporation (the Protective Amendment) designed to preserve the value of certain tax assets associated with NOL carryforwards under Section 382. In February 2019, the Company's stockholders approved an extension of the term of the Protective Amendment and approved a Section 382 Rights Agreement that was adopted by our Board of Directors. These instruments are intended to act as deterrents to any person or group, together with their affiliates and associates, from being or becoming the beneficial owner of 4.95% or more of the Company's common stock.

(15) Retirement and Deferred Compensation Plans

401(k) Retirement Plan

The Company sponsors a defined-contribution plan that is a tax-qualified retirement plan under section 401(k) of the Internal Revenue Code (the Plan). Substantially all employees are eligible for participation in the Plan. Participants may defer and contribute from 1% to 80% of their salary to the Plan, with certain limitations on highly compensated individuals. The Company matches 50% of the first 6% of the participant's contributions. The participant's contributions vest immediately, while the Company's contributions vest over five years. The total contributions for the fiscal years ended September 30, 2019, 2018, and 2017 were approximately \$3.6 million, \$3.3 million, and \$3.0 million, respectively. During fiscal 2019, 2018, and 2017, participants forfeited \$0.7 million, \$0.7 million, and \$0.6 million, respectively, of unvested matching contributions.

Deferred Compensation Plan

The Beazer Homes USA, Inc. Deferred Compensation Plan (the DCP) is a non-qualified deferred compensation plan for a select group of executives and highly compensated employees. The DCP allows the executives to defer current compensation on a pre-tax basis to a future year, until termination of employment. The objectives of the DCP are to assist executives with financial planning and capital accumulation and to provide the Company with a method of attracting, rewarding and retaining executives. Participation in the DCP is voluntary. Beazer Homes may voluntarily make a contribution to the participants' DCP accounts. Deferred compensation assets of \$2.0 million and \$1.6 million and deferred compensation liabilities of \$4.9 million and \$4.6 million as of September 30, 2019, and 2018, respectively, are included in other assets and other liabilities on our consolidated balance sheets, and are recorded at fair value. For the years ended September 30, 2019, 2018, and 2017, the Company contributed approximately \$0.2 million, \$0.2 million, and \$0.3 million, respectively, to the DCP in the form of voluntary contributions.

(16) Stock-Based Compensation

During fiscal 2014, we adopted, and our stockholders approved, the 2014 Beazer Homes USA, Inc. Long-Term Incentive Plan (the 2014 Plan). Following adoption of the 2014 Plan, shares available for grant under our 2010 Equity Incentive Plan (the 2010 Plan) remain available for grant in accordance with the terms of that plan. We issue new shares upon the exercise of stock options and the vesting of restricted stock awards. In cases of forfeitures and cancellations, those shares are returned to the share pool for future issuance. As of September 30, 2019, we had approximately 1.7 million shares of common stock for issuance under our various equity incentive plans, of which approximately 1.2 million shares are available for future grants.

Our total stock-based compensation expense is included in G&A expenses in our consolidated statements of operations and recognized using the straight-line method over the vesting period. A summary of the expense related to stock-based compensation by award type is as follows for the periods presented:

(In thousands)	Fiscal Year Ended September 30,		
	2019	2018	2017
Stock options expense	\$ 178	\$ 225	\$ 274
Restricted stock awards expense	10,348	10,033	7,885
Stock-based compensation expense	\$ 10,526	\$ 10,258	\$ 8,159

Stock Options

We have issued stock options to officers and key employees under the 2014 Plan, the 2010 Plan, and the 1999 Plan. Stock options have an exercise price equal to the fair market value of the common stock on the grant date, vest three years after the date of grant, and may be exercised thereafter until their expiration, subject to forfeiture upon termination of employment as provided in the applicable plan. Under certain conditions of retirement, eligible participants may receive a partial vesting of stock options. Stock options generally expire on the seventh or eighth anniversary from the date such options were granted, depending on the terms of the award.

The fair value of each stock option granted is estimated on the date of grant using the Black-Scholes option-pricing model (Black-Scholes Model). As of September 30, 2019, the intrinsic value of our stock options outstanding, vested and expected to vest, vested and exercisable were \$1.1 million, \$1.0 million, and \$0.9 million, respectively. As of September 30, 2019 and September 30, 2018, there was \$0.1 million and \$0.2 million, respectively, of total unrecognized compensation cost related to unvested stock options. The cost remaining as of September 30, 2019 is expected to be recognized over a weighted-average period of 1.2 years.

During fiscal 2018, the Compensation Committee of our Board of Directors approved the Employee Stock Option Program (EOP). This program is available to all full-time employees and is designed to enable employees to share in potential price appreciation of the Company's stock. The EOP matches stock purchases made by eligible employees meeting certain conditions with an option to purchase an additional share of the Company's shares on a one-to-one basis. The exercise price of the options granted is equal to the closing price of the Company's stock on the day the underlying stock is purchased. The options will vest on the second anniversary of the date of grant but are forfeited if (1) the eligible employee no longer works for the Company or (2) the underlying shares are sold before the two-year vesting period is over. The total number of options available under the EOP is limited to 100,000, of which 30,782 options were granted through the end of fiscal 2019.

During the year ended September 30, 2019, we issued 30,782 stock options, all were issued under the EOP, each for one share of the Company's stock. These stock options typically vest ratably over two years from the date of grant. We used the following valuation assumptions for stock options granted for the periods presented:

	Fiscal Year Ended September 30,		
	2019	2018	2017
Expected life of options	5.0 years	5.0 years	5.4 years
Expected volatility	46.69%	44.71%	50.10%
Expected dividends	—	—	—
Weighted-average risk-free interest rate	2.70%	2.10%	1.85%
Weighted-average fair value	\$ 4.50	\$ 8.30	\$ 5.83

We relied upon a combination of the observed exercise behavior of our prior grants with similar characteristics, the vesting schedule of the current grants, and an index of peer companies with similar grant characteristics to determine the expected life of the options granted. We considered historic returns of our stock and the implied volatility of our publicly-traded options in determining expected volatility. We assumed no dividends would be paid since our Board of Directors has suspended payment of dividends indefinitely and payment of dividends is restricted under our Senior Note covenants. The risk-free interest rate is based on the term structure of interest rates at the time of the option grant.

Activity related to stock options for the periods presented is as follows:

	2019		2018		2017	
	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price
Outstanding at beginning of period	533,052	\$ 14.26	593,753	\$ 14.76	672,669	\$ 16.49
Granted	30,782	10.23	25,230	19.99	29,410	12.50
Exercised	(31,450)	10.00	(8,411)	7.52	(2,313)	10.80
Expired	—	—	(61,967)	23.19	(84,976)	28.45
Cancelled	—	—	—	—	(480)	23.65
Forfeited	(8,630)	10.45	(15,553)	10.46	(20,557)	11.97
Outstanding at end of period	523,754	\$ 14.34	533,052	\$ 14.26	593,753	\$ 14.76
Exercisable at end of period	470,501	\$ 14.42	479,538	\$ 14.03	476,606	\$ 15.91
Vested or expected to vest in the future	521,362	\$ 14.36	533,052	\$ 14.26	585,186	\$ 14.83

The following table summarizes information about stock options outstanding and exercisable as of September 30, 2019:

Range of Exercise Price	Stock Options Outstanding			Stock Options Exercisable		
	Number Outstanding	Weighted-Average Contractual Remaining Life (Years)	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Contractual Remaining Life (Years)	Weighted-Average Exercise Price
\$1 - \$10	138,472	2.5	\$ 9.79	116,980	1.6	\$ 9.77
\$11 - \$15	212,240	2.3	13.28	196,266	2.0	13.38
\$16 - \$20	173,042	2.7	19.30	157,255	2.3	19.19
\$1 - \$20	523,754	2.5	\$ 14.34	470,501	2.0	\$ 14.42

Information pertaining to the intrinsic value of options exercised and the fair market value of options that vested is below:

(In thousands)	Fiscal Year Ended September 30,		
	2019	2018	2017
Intrinsic value of options exercised	\$ 90	\$ 76	\$ 13
Fair market value of options vested	178	296	482

Restricted Stock Awards

The fair value of each restricted stock award with market conditions is estimated on the date of grant using the Monte Carlo valuation method. The fair value of restricted stock awards without market conditions is based on the market price of the Company's common stock on the date of grant. If applicable, the cash-settled component of any awards granted to employees is accounted for as a liability, which is adjusted to fair value each reporting period until vested.

Compensation cost arising from restricted stock awards granted to employees is recognized as an expense using the straight-line method over the vesting period. As of September 30, 2019 and September 30, 2018, there was \$9.0 million and \$8.8 million, respectively, of total unrecognized compensation cost related to unvested restricted stock awards. The cost remaining as of September 30, 2019 is expected to be recognized over a weighted-average period of 1.7 years.

We have issued restricted stock awards to officers and key employees under both the 2014 Plan and the 2010 Plan. During fiscal 2019, we issued time-based restricted stock awards and performance-based restricted stock awards with a payout subject to certain performance and market conditions. Each award type is discussed below.

Performance-Based Restricted Stock Awards

During the year ended September 30, 2019, we issued 381,769 shares of performance-based restricted stock (2019 Performance Shares) to our executive officers and certain other employees that also have market conditions. The 2019 Performance Shares are structured to be awarded based on the Company's performance under three pre-determined financial metrics at the end of the three-year performance period. After determining the number of shares earned based on the financial metrics, which can range from 0% to 175% of the targeted number of shares, the award will be subject to further upward or downward adjustment by as much as 20% based on the Company's relative total shareholder return (TSR) compared against the S&P Homebuilders Select Industry Index during the three-year performance period. The 2019 Performance Shares were valued using the Monte Carlo valuation model due to the existence of the TSR market condition and had an estimated fair value of \$10.50 per share on the date of grant.

A Monte Carlo valuation model requires the following inputs: (1) the expected dividend yield on the underlying stock; (2) the expected price volatility of the underlying stock; (3) the risk-free interest rate for the period corresponding with the expected term of the award; and (4) the fair value of the underlying stock. For the Company and each member of the peer group, the following inputs were used, as applicable, in the Monte Carlo valuation model to determine the fair value as of the grant date for performance-based restricted stock granted in each of the fiscal years ended. The methodology used to determine these assumptions is similar to the Black-Scholes Model; however, the expected term is determined by the model in the Monte Carlo simulation.

	Fiscal Year Ended September 30,		
	2019	2018	2017
Expected volatility	21.0% - 57.1%	21.1% - 61.2%	32.6% - 66.0%
Risk-free interest rate	2.92%	1.81%	1.30%
Dividend yield	—	—	—
Grant-date stock price	\$ 9.82	\$ 20.50	\$ 12.51

Each performance share represents a contingent right to receive one share of the Company's common stock if vesting is satisfied at the end of the three-year performance period. Any 2019 Performance Shares earned in excess of the target number of 381,769 may be settled in cash or additional shares at the discretion of the Compensation Committee. Any portion of these shares that do not vest at the end of the period will be forfeited.

The performance criteria of the 2017 Performance Share grant were satisfied as of September 30, 2019. Based on the actual performance level achieved, 390,043 performance-based restricted stock awards from the 2017 Performance Share grant will cliff vest at the end of the three-year vesting period on November 17, 2019. Of the total \$5.9 million compensation cost related to these awards, we have recognized \$2.7 million, \$2.0 million, and \$1.0 million during the fiscal years ended September 30, 2019, 2018, and 2017, respectively. The remaining \$0.2 million of unrecognized compensation cost will be recognized in the first quarter of fiscal 2020.

Time-Based Restricted Stock Awards

During the year ended September 30, 2019, we also issued 448,657 shares of time-based restricted stock (Restricted Shares) to our directors, executive officers, and certain other employees. Restricted Shares are valued based on the market price of the Company's common stock on the date of the grant. The Restricted Shares granted to our non-employee directors vest on the first anniversary of the grant, while the Restricted Shares granted to our executive officers and other employees generally vest ratably over three years from the date of grant.

Activity relating to all restricted stock awards for the periods presented is as follows:

	Year Ended September 30, 2019					
	Performance-Based		Time-Based		Total	
	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Beginning of period	644,785	\$ 16.47	431,783	\$ 16.60	1,076,568	\$ 16.53
Granted ^(a)	467,819	9.95	448,657	9.82	916,476	9.89
Vested ^(a)	(321,833)	15.36	(212,558)	16.41	(534,391)	15.78
Forfeited	(11,957)	13.44	(56,275)	12.20	(68,232)	12.42
End of period	778,814	\$ 13.60	611,607	\$ 12.11	1,390,421	\$ 16.53

^(a) Grant and vesting activity during the twelve months ended September 30, 2019 include 86,050 shares that were issued above target based on performance level achieved under performance-based restricted stock vesting in the current period.

	Year Ended September 30, 2018					
	Performance-Based		Time-Based		Total	
	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Beginning of period	668,766	\$ 15.72	872,181	\$ 16.47	1,540,947	\$ 16.15
Granted	165,085	22.40	277,165	18.98	442,250	20.26
Vested	—	—	(690,922)	17.38	(690,922)	17.38
Forfeited	(189,066)	18.98	(26,641)	17.02	(215,707)	18.74
End of period	644,785	\$ 16.47	431,783	\$ 16.60	1,076,568	\$ 16.53

	Year Ended September 30, 2017					
	Performance-Based		Time-Based		Total	
	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Beginning of period	448,693	\$ 16.71	807,124	\$ 17.52	1,255,817	\$ 17.23
Granted	263,696	13.60	271,855	12.50	535,551	13.04
Vested	—	—	(189,029)	15.52	(189,029)	15.52
Forfeited	(43,623)	13.11	(17,769)	14.08	(61,392)	13.39
End of period	668,766	\$ 15.72	872,181	\$ 16.47	1,540,947	\$ 16.15

(17) Earnings Per Share

Basic (loss) income per share is calculated by dividing net (loss) income by the weighted-average number of shares outstanding during the period. Diluted (loss) income per share adjusts the basic (loss) income per share for the effects of any potentially dilutive securities in periods in which the Company has net income and such effects are dilutive under the treasury stock method.

Following is a summary of the components of basic and diluted (loss) income per share for the periods presented:

<i>in thousands, except per share data</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Numerator:			
(Loss) income from continuing operations	\$ (79,421)	\$ (45,046)	\$ 31,953
Loss from discontinued operations, net of tax	(99)	(329)	(140)
Net (loss) income	\$ (79,520)	\$ (45,375)	\$ 31,813
Denominator:			
Basic weighted-average shares	30,617	32,141	31,952
Dilutive effect of restricted stock awards	—	—	433
Dilutive effect of stock options	—	—	41
Diluted weighted-average shares ^(a)	30,617	32,141	32,426
Basic (loss) income per share:			
Continuing operations	\$ (2.59)	\$ (1.40)	\$ 1.00
Discontinued operations	(0.01)	(0.01)	—
Total	\$ (2.60)	\$ (1.41)	\$ 1.00
Diluted (loss) income per share:			
Continuing operations	\$ (2.59)	\$ (1.40)	\$ 0.99
Discontinued operations	(0.01)	(0.01)	—
Total	\$ (2.60)	\$ (1.41)	\$ 0.99

^(a) The following potentially dilutive shares were excluded from the calculation of diluted (loss) income per share as a result of their anti-dilutive effect. Due to the reported net losses for the years ended September 30, 2019 and 2018, all common stock equivalents were excluded from the computation of diluted loss per share for fiscal years 2019 and 2018 because inclusion would have resulted in anti-dilution.

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Stock options	524	533	319
Time-based restricted stock	612	432	—
Performance-based restricted stock	779	645	—

(18) Segment Information

We currently operate in 13 states that are grouped into three homebuilding segments based on geography. Revenues from our homebuilding segments are derived from the sale of homes that we construct and from land and lot sales. Our reportable segments have been determined on a basis that is used internally by management for evaluating segment performance and resource allocations. We have considered the applicable aggregation criteria, and have combined our homebuilding operations into three reportable segments as follows:

West: Arizona, California, Nevada, and Texas

East: Delaware, Indiana, Maryland, New Jersey^(a), Tennessee, and Virginia

Southeast: Florida, Georgia, North Carolina, and South Carolina

^(a) During our fiscal 2015, we made the decision that we would not continue to reinvest in new homebuilding assets in our New Jersey division; therefore, it is no longer considered an active operation. However, it is included in this listing because the segment information below continues to include New Jersey.

Management's evaluation of segment performance is based on segment operating (loss) income. Operating (loss) income for our homebuilding segments is defined as homebuilding and land sales and other revenue less home construction, land development and land sales expense, commission expense, depreciation and amortization, and certain G&A expenses that are incurred by or allocated to our homebuilding segments. The accounting policies of our segments are those described in Note 2.

The following tables contain our revenue, operating (loss) income, and depreciation and amortization by segment for the periods presented:

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Revenue			
West	\$ 1,014,702	\$ 1,014,803	\$ 853,230
East	514,961	524,563	551,422
Southeast	558,076	567,767	511,626
Total revenue	\$ 2,087,739	\$ 2,107,133	\$ 1,916,278

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Operating (loss) income ^(a)			
West	\$ (5,492)	\$ 142,310	\$ 110,600
East ^(b)	51,576	57,372	58,191
Southeast	40,165	45,950	53,905
Segment total	86,249	245,632	222,696
Corporate and unallocated ^(c)	(176,145)	(164,084)	(160,558)
Total operating (loss) income	\$ (89,896)	\$ 81,548	\$ 62,138

^(a) Operating (loss) income is impacted by impairment and abandonment charges incurred during the periods presented (see Note 5).

^(b) Operating income for our East segment for the year ended September 30, 2017 was impacted by a charge to G&A of \$2.7 million related to the write-off of a deposit on a legacy investment in a development site that we deemed uncollectible.

^(c) Corporate and unallocated operating loss includes amortization of capitalized interest, movement in capitalized indirect costs, expenses related to numerous shared services functions that benefit all segments but are not allocated to the operating segments reported above, including information technology, treasury, corporate finance, legal, branding and national marketing, and other amounts that are not allocated to our operating segments.

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Depreciation and amortization			
West	\$ 6,456	\$ 7,062	\$ 7,207
East	3,250	2,619	2,927
Southeast	3,455	3,053	2,564
Segment total	13,161	12,734	12,698
Corporate and unallocated ^(a)	1,598	1,073	1,311
Total depreciation and amortization	\$ 14,759	\$ 13,807	\$ 14,009

^(a) Corporate and unallocated depreciation and amortization represents depreciation and amortization related to assets held by our corporate functions that benefit all segments.

The following table presents capital expenditures by segment for the periods presented:

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Capital Expenditures			
West	\$ 11,635	\$ 8,152	\$ 7,086
East	2,518	2,234	2,474
Southeast	3,086	3,112	2,539
Corporate and unallocated	4,117	3,522	341
Total capital expenditures	\$ 21,356	\$ 17,020	\$ 12,440

The following table presents assets by segment as of September 30, 2019 and 2018:

<i>in thousands</i>	September 30, 2019		September 30, 2018	
	\$	751,110	\$	835,230
Assets				
West	\$	751,110	\$	835,230
East		286,340		335,474
Southeast		359,431		414,685
Corporate and unallocated ^(a)		560,763		542,713
Total assets	\$	1,957,644	\$	2,128,102

^(a) Corporate and unallocated total assets primarily consist of cash and cash equivalents, restricted cash, deferred taxes, capitalized interest and indirect costs, and other items that are not allocated to the segments.

(19) Supplemental Guarantor Information

As discussed in Note 8, the Company's obligations to pay principal, premium, if any, and interest under certain debt agreements are guaranteed on a joint and several basis by substantially all of the Company's subsidiaries. Some of the immaterial subsidiaries do not guarantee the Senior Notes or the Facility. The guarantees are full and unconditional, and the guarantor subsidiaries are 100% owned by Beazer Homes USA, Inc. The following financial information presents the line items of the Company's consolidated financial statements separated by amounts related to the parent issuer, guarantor subsidiaries, non-guarantor subsidiaries, and consolidating adjustments as of or for the periods presented.

Beazer Homes USA, Inc.
Condensed Consolidating Balance Sheet Information
September 30, 2019

<i>in thousands</i>	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
ASSETS					
Cash and cash equivalents	\$ 70,617	\$ 36,115	\$ 9	\$ —	\$ 106,741
Restricted cash	14,847	1,206	—	—	16,053
Accounts receivable (net of allowance of \$304)	—	26,394	1	—	26,395
Income tax receivable	4,935	—	—	—	4,935
Owned inventory	—	1,504,248	—	—	1,504,248
Investments in unconsolidated entities	773	3,189	—	—	3,962
Deferred tax assets, net	246,957	—	—	—	246,957
Property and equipment, net	—	27,421	—	—	27,421
Investments in subsidiaries	636,791	—	—	(636,791)	—
Intercompany	753,769	—	1,680	(755,449)	—
Goodwill	—	11,376	—	—	11,376
Other assets	1,235	8,317	4	—	9,556
Total assets	<u>\$ 1,729,924</u>	<u>\$ 1,618,266</u>	<u>\$ 1,694</u>	<u>\$ (1,392,240)</u>	<u>\$ 1,957,644</u>
LIABILITIES AND STOCKHOLDERS' EQUITY					
Trade accounts payable	\$ —	\$ 131,152	\$ —	\$ —	\$ 131,152
Other liabilities	12,335	97,081	13	—	109,429
Intercompany	1,680	753,769	—	(755,449)	—
Total debt (net of premium and debt issuance costs)	1,177,155	1,154	—	—	1,178,309
Total liabilities	<u>1,191,170</u>	<u>983,156</u>	<u>13</u>	<u>(755,449)</u>	<u>1,418,890</u>
Stockholders' equity	538,754	635,110	1,681	(636,791)	538,754
Total liabilities and stockholders' equity	<u>\$ 1,729,924</u>	<u>\$ 1,618,266</u>	<u>\$ 1,694</u>	<u>\$ (1,392,240)</u>	<u>\$ 1,957,644</u>

Beazer Homes USA, Inc.
Condensed Consolidating Balance Sheet Information
September 30, 2018

<i>in thousands</i>	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
ASSETS					
Cash and cash equivalents	\$ 93,875	\$ 45,355	\$ 575	\$ —	\$ 139,805
Restricted cash	10,921	2,522	—	—	13,443
Accounts receivable (net of allowance of \$378)	—	24,647	—	—	24,647
Income tax receivable	—	—	—	—	—
Owned inventory	—	1,692,284	—	—	1,692,284
Investments in unconsolidated entities	773	3,262	—	—	4,035
Deferred tax assets, net	213,955	—	—	—	213,955
Property and equipment, net	—	20,843	—	—	20,843
Investments in subsidiaries	645,086	—	—	(645,086)	—
Intercompany	922,525	—	2,304	(924,829)	—
Goodwill	—	9,751	—	—	9,751
Other assets	694	8,626	19	—	9,339
Total assets	<u>\$ 1,887,829</u>	<u>\$ 1,807,290</u>	<u>\$ 2,898</u>	<u>\$ (1,569,915)</u>	<u>\$ 2,128,102</u>
LIABILITIES AND STOCKHOLDERS' EQUITY					
Trade accounts payable	\$ —	\$ 126,432	\$ —	\$ —	\$ 126,432
Other liabilities	14,357	111,906	126	—	126,389
Intercompany	2,304	922,525	—	(924,829)	—
Total debt (net of discount and debt issuance costs)	1,227,141	4,113	—	—	1,231,254
Total liabilities	<u>1,243,802</u>	<u>1,164,976</u>	<u>126</u>	<u>(924,829)</u>	<u>1,484,075</u>
Stockholders' equity	644,027	642,314	2,772	(645,086)	644,027
Total liabilities and stockholders' equity	<u>\$ 1,887,829</u>	<u>\$ 1,807,290</u>	<u>\$ 2,898</u>	<u>\$ (1,569,915)</u>	<u>\$ 2,128,102</u>

Beazer Homes USA, Inc.
Consolidating Statements of Operations Information

<i>in thousands</i>	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
<i>Fiscal Year Ended September 30, 2019</i>					
Total revenue	\$ —	\$ 2,087,739	\$ 115	\$ (115)	\$ 2,087,739
Home construction and land sales expenses	93,875	1,679,325	—	(115)	1,773,085
Inventory impairments and abandonments	13,908	134,710	—	—	148,618
Gross (loss) profit	(107,783)	273,704	115	—	166,036
Commissions	—	79,802	—	—	79,802
General and administrative expenses	—	161,375	(4)	—	161,371
Depreciation and amortization	—	14,759	—	—	14,759
Operating (loss) income	(107,783)	17,768	119	—	(89,896)
Equity in income of unconsolidated entities	—	404	—	—	404
Loss on extinguishment of debt	(24,920)	—	—	—	(24,920)
Other (expense) income, net	(3,109)	887	(4)	—	(2,226)
(Loss) income from continuing operations before income taxes	(135,812)	19,059	115	—	(116,638)
(Benefit) expense from income taxes	(15,603)	(21,643)	29	—	(37,217)
Equity in income of subsidiaries	40,788	—	—	(40,788)	—
(Loss) income from continuing operations	(79,421)	40,702	86	(40,788)	(79,421)
Loss from discontinued operations, net of tax	—	(85)	(14)	—	(99)
Equity in loss of subsidiaries from discontinued operations	(99)	—	—	99	—
Net (loss) income	\$ (79,520)	\$ 40,617	\$ 72	\$ (40,689)	\$ (79,520)
	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
<i>Fiscal Year Ended September 30, 2018</i>					
Total revenue	\$ —	\$ 2,107,133	\$ 83	\$ (83)	\$ 2,107,133
Home construction and land sales expenses	91,132	1,664,570	—	(83)	1,755,619
Inventory impairments and abandonments	1,961	4,538	—	—	6,499
Gross (loss) profit	(93,093)	438,025	83	—	345,015
Commissions	—	81,002	—	—	81,002
General and administrative expenses	—	168,536	122	—	168,658
Depreciation and amortization	—	13,807	—	—	13,807
Operating (loss) income	(93,093)	174,680	(39)	—	81,548
Equity in income of unconsolidated entities	—	34	—	—	34
Loss on extinguishment of debt	(27,839)	—	—	—	(27,839)
Other (expense) income, net	(5,323)	1,046	(28)	—	(4,305)
(Loss) income from continuing operations before income taxes	(126,255)	175,760	(67)	—	49,438
(Benefit) expense from income taxes	(93,714)	188,217	(19)	—	94,484
Equity in loss of subsidiaries	(12,505)	—	—	12,505	—
Loss from continuing operations	(45,046)	(12,457)	(48)	12,505	(45,046)
Loss from discontinued operations, net of tax	—	(312)	(17)	—	(329)
Equity in loss of subsidiaries	(329)	—	—	329	—
Net loss	\$ (45,375)	\$ (12,769)	\$ (65)	\$ 12,834	\$ (45,375)

Beazer Homes USA, Inc.
Consolidating Statements of Operations Information

in thousands

	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
<i>Fiscal Year Ended September 30, 2017</i>					
Total revenue	\$ —	\$ 1,916,278	\$ 107	\$ (107)	\$ 1,916,278
Home construction and land sales expenses	88,764	1,512,312	—	(107)	1,600,969
Inventory impairments and abandonments	56	2,389	—	—	2,445
Gross (loss) profit	(88,820)	401,577	107	—	312,864
Commissions	—	74,811	—	—	74,811
General and administrative expenses	—	161,804	102	—	161,906
Depreciation and amortization	—	14,009	—	—	14,009
Operating (loss) income	(88,820)	150,953	5	—	62,138
Equity in income of unconsolidated entities	—	371	—	—	371
Gain (Loss) on extinguishment of debt	(12,630)	—	—	—	(12,630)
Other (expense) income, net	(15,635)	429	(24)	—	(15,230)
(Loss) income before income taxes	(117,085)	151,753	(19)	—	34,649
(Benefit) expense from income taxes	(42,564)	45,266	(6)	—	2,696
Equity in income of subsidiaries	106,474	—	—	(106,474)	—
Income from continuing operations	31,953	106,487	(13)	(106,474)	31,953
Loss from discontinued operations, net of tax	—	(115)	(25)	—	(140)
Equity in loss of subsidiaries	(140)	—	—	140	—
Net income (loss)	\$ 31,813	\$ 106,372	\$ (38)	\$ (106,334)	\$ 31,813

Beazer Homes USA, Inc.
Condensed Consolidating Statements of Cash Flow Information

in thousands

	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
<i>Fiscal Year Ended September 30, 2019</i>					
Net cash (used in) provided by operating activities	\$ (107,882)	\$ 221,529	\$ (12)	\$ —	\$ 113,635
Cash flows from investing activities:					
Capital expenditures	—	(21,356)	—	—	(21,356)
Proceeds from sale of fixed assets	—	251	—	—	251
Acquisition, net of cash acquired	—	(4,088)	—	—	(4,088)
Return of capital from unconsolidated entities	—	68	—	—	68
Advances to/from subsidiaries	204,555	—	(554)	(204,001)	—
Net cash provided by (used in) investing activities	204,555	(25,125)	(554)	(204,001)	(25,125)
Cash flows from financing activities:					
Repayment of debt	(573,589)	(2,959)	—	—	(576,548)
Proceeds from issuance of new debt	500,000	—	—	—	500,000
Repayment of borrowing from credit facility	(425,000)	—	—	—	(425,000)
Borrowings from credit facility	425,000	—	—	—	425,000
Debt issuance costs	(6,137)	—	—	—	(6,137)
Other financing activities	(1,655)	—	—	—	(1,655)
Repurchase of common stock	(34,624)	—	—	—	(34,624)
Advances to/from subsidiaries	—	(204,001)	—	204,001	—
Net cash used in financing activities	(116,005)	(206,960)	—	204,001	(118,964)
Decrease in cash and cash equivalents	(19,332)	(10,556)	(566)	—	(30,454)
Cash, cash equivalents and restricted cash at beginning of period	104,796	47,877	575	—	153,248
Cash, cash equivalents and restricted cash at end of period	\$ 85,464	\$ 37,321	\$ 9	\$ —	\$ 122,794

Beazer Homes USA, Inc.
Condensed Consolidating Statements of Cash Flow Information

<i>in thousands</i>	Beazer Homes USA, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated Beazer Homes USA, Inc.
<i>Fiscal Year Ended September 30, 2018</i>					
Net cash (used in) provided by operating activities	\$ (1,163)	\$ 56,153	\$ (152)	\$ —	\$ 54,838
Cash flows from investing activities:					
Capital expenditures	—	(17,020)	—	—	(17,020)
Proceeds from sale of fixed assets	—	370	—	—	370
Acquisition, net of cash acquired	—	(57,253)	—	—	(57,253)
Investments in unconsolidated entities	—	(421)	—	—	(421)
Return of capital from unconsolidated entities	—	176	—	—	176
Advances to/from subsidiaries	(56,182)	—	3	56,179	—
Net cash (used in) provided by investing activities	(56,182)	(74,148)	3	56,179	(74,148)
Cash flows from financing activities:					
Repayment of debt	(522,465)	—	—	—	(522,465)
Proceeds from issuance of new debt	400,000	—	—	—	400,000
Repayment of borrowing from credit facility	(225,000)	—	—	—	(225,000)
Borrowing from credit facility	225,000	—	—	—	225,000
Debt issuance costs	(6,272)	—	—	—	(6,272)
Other financing activities	(3,314)	—	—	—	(3,314)
Advances to/from subsidiaries	—	49,018	—	(49,018)	—
Net cash (used in) provided by financing activities	(132,051)	49,018	—	(49,018)	(132,051)
(Decrease) increase in cash and cash equivalents	(189,396)	31,023	(149)	7,161	(151,361)
Cash, cash equivalents and restricted cash at beginning of period	294,192	16,854	724	(7,161)	304,609
Cash, cash equivalents and restricted cash at end of period	\$ 104,796	\$ 47,877	\$ 575	\$ —	\$ 153,248
<i>Fiscal Year Ended September 30, 2017</i>					
Net cash (used in) provided by operating activities	\$ (65,093)	\$ 170,129	\$ (174)	\$ —	\$ 104,862
Cash flows from investing activities:					
Capital expenditures	—	(12,440)	—	—	(12,440)
Proceeds from sale of fixed assets	—	297	—	—	297
Investments in unconsolidated entities	—	(3,261)	—	—	(3,261)
Return of capital from unconsolidated entities	—	1,621	—	—	1,621
Advances to/from subsidiaries	148,081	—	39	(148,120)	—
Net cash provided by (used in) investing activities	148,081	(13,783)	39	(148,120)	(13,783)
Cash flows from financing activities:					
Repayment of debt	(261,999)	(12,437)	—	—	(274,436)
Proceeds from issuance of new debt	250,000	—	—	—	250,000
Borrowing from credit facility	25,000	—	—	—	25,000
Repayment of borrowing from credit facility	(25,000)	—	—	—	(25,000)
Debt issuance costs	(4,919)	—	—	—	(4,919)
Other financing activities	(391)	—	—	—	(391)
Advances to/from subsidiaries	—	(145,459)	—	145,459	—
Net cash used in financing activities	(17,309)	(157,896)	—	145,459	(29,746)
Increase (decrease) in cash and cash equivalents	65,679	(1,550)	(135)	(2,661)	61,333
Cash, cash equivalents and restricted cash at beginning of period	228,513	18,404	859	(4,500)	243,276
Cash, cash equivalents and restricted cash at end of period	\$ 294,192	\$ 16,854	\$ 724	\$ (7,161)	\$ 304,609

(20) Discontinued Operations

We continually review each of our markets in order to refine our overall investment strategy and to optimize capital and resource allocations in an effort to enhance our financial position and to increase stockholder value. This review entails an evaluation of both external market factors and our position in each market, and over time has resulted in the decision to discontinue certain of our homebuilding operations. During our fiscal 2015, we made the decision that we would not continue to reinvest in new homebuilding assets in our New Jersey division; therefore, it is no longer considered an active operation. However, the results of our New Jersey division are not included in the discontinued operations information shown below.

We have classified the results of operations of our discontinued operations separately in the accompanying consolidated statements of operations for all periods presented. There were no material assets or liabilities related to our discontinued operations as of September 30, 2019 or September 30, 2018. Discontinued operations were not segregated in the consolidated statements of cash flows. Therefore, amounts for certain captions in the consolidated statements of cash flows will not agree with the respective data in the consolidated statements of operations. The results of our discontinued operations in the consolidated statements of operations for the periods presented were as follows:

<i>in thousands</i>	Fiscal Year Ended September 30,		
	2019	2018	2017
Total revenue	\$ 55	\$ 633	\$ —
Home construction and land sales expenses	61	612	72
Inventory impairments and abandonments	—	450	—
Gross loss	(6)	(429)	(72)
General and administrative expenses	125	101	169
Operating loss	(131)	(530)	(241)
Equity in (loss) income of unconsolidated entities	(1)	93	31
Other income (expense), net	5	(4)	(5)
Loss from discontinued operations before income taxes	(127)	(441)	(215)
Benefit from income taxes	(28)	(112)	(75)
Loss from discontinued operations, net of tax	\$ (99)	\$ (329)	\$ (140)

(21) Selected Quarterly Financial Data (Unaudited)

Selected summarized quarterly financial information is as follows for the periods presented:

in thousands, except per share data

Fiscal 2019	Quarter Ended			
	December 31	March 31	June 30	September 30
Total revenue	\$ 402,040	\$ 421,260	\$ 482,738	\$ 781,701
Gross profit (loss) ^(a)	60,655	(82,680)	71,764	116,297
Operating income (loss)	3,506	(138,950)	9,543	36,005
Net income (loss) from continuing operations ^(b)	7,322	(100,832)	11,625	2,464
Basic EPS from continuing operations ^(c)	\$ 0.23	\$ (3.28)	\$ 0.38	\$ 0.08
Diluted EPS from continuing operations ^(c)	\$ 0.23	\$ (3.28)	\$ 0.38	\$ 0.08

Fiscal 2018

Total revenue	\$ 372,489	\$ 455,178	\$ 511,521	\$ 767,945
Gross profit ^(a)	60,829	75,077	83,244	125,865
Operating income	6,681	13,825	17,580	43,462
Net (loss) income from continuing operations ^(b)	(130,575)	11,616	13,429	60,484
Basic EPS from continuing operations ^(c)	\$ (4.07)	\$ 0.36	\$ 0.42	\$ 1.88
Diluted EPS from continuing operations ^(c)	\$ (4.07)	\$ 0.36	\$ 0.41	\$ 1.83

^(a) Gross profit (loss) in fiscal 2019 and 2018 includes inventory impairment and abandonments as follows:

<i>in thousands</i>	Fiscal 2019	Fiscal 2018
1st Quarter	\$ 1,007	\$ —
2nd Quarter	147,611	—
3rd Quarter	—	168
4th Quarter	—	6,331
	<u>\$ 148,618</u>	<u>\$ 6,499</u>

^(b) Net (loss) income from continuing operations in fiscal 2019 and 2018 includes (loss) gain on extinguishment of debt as follows:

<i>in thousands</i>	Fiscal 2019	Fiscal 2018
1st Quarter	\$ —	\$ (25,904)
2nd Quarter	216	—
3rd Quarter	358	—
4th Quarter	(25,494)	(1,935)
	<u>\$ (24,920)</u>	<u>\$ (27,839)</u>

^(c) Amounts shown above for EPS for the quarterly periods are calculated separately from the full fiscal year amounts. Accordingly, quarterly amounts will not add to the respective annual amount.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of
Beazer Homes USA, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Beazer Homes USA, Inc. and subsidiaries (the "Company") as of September 30, 2019 and 2018, the related consolidated statements of operations, stockholders' equity, and cash flows, for each of the three years in the period ended September 30, 2019, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2019, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of September 30, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated November 13, 2019, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Deloitte & Touche LLP

Atlanta, Georgia
November 13, 2019

We have served as the Company's auditor since 1996.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of
Beazer Homes USA, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Beazer Homes USA, Inc. and subsidiaries (the "Company") as of September 30, 2019, based on the criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended September 30, 2019, of the Company and our report dated November 13, 2019, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Atlanta, Georgia
November 13, 2019

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, under the supervision and with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of September 30, 2019 pursuant to Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended (Exchange Act). Our disclosure controls and procedures are designed to ensure that information required to be disclosed in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Based on the evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of September 30, 2019.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for the preparation and fair presentation of the consolidated financial statements included in this Annual Report on Form 10-K. The consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles (U.S. GAAP) and reflect management's judgments and estimates concerning events and transactions that are accounted for or disclosed.

Our management is also responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). The Company's internal control over financial reporting is a process designed under the supervision of our CEO and CFO to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with U.S. GAAP.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements and even when determined to be effective, can only provide reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of September 30, 2019. Management's assessment was based on criteria for effective internal control over financial reporting described in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework). Based on this assessment, management concluded that the Company has maintained effective internal control over financial reporting as of September 30, 2019. The effectiveness of our internal control over financial reporting as of September 30, 2019 has been audited by Deloitte & Touche LLP, our independent registered public accounting firm, as stated in their report, which is included in "Part II - Item 8 - Financial Statements and Supplementary Data."

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Executive Officers

The information required by this item is incorporated by reference to our proxy statement for our 2020 Annual Meeting of Stockholders, which is expected to be filed on or before December 15, 2019.

Code of Ethics

Beazer Homes has adopted a Code of Business Conduct and Ethics (the "Code") that applies to its principal executive officer, principal financial officer, principal accounting officer, and other senior financial officers. In November 2019, the Company's Board of Directors amended the Code. The full text of the Code, as amended, can be found on the Company's website at www.beazer.com. If at any time there is an amendment or waiver of any provision of the Code that is required to be disclosed, information regarding such amendment or waiver will be published on the Company's website.

Item 11. Executive Compensation

The information required by this item is incorporated by reference to our proxy statement for our 2020 Annual Meeting of Stockholders, which is expected to be filed on or before December 15, 2019.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information relating to securities authorized for issuance under equity compensation plans is set forth above in Item 5 - Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities. All of the other information required by this item is incorporated by reference to our proxy statement for our 2020 Annual Meeting of Stockholders, which is expected to be filed on or before December 15, 2019.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required by this item is incorporated by reference to our proxy statement for our 2020 Annual Meeting of Stockholders, which is expected to be filed on or before December 15, 2019.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated by reference to our proxy statement for our 2020 Annual Meeting of Stockholders, which is expected to be filed on or before December 15, 2019.

PART IV

Item 15. Exhibits and Financial Statement Schedules

The following documents are filed as part of this Annual Report on Form 10-K.

(a) 1. Financial Statements

	Page Herein
<u>Consolidated Balance Sheets as of September 30, 2019 and 2018</u>	<u>46</u>
<u>Consolidated Statements of Operations for the fiscal years ended September 30, 2019, 2018, and 2017</u>	<u>47</u>
<u>Consolidated Statements of Stockholders' Equity for the fiscal years ended September 30, 2019, 2018, and 2017</u>	<u>48</u>
<u>Consolidated Statements of Cash Flows for the fiscal years ended September 30, 2019, 2018, and 2017</u>	<u>49</u>
<u>Notes to Consolidated Financial Statements</u>	<u>50</u>

2. Financial Statement Schedules

None required.

3. Exhibits

All exhibits were filed under File No. 001-12822, except as otherwise indicated below.

Exhibit Number		Exhibit Description
3.1	—	<u>Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 of the Company's Form 10-K for the year ended September 30, 2008)</u>
3.2	—	<u>Certificate of Amendment, dated April 13, 2010, to the Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 of the Company's Form 10-Q for the quarter ended March 31, 2010)</u>
3.3	—	<u>Certificate of Amendment, dated February 3, 2011, to the Amended and Restated Certificate of Incorporation of the Company, as amended (incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K filed on February 8, 2011)</u>
3.4	—	<u>Certificate of Amendment, dated October 11, 2012, to the Amended and Restated Certificate of Incorporation of the Company, as amended (incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K filed on October 12, 2012)</u>
3.5	—	<u>Certificate of Amendment, dated February 2, 2013, to the Amended and Restated Certificate of Incorporation of the Company, as amended (incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K filed on February 5, 2013)</u>
3.6	—	<u>Certificate of Amendment, dated November 6, 2013, to the Amended and Restated Certificate of Incorporation of the Company, as amended (incorporated herein by reference to Exhibit 3.1 of the Company's Form 8-K filed on November 7, 2013)</u>
3.7	—	<u>Certificate of Amendment, dated November 11, 2016, to the Amended and Restated Certificate of Incorporation of the Company, as amended (incorporated herein by reference to Exhibit 3.8 of the Company's Form 10-K for the year ended September 30, 2016)</u>
3.8	—	<u>Certificate of Amendment, dated as of November 8, 2019, and effective as of November 12, 2019, to the Amended and Restated Certificate of Incorporation of the Company, as amended</u>
3.9	—	<u>Fourth Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.3 of the Company's Form 10-K for the year ended September 30, 2010)</u>
4.1	—	<u>Specimen Physical Common Stock Certificate of Beazer Homes USA, Inc. (incorporated herein by reference to Exhibit 4.1 of the Company's Form 10-K filed on November 10, 2015)</u>

- 4.2 — [Indenture, dated as of April 17, 2002 among the Company, the Guarantors party thereto and U.S. Bank Trust National Association, as trustee \(incorporated herein by reference to Exhibit 4.11 of the Company's Registration Statement on Form S-4 filed on July 16, 2002\)](#)
- 4.3 — [Seventh Supplemental Indenture, dated January 9, 2006, to the Indenture dated as of April 17, 2002 \(incorporated herein by referenced to Exhibit 99.2 of the Company's Form 8-K filed on January 17, 2006\)](#)
- 4.4 — Reserved.
- 4.5 — Reserved.
- 4.6 — [Form of Junior Subordinated Indenture, dated June 15, 2006, between the Company and JPMorgan Chase Bank, National Association \(incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on June 21, 2006\)](#)
- 4.7 — [Form of Amended and Restated Trust Agreement, dated June 15, 2006, among the Company, JPMorgan Chase Bank, National Association, Chase Bank USA, National Association, and certain individuals named therein as Administrative Trustees \(incorporated herein by reference to Exhibit 4.2 of the Company's Form 8-K filed on June 21, 2006\)](#)
- 4.8 — [Ninth Supplemental Indenture, dated October 26, 2007, amending and supplementing the Indenture dated April 17, 2002, by and among Beazer Homes USA, Inc., the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee \(incorporated herein by reference to Exhibit 10.3 of the Company's Form 8-K filed on October 30, 2007\)](#)
- 4.9 — [Junior Subordinated Indenture between Beazer Homes USA, Inc. and Wilmington Trust Company, as trustee, dated as of January 15, 2010 \(incorporated herein by reference to Exhibit 10.2 of the Company's Form 8-K dated January 21, 2010\)](#)
- 4.10 — Reserved.
- 4.11 — [Fifteenth Supplemental Indenture, dated July 22, 2011, to the Indenture dated April 17, 2002, between the Company and U.S. Bank National Association, as trustee, amending and supplementing the Thirteenth Supplemental Indenture, dated May 20, 2010, and the Fourteenth Supplemental Indenture, dated November 12, 2010 \(incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended June 30, 2011\)](#)
- 4.12 — Reserved.
- 4.15 — [Indenture, dated as of October 10, 2017, between the Company, the Guarantors and U.S. Bank National Association, as trustee \(incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on October 10, 2017\)](#)
- 4.16 — [Form of 5.875% Senior Note due 2027 \(incorporated herein by reference to Exhibit 4.2 of the Company's Form 8-K filed on October 10, 2017\)](#)
- 4.17 — [Registration Rights Agreement, dated as of October 10, 2017, between the Company, the Guarantors and Credit Suisse Securities \(USA\) LLC, as representative of the Initial Purchasers \(incorporated herein by reference to Exhibit 4.3 of the Company's Form 8-K filed on October 10, 2017\)](#)
- 4.18 — [Section 382 Rights Agreement, dated as of November 6, 2019, and effective as of November 14, 2019, between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent](#)
- 4.19 — [Seventeenth Supplemental Indenture, dated April 2, 2014, between Beazer-Inspirada LLC and U.S. Bank National Association, as trustee \(incorporated herein by reference to Exhibit 4.2\(i\) to the Company's Form S-4 filed on June 10, 2014 \(File No. 333-196637\)\)](#)
- 4.20 — [Supplemental Indenture, dated April 2, 2014, between Beazer-Inspirada LLC and U.S. Bank National Association, as trustee, related to the Company's 6.625% Senior Secured Notes due 2018 \(incorporated herein by reference to Exhibit 4.5\(c\) to the Company's Form S-4 filed on June 10, 2014 \(File No. 333-196637\)\)](#)
- 4.21 — [Supplemental Indenture, dated April 2, 2014, between Beazer-Inspirada LLC and U.S. Bank National Association, as trustee, related to the Company's 7.250% Senior Notes due 2023 \(incorporated herein by reference to Exhibit 4.6\(c\) to the Company's Form S-4 filed on June 10, 2014 \(File No. 333-196637\)\)](#)
- 4.22 — [Supplemental Indenture, dated April 2, 2014, between Beazer-Inspirada LLC and U.S. Bank National Association, as trustee, related to the Company's 7.500% Senior Notes due 2021 \(incorporated herein by reference to Exhibit 4.7\(c\) to the Company's Form S-4 filed on June 10, 2014 \(File No. 333-196637\)\)](#)
- 4.23 — Reserved.
- 4.24 — Reserved.
- 4.25 — Reserved.
- 4.31 — [Indenture for 6.750% Senior Notes due 2025, dated March 14, 2017, by and among the Company, the Guarantors and U.S. Bank National Association, as trustee \(incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on March 15, 2017\)](#)
- 4.32 — [Form of 6.750% Senior Note due 2025 \(incorporated by reference to Exhibit 4.2 of the Company's Form 8-K filed on March 15, 2017\)](#)

- 4.33 — [Registration Rights Agreement, dated as of March 14, 2017, by and among the Company, the Guarantors and Credit Suisse Securities \(USA\) LLC, as representatives of the Initial Purchasers \(incorporated herein by reference to Exhibit 4.3 of the Company's Form 8-K filed March 15, 2017\)](#)
- 4.34 — [Indenture for 7.250% Senior Notes due 2029, dated as of September 24, 2019, by and among the Company, the Guarantors and U.S. Bank National Association, as trustee \(incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on September 24, 2019\)](#)
- 4.35 — [Form of 7.250% Senior Note due 2029 \(incorporated herein by reference to Exhibit 4.2 of the Company's 8-K filed on September 24, 2019\)](#)
- 4.36 — [Registration Rights Agreement, dated as of September 24, 2019, by and among the Company, the Guarantors and Credit Suisse Securities \(USA\) LLC, as representative of the Initial Purchasers \(incorporated herein by reference to Exhibit 4.3 of the Company's Form 8-K filed on September 24, 2019\)](#)
- 10.1* — [Non-Employee Director Stock Option Plan \(incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-K for the year ended September 30, 2003\)](#)
- 10.2* — [Amended and Restated 1999 Stock Incentive Plan \(incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended June 30, 2008\)](#)
- 10.3* — [Second Amended and Restated Corporate Management Stock Purchase Program \(incorporated herein by reference to Exhibit 10.5 of the Company's Form 10-K for the year ended September 30, 2007\)](#)
- 10.4* — [Director Stock Purchase Program \(incorporated herein by reference to Exhibit 10.7 of the Company's Form 10-K for the year ended September 30, 2004\)](#)
- 10.5* — [Form of Stock Option and Restricted Stock Award Agreement \(incorporated herein by reference to Exhibit 10.8 of the Company's Form 10-K for the year ended September 30, 2004\)](#)
- 10.6* — [Form of Stock Option Award Agreement \(incorporated herein by reference to Exhibit 10.9 of the Company's Form 10-K for the year ended September 30, 2004\)](#)
- 10.7* — [Form of Amended and Restated 1999 Stock Incentive Plan Award Agreement for Performance Share Awards, dated as of February 2, 2006 \(incorporated herein by reference to Exhibit 10.18 of the Company's Form 10-Q for the quarter ended March 31, 2006\)](#)
- 10.8* — [Form of Amended and Restated 1999 Stock Incentive Plan Award Agreement for Option and Restricted Stock Awards, dated as of February 2, 2006 \(incorporated herein by reference to Exhibit 10.19 of the Company's Form 10-Q for the quarter ended March 31, 2006\)](#)
- 10.9* — [Form of Indemnification Agreement \(incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on July 1, 2008\)](#)
- 10.10* — [2008 Beazer Homes USA, Inc. Deferred Compensation Plan, adopted effective January 1, 2008 \(incorporated herein by reference to Exhibit 10.27 of the Company's Form 10-K for the fiscal year ended September 30, 2007\)](#)
- 10.11* — [Discretionary Employee Bonus Plan \(incorporated herein by reference to Exhibit 10.28 of the Company's Form 10-K for the fiscal year ended September 30, 2007\)](#)
- 10.12* — [2010 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended March 31, 2010\)](#)
- 10.13* — [Form of 2010 Equity Incentive Plan Employee Award Agreement for Option and Restricted Stock Awards \(incorporated herein by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended June 30, 2010\)](#)
- 10.14* — [Form of 2010 Equity Incentive Plan Award Agreement for Option and Restricted Stock Awards \(Non-Employee Directors\) \(incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended June 30, 2010\)](#)
- 10.15* — [Form of 2010 Equity Incentive Plan Award Agreement for Option and Restricted Stock Awards \(Named Executive Officers\) dated as of November 16, 2011 \(incorporated herein by reference to Exhibit 10.1 of the Company's 8-K filed on November 22, 2011\)](#)
- 10.16* — [Form of 2010 Equity Incentive Plan Performance Cash Award Agreement \(Named Executive Officers\) \(incorporated herein by reference to Exhibit 10.1 of the Company's 10-Q for the quarter ended December 31, 2012\)](#)
- 10.17* — [2014 Long-Term Incentive Plan, as amended \(incorporated herein by reference to Appendix I of the Company's Form DEF 14A filed on December 19, 2016\)](#)
- 10.18* — Reserved.
- 10.19* — Reserved.
- 10.20* — Reserved.
- 10.21* — [Form of 2014 Long-Term Incentive Plan Award Agreement for Restricted Stock Awards \(Named Executive Officers\) \(incorporated herein by reference to Exhibit 10.21 of the Company's Form 10-K filed on November 13, 2014\)](#)

- 10.22* — [Form of 2014 Long-Term Incentive Plan Award Agreement for TSR Performance Share Awards \(Named Executive Officers\) \(incorporated herein by reference to Exhibit 10.22 of the Company's Form 10-K filed on November 13, 2014\)](#)
- 10.23* — [Form of 2014 Long-Term Incentive Plan Award Agreement for Pre-Tax Income Performance Share Awards \(Named Executive Officers\) \(incorporated herein by reference to Exhibit 10.23 of the Company's Form 10-K filed on November 13, 2014\)](#)
- 10.24* — [Form of 2014 Long-Term Incentive Plan Award Agreement for Restricted Stock Awards \(Non-Employee Directors\) \(incorporated herein by reference to Exhibit 10.24 of the Company's Form 10-K filed on November 13, 2014\)](#)
- 10.25* — [Form of 2014 Long-Term Incentive Plan Award Agreement for Performance Shares \(Named Executive Officers\) \(incorporated herein by reference to Exhibit 10.1 of the Company's Form 10-Q filed on February 4, 2016\)](#)
- 10.26* — [Form of 2014 Long-Term Incentive Plan Award Agreement for Performance Shares \(Named Executive Officers\) \(incorporated herein by reference to Exhibit 10.26 of the Company's Form 10-K filed on November 14, 2017\)](#)
- 10.27* — [Severance and Change In Control Agreement by and between Allan P. Merrill and the Company, effective as of September 18, 2018 \(incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on September 24, 2018\)](#)
- 10.28* — [Severance and Change In Control Agreement by and between Robert L. Salomon and the Company, effective as of September 18, 2018 \(incorporated herein by reference to Exhibit 10.2 of the Company's Form 8-K filed on September 24, 2018\)](#)
- 10.29* — [Severance and Change In Control Agreement by and between Keith L. Belknap and the Company, effective as of September 18, 2018 \(incorporated herein by reference to Exhibit 10.29 of the Company's Form 10-K filed on November 13, 2018\)](#)
- 10.30 — [Delayed-Draw Term Loan Facility, dated November 16, 2010, among Beazer Homes USA, Inc., Citibank, N.A. and Citigroup Global Markets Inc. \(incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on November 18, 2010\)](#)
- 10.31 — [Delayed-Draw Term Loan Facility, dated November 16, 2010, among Beazer Homes USA, Inc., Deutsche Bank AG Cayman Islands Branch and Deutsche Bank Securities Inc. \(incorporated herein by reference to Exhibit 10.2 of the Company's Form 8-K filed on November 18, 2010\)](#)
- 10.32 — [First Amendment to the Delayed-Draw Term Loan Facility, dated as of November 16, 2010, by and between Beazer Homes USA, Inc. and Citibank, N.A. \(incorporated herein by reference to Exhibit 10.2 of the Company's 8-K filed on August 9, 2012\)](#)
- 10.33 — [First Amendment to the Delayed-Draw Term Loan Facility, dated as of November 16, 2010, by and between Beazer Homes USA, Inc. and Deutsche Bank AG Cayman Islands Branch \(incorporated herein by reference to Exhibit 10.3 of the Company's 8-K filed on August 9, 2012\)](#)
- 10.34 — [Second Amended and Restated Credit Agreement, dated as of September 24, 2012, between Beazer Homes USA, Inc., as borrower, the lenders party thereto, the issuers party thereto, and Credit Suisse AG, Cayman Islands Branch, as agent \(incorporated herein by reference to Exhibit 10.1 of the Company's 8-K filed on September 26, 2012\)](#)
- 10.35 — [First Amendment to Second Amended and Restated Credit Agreement, dated as of November 10, 2014, between Beazer Homes USA, Inc., as borrower, the lenders party thereto, the issuers party thereto, and Credit Suisse AG, Cayman Islands Branch, as agent \(incorporated herein by reference to Exhibit 10.33 of the Company's Form 10-K filed on November 13, 2014\)](#)
- 10.36 — [Second Amendment to Second Amended and Restated Credit Agreement, dated as of November 6, 2015, between Beazer Homes USA, Inc., as borrower, the lenders party thereto, the issuers party thereto, and Credit Suisse AG, Cayman Islands Branch, as agent \(incorporated herein by reference to Exhibit 10.34 of the Company's 10-K filed on November 10, 2015\)](#)
- 10.37 — [Credit Agreement, dated March 11, 2016, by and between Beazer Homes USA, Inc. and Wilmington Trust \(incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on March 11, 2016\)](#)
- 10.38 — [Third Amendment to Second Amended and Restated Credit Agreement, dated as of October 13, 2016, by and among Beazer Homes USA, Inc., as borrower, the lenders party thereto, the issuers party thereto, and Credit Suisse AG, Cayman Islands Branch \(incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed October 13, 2016\)](#)
- 10.39 — [Fourth Amendment to the Second Amended and Restated Credit Agreement, dated as of September 24, 2012, among the Company, as borrower, the lenders party thereto, the issuers party thereto, and Credit Suisse AG, Cayman Islands Branch, as agent, as amended \(incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on October 24, 2017\)](#)

10.40	—	Fifth Amendment to the Second Amended and Restated Credit Agreement, dated as of September 24, 2012, among the Company, as borrower, the lenders party thereto, the issuers party thereto, and Credit Suisse AG, Cayman Islands Branch, as agent, as amended (incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on October 5, 2018)
10.41	—	Sixth Amendment to the Second Amended and Restated Credit Agreement, dated as of September 24, 2012, among the Company, as borrower, the lenders party thereto, the issuers party thereto, and Credit Suisse AG, Cayman Islands Branch, as agent, as amended (incorporated herein by reference to Exhibit 10.1 of the Company's Form 10-Q filed on May 2, 2019)
10.42	—	Seventh Amendment to the Second Amended and Restated Credit Agreement, dated as of September 24, 2012, among the Company, as borrower, the lenders party thereto, the issuers party thereto, and Credit Suisse AG, Cayman Islands Branch, as agent, as amended (incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K filed on September 10, 2019)
10.43	—	Term Loan Agreement, dated as of September 9, 2019, by and among the Company, the subsidiaries of the Company as guarantors thereto, and Credit Suisse International, as lender (incorporated herein by reference to Exhibit 10.2 of the Company's Form 8-K filed on September 10, 2019)
10.4	—	Form of 2014 Long-Term Incentive Plan Award Agreement for Performance Shares (Named Executive Officers) (incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended December 31, 2017)
21	—	Subsidiaries of the Company
23	—	Consent of Deloitte & Touche LLP
31.1	—	Certification pursuant to 17 CFR 240.13a-14 promulgated under Section 302 of the Sarbanes-Oxley Act of 2002
31.2	—	Certification pursuant to 17 CFR 240.13a-14 promulgated under Section 302 of the Sarbanes-Oxley Act of 2002
32.1	—	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	—	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	—	XBRL Instance Document
101.SCH	—	XBRL Schema Document
101.CAL	—	XBRL Calculation Linkbase Document
101.LAB	—	XBRL Labels Linkbase Document
101.PRE	—	XBRL Presentation Linkbase Document
101.DEF	—	XBRL Definition Linkbase Document

* Represents a management contract or compensatory plan or arrangement.

(b) Exhibits

Reference is made to Item 15(a)3 above. The following is a list of exhibits, included in item 15(a)3 above, that are filed concurrently with this report.

3.8	—	Certificate of Amendment, dated as of November 8, 2019, and effective as of November 12, 2019, to the Amended and Restated Certificate of Incorporation of the Company, as amended
4.18	—	Section 382 Rights Agreement, dated as of November 6, 2019, and effective November 14, 2019, between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent
21	—	Subsidiaries of the Company
23	—	Consent of Deloitte & Touche LLP
31.1	—	Certification pursuant to 17 CFR 240.13a-14 promulgated under Section 302 of the Sarbanes-Oxley Act of 2002
31.2	—	Certification pursuant to 17 CFR 240.13a-14 promulgated under Section 302 of the Sarbanes-Oxley Act of 2002
32.1	—	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	—	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	—	XBRL Instance Document
101.SCH	—	XBRL Schema Document
101.CAL	—	XBRL Calculation Linkbase Document
101.LAB	—	XBRL Labels Linkbase Document
101.PRE	—	XBRL Presentation Linkbase Document
101.DEF	—	XBRL Definition Linkbase Document

(c) Financial Statement Schedules

Reference is made to Item 15(a)2 above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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: November 13, 2019

Beazer Homes USA, Inc.

By: /s/ Allan P. Merrill

Name: Allan P. Merrill

Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: November 13, 2019

By: /s/ Allan P. Merrill

Name: Allan P. Merrill

Chairman, President, Chief Executive Officer and Director

Date: November 13, 2019

By: /s/ Robert L. Salomon

Name: Robert L. Salomon

Executive Vice President and Chief Financial Officer

Date: November 13, 2019

By: /s/ Elizabeth S. Acton

Name: Elizabeth S. Acton

Director

Date: November 13, 2019

By: /s/ Laurent Alpert

Name: Laurent Alpert

Director

Date: November 13, 2019

By: /s/ Brian C. Beazer

Name: Brian C. Beazer

Director and Chairman Emeritus

Date: November 13, 2019

By: /s/ Peter G. Leemputte

Name: Peter G. Leemputte

Director

Date: November 13, 2019

By: /s/ Peter M. Orser

Name: Peter M. Orser

Director

Date: November 13, 2019

By: /s/ Norma A. Provencio

Name: Norma A. Provencio

Director

Date: November 13, 2019

By: /s/ Danny R. Shepherd

Name: Danny R. Shepherd

Director

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
BEAZER HOMES USA, INC.**

Beazer Homes USA, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY as follows:

1. Article EIGHT of the Amended and Restated Certificate of Incorporation of the Corporation, as amended (the "Amended and Restated Certificate of Incorporation"), is hereby amended by replacing paragraph (i) of the existing Article EIGHT in its entirety with the following:

"Expiration Date" means the earliest of (1) the repeal of Section 382 of the Code or any successor statute if the Board of Directors determines that this Article EIGHT is no longer necessary or desirable for the preservation of Tax Benefits, (2) the close of business on the first day of a taxable year of the Corporation as to which the Board of Directors determines that no Tax Benefits may be carried forward, (3) such date as the Board of Directors shall fix in accordance with Part XII of this Article EIGHT and (4) November 12, 2022."

2. In accordance with the provisions of Section 242 of the DGCL, the Board of Directors of the Corporation duly adopted the above amendment to the Amended and Restated Certificate of Incorporation (the "Amendment"), deemed the Amendment advisable and directed that the Amendment be considered by the Corporation's stockholders. Notice of the Amendment was duly given to the stockholders of the Corporation in accordance with Section 222 of the DGCL. The Amendment was adopted by the Corporation's stockholders on February 6, 2019 in accordance with Section 242 of the DGCL.
3. Pursuant to Sections 103 and 242 of the DGCL, the Amendment shall become effective at 12:00 a.m., New York City time, on Tuesday, November 12, 2019.

IN WITNESS WHEREOF, the Corporation has caused its duly authorized officer to execute this Certificate of Amendment on this 8th day of November 2019.

Beazer Homes USA, Inc.

By: /s/ ROBERT L. SALOMON
Name: Robert L. Salomon
Title: Executive Vice President and Chief Financial Officer

Attest:

/s/ KEITH L. BELKNAP
Name: Keith L. Belknap
Title: Executive Vice President and General Counsel

BEAZER HOMES USA, INC.
and
AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC
as
Rights Agent

Section 382 Rights Agreement

Dated as of November 6, 2018
Effective as of November 14, 2019

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SECTION 382

RIGHTS AGREEMENT

SECTION 382 RIGHTS AGREEMENT, dated as of November 6, 2018 (the "Agreement"), between Beazer Homes USA, Inc., a Delaware corporation (the "Company"), and American Stock Transfer & Trust Company, LLC, a New York limited liability trust company (the "Rights Agent").

WITNESSETH:

WHEREAS, the Company has generated NOLs (as defined in Section 1 hereof) for United States federal income tax purposes; and such NOLs may potentially provide valuable tax benefits to the Company; the Company desires to avoid an "ownership change" within the meaning of Section 382 of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury Regulations promulgated thereunder, and thereby preserve the ability to utilize fully such NOLs and certain other tax benefits; and, in furtherance of such objective, the Company desires to enter into this Agreement; and

WHEREAS, on November 6, 2018 (the "Rights Dividend Declaration Date"), the Board of Directors of the Company authorized and declared a dividend distribution of one preferred share purchase right (a "Right") for each share of common stock, par value \$0.001 per share, of the Company (the "Common Stock") outstanding at the close of business on November 14, 2019 (the "Record Date"), and has authorized the issuance of one Right (as such number may hereinafter be adjusted pursuant to the provisions of Section 11(p) hereof) for each share of Common Stock issued between the Record Date (whether originally issued or delivered from the Company's treasury) and the earlier of the close of business on the Distribution Date (as defined in Section 3 hereof) and the Expiration Date (as defined in Section 7(a) hereof), each Right initially representing the right to purchase one one-thousandth of a share (a "Unit") of Series A Junior Participating Preferred Stock (the "Preferred Stock") of the Company having the rights, powers and preferences set forth in the form of Designations, Preferences and Rights attached hereto as Exhibit A, upon the terms and subject to the conditions hereinafter set forth.

WHEREAS, on February 6, 2019, the stockholders of the Company approved the adoption of this Agreement by the Company.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein set forth, the parties hereby agree as follows:

CERTAIN DEFINITIONS

For purposes of this Agreement, the following terms have the meanings indicated:

"Acquiring Person" shall mean any Person who or which, together with all Affiliates and Associates of such Person, shall be the Beneficial Owner of 4.95% or more of the shares of Common Stock then outstanding, but shall not include (i) the Company, (ii) any Subsidiary of the Company, (iii) any employee benefit plan of the Company, or of any Subsidiary of the Company, or any Person or entity organized, appointed or established by the Company for or pursuant to the terms of any such plan, (iv) any Exempted Person or (v) any Person that beneficially owns at least a majority of the Common Stock following consummation of a Qualified Offer. Notwithstanding the foregoing, no Person shall become an "Acquiring Person" solely as a result of an Exempted Transaction.

"Affiliate" and "Associate" shall mean, with respect to any Person, any other Person whose Common Stock would be deemed constructively owned by such first Person for purposes of Section 382 of the Code, would be deemed owned by a single "entity" as defined in Treasury Regulation § 1.382-3(a)(1) in which both such Persons are included, or otherwise would be deemed aggregated with Common Stock owned by such first Person pursuant to the provisions of Section 382 of the Code and the Treasury Regulations thereunder; provided, however, that a Person shall not be deemed to be the Affiliate or Associate of another Person solely because either or both Persons are or were directors of the Company.

A Person shall be deemed a "Beneficial Owner" of, shall be deemed to have "Beneficial Ownership" and shall be deemed to "beneficially own" any securities which such Person directly owns, or would be deemed to constructively own, pursuant to Section 382 of the Code and the Treasury Regulations promulgated thereunder.

"Business Day" shall mean any day other than a Saturday, Sunday or a day on which banking institutions in the State of New York are authorized or obligated by law or executive order to close.

"Close of Business" on any given date shall mean 5:00 P.M., New York City time, on such date provided; however, that if such date is not a Business Day it shall mean 5:00 P.M., New York City time, on the next succeeding Business Day.

"Code" shall have the meaning set forth in the recitals to this Agreement.

"Common Stock" shall have the meaning set forth in the recitals to this Agreement, except that "Common Stock" when used with reference to any Person other than the Company shall mean the capital stock of such Person with the greatest voting power, or the equity securities or other equity interest having power to control or direct the management, of such Person (or, if such Person is a Subsidiary of another Person, the Person or Persons that ultimately control such first mentioned Person).

"Common Stock Equivalents" shall have the meaning set forth in Section 11(a)(iii) hereof.

"Current Market Price" shall have the meaning set forth in Sections 11(d)(i) and 11(d)(ii) hereof.

"Current Value" shall have the meaning set forth in Section 11(a)(iii) hereof.

"Distribution Date" shall have the meaning set forth in Section 3(a) hereof.

"Equivalent Preferred Stock" shall have the meaning set forth in Section 11(b) hereof.

"Exempted Person" shall mean any Person who, together with all Affiliates and Associates of such Person,

is the Beneficial Owner of securities (as disclosed in public filings with the Securities and Exchange Commission on the Rights Dividend Declaration Date), representing 4.95% or more of the shares of Common Stock outstanding on the Rights Dividend Declaration Date provided; however, that any such Person described in this clause (i) shall no longer be deemed to be an Exempted Person and shall be deemed an Acquiring Person if such Person, together with all Affiliates and Associates of such Person, becomes the Beneficial Owner of securities representing a percentage of Common Stock that exceeds by one-half of one percent (0.5%) or more the lowest percentage of Beneficial Ownership of Common Stock that such Person had at any time since the Rights Dividend Declaration Date, except solely (x) pursuant to equity compensation awards granted to such Person by the Company or as a result of an adjustment to the number of shares of Common Stock represented by such equity compensation award pursuant to the terms thereof or (y) as a result of a redemption of shares of Common Stock by the Company; or

becomes the Beneficial Owner of securities representing 4.95% or more of the shares of Common Stock then outstanding because of a reduction in the number of outstanding shares of Common Stock then outstanding as a result of the purchase by the Company or a Subsidiary of the Company of shares of Common Stock provided; however, that any such Person described in this clause (ii) shall no longer be deemed to be an Exempted Person and shall be deemed an Acquiring Person if such Person, together with all Affiliates and Associates of such Person, becomes the Beneficial Owner, at any time after the date such Person became the Beneficial Owner of 4.95% or more of the then outstanding shares of Common Stock, of securities representing a percentage of Common Stock that exceeds by one-half of one percent (0.5%) or more the lowest percentage of Beneficial Ownership of Common Stock that such Person had at any time since the date such Person first became the Beneficial Owner of 4.95% or more of the then outstanding shares of Common Stock, except solely (x) pursuant to equity compensation awards granted to such Person by the Company or as a result of an adjustment to the number of shares of Common Stock represented by such equity compensation award pursuant to the terms thereof or (y) as a result of a redemption of shares of Common Stock by the Company; or

who is a Beneficial Owner of 4.95% or more of the shares of Common Stock outstanding and whose beneficial ownership, as determined by the Board of Directors in its sole discretion, (x) would not jeopardize or endanger the availability to the Company of its NOLs or other Tax Benefits or (y) is otherwise in the best interests of the Company provided; however, that if a Person is an Exempted Person solely by reason of this clause (iii), then such Person shall cease to be an Exempted Person if (A) such Person ceases to beneficially own 4.95% or more of the shares of the then outstanding Common Stock, (B) after the date of such determination by the Board of Directors, such Person, together with all Affiliates and Associates of such Person, becomes the Beneficial Owner of securities representing a percentage of Common Stock that exceeds by one-half of one percent (0.5%) or more the lowest percentage of Beneficial Ownership of Common Stock that such Person had at any time since the date such Person first became the Beneficial Owner of 4.95% or more of the then outstanding shares of Common Stock, except solely (I) pursuant to equity compensation awards granted to such Person by the Company or as a result of an adjustment to the number of shares of Common Stock represented by such equity compensation award pursuant to the terms thereof or (II) as a result of a redemption of shares of Common Stock by the Company, or (C) the Board of Directors of the Company, in its sole discretion, makes a contrary determination with respect to the effect of such Person's beneficial ownership (together with all Affiliates and Associates of such Person) with respect to the availability to the Company of its NOLs or other Tax Benefits.

A purchaser, assignee or transferee of the shares of Common Stock (or warrants or options exercisable for Common Stock) from an Exempted Person shall not thereby become an Exempted Person, except that a transferee from the estate of an Exempted Person who receives Common Stock as a bequest or inheritance from an Exempted Person shall be an Exempted Person so long as such Person continues to be the Beneficial Owner of 4.95% or more of the then outstanding shares of Common Stock.

"Exempted Transaction" shall mean any transaction that the Board of Directors determines, in its sole discretion, is exempt from this Agreement, which determination shall be made in the sole and absolute discretion of the Board of Directors prior to the date of such transaction, including, without limitation, if the Board of Directors determines that (i) neither the Beneficial Ownership of shares of Common Stock by any Person, directly or indirectly, as a result of such transaction nor any other aspect of such transaction would jeopardize or endanger the availability to the Company of the Tax Benefits or (ii) such transaction is otherwise in the best interests of the Company. In granting an exemption under this definition, the Board of Directors may require any Person who would otherwise be an Acquiring Person to make certain representations or undertakings or to agree that any violation or attempted violation of such representations or undertakings will result in such consequences and subject to such conditions as the Board of Directors may determine in its sole discretion, including that any such violation shall result in such Person becoming an Acquiring Person.

"Expiration Date" shall have the meaning set forth in Section 7(a) hereof.

"Final Expiration Date" shall have the meaning set forth in Section 7(a) hereof.

"NOLs" shall mean the Company's net operating loss carryforwards.

"Person" shall mean any individual, firm, corporation, limited liability company, partnership or other entity, or a group of Persons making a "coordinated acquisition" of shares or otherwise treated as an entity within the meaning of Section 1.382-3(a)(1) of the Treasury Regulations, and shall include any successor (by merger or otherwise) of such individual or entity, but shall not include a Public Group (as such term is defined in Section 1.382-2T(f)(13) of the Treasury Regulations).

"Preferred Stock" shall mean shares of Series A Junior Participating Preferred Stock, par value \$0.01 per share, of the Company, and, to the extent that there are not a sufficient number of shares of Series A Junior Participating Preferred Stock authorized to permit the full exercise of the Rights, any other series of Preferred Stock, par value \$0.01 per share, of the Company designated for such purpose containing terms substantially similar to the terms of the Series A Junior Participating Preferred Stock.

"Principal Party" shall have the meaning set forth in Section 13(b) hereof.

“Purchase Price” shall have the meaning set forth in Section 4(a) hereof.

“Qualified Offer” shall mean an offer, determined by a majority of the members of the Board of Directors of the Company that are independent of the relevant offeror, to have each of the following characteristics with respect to the Common Stock: (i) a tender or exchange offer for all of the outstanding shares of Common Stock at the same per-share consideration; (ii) an offer that has commenced within the meaning of Rule 14d-2(a) under the Securities Exchange Act of 1934, as amended and in effect on the date of this Agreement (the “Exchange Act”); (iii) an offer that is conditioned on a minimum of at least a majority of the outstanding shares of the Common Stock being tendered and not withdrawn as of the offer’s expiration date, which condition shall not be waivable; (iv) an offer pursuant to which the offeror has announced that it intends, as promptly as practicable upon successful completion of the offer, to consummate a second step transaction whereby all shares of the Common Stock not tendered into the offer will be acquired using the same form and amount of consideration per share actually paid pursuant to the offer, subject to stockholders’ statutory appraisal rights, if any; (v) an offer pursuant to which the Company and its stockholders have received an irrevocable written commitment of the offeror that the offer will remain open for not less than 60 days; and (vi) an offer at a per-share consideration, and on such other terms and conditions, that in each case are adequate and fair. An offer shall constitute a Qualified Offer if and only for so long as each of the foregoing requirements in clauses (i) through (vi) remain satisfied, and if any such requirement shall at any time thereafter fail to be satisfied such offer shall no longer constitute a Qualified Offer.

“Record Date” shall have the meaning set forth in the recitals of this Agreement.

“Right” shall have the meaning set forth in the recitals of this Agreement.

“Rights Agent” shall have the meaning set forth in the recitals of this Agreement.

“Rights Certificate” shall have the meaning set forth in Section 3(a) hereof.

“Rights Dividend Declaration Date” shall have the meaning set forth in the recitals of this Agreement.

“Section 11(a)(ii) Event” shall mean any event described in Section 11(a)(ii) hereof.

“Section 13 Event” shall mean any event described in clause (x), (y) or (z) of Section 13(a) hereof.

“Stock Acquisition Date” shall mean the first date of public announcement (which, for purposes of this definition, shall include, without limitation, a report filed pursuant to Section 13(d) under the Exchange Act) by the Company or an Acquiring Person that an Acquiring Person has become such.

“Subsidiary” shall mean, with reference to any Person, any Person of which a majority of the voting power of voting equity securities or equity interests is beneficially owned, directly or indirectly, by such Person or otherwise controlled by such Person.

“Substitution Period” shall have the meaning set forth in Section 11(a)(iii) hereof.

“Summary of Rights” shall have the meaning set forth in Section 3(b) hereof.

“Trading Day” shall have the meaning set forth in Section 11(d)(i) hereof.

“Tax Benefits” shall mean the net operating loss carryovers, capital loss carryovers, general business credit carryovers, alternative minimum tax credit carryovers, foreign tax credit carryovers, any loss or deduction attributable to a “net unrealized built-in loss” within the meaning of Section 382 of the Code, and the Treasury Regulations promulgated thereunder, of the Company or any of its Subsidiaries.

“Treasury Regulations” shall mean final, temporary and proposed income tax regulations promulgated under the Code, as amended.

“Triggering Event” shall mean any Section 11(a)(ii) Event or any Section 13 Event.

APPOINTMENT OF RIGHTS AGENT

The Company hereby appoints the Rights Agent to act as agent for the Company and the holders of the Rights (who, in accordance with Section 3 hereof, shall prior to the Distribution Date also be the holders of the Common Stock) in accordance with the terms and conditions hereof, and the Rights Agent hereby accepts such appointment. The Company may from time to time appoint such co-rights agents as it may deem necessary or desirable.

ISSUE OF RIGHTS CERTIFICATES

Until the earlier of (i) the close of business on the tenth day after the Stock Acquisition Date (or, if the tenth day after the Stock Acquisition Date occurs before the Record Date, the close of business on the Record Date), or (ii) the close of business on the tenth Business Day (or such later date as the Board of Directors of the Company shall determine prior to such time as any Person becomes an Acquiring Person) after the date that a tender or exchange offer by any Person (other than any Exempted Person, the Company, any Subsidiary of the Company, any employee benefit plan of the Company or of any Subsidiary of the Company, or any Person or entity organized, appointed or established by the Company for or pursuant to the terms of any such plan) is first published or sent or given within the meaning of Rule 14d-2(a) of the General Rules and Regulations under the Exchange Act, if upon consummation thereof, such Person would become an Acquiring Person (the earlier of (i) and (ii) being herein referred to as the “Distribution Date”), (x) the Rights will be evidenced (subject to the provisions of paragraph (b) of this Section 3) by the certificates for the Common Stock registered in the names of the holders of the Common Stock (which certificates for Common Stock shall be deemed also to be certificates for Rights) and not by separate certificates, and (y) the Rights will be transferable only in connection with the transfer of the underlying shares of Common Stock (including a transfer to the Company). As soon as practicable after the Distribution Date, the Company will prepare and execute, the Rights Agent will countersign and the Rights Agent will send by first-class, insured, postage prepaid mail, to each record holder of the Common Stock as of the close of business on the Distribution Date, at the address of such holder shown on the records of the Company, one or more rights certificates, in substantially the form of Exhibit B hereto (the “Rights Certificates”), evidencing one Right for each share of Common Stock so held, subject to adjustment as provided herein. In the event that an adjustment in the number of Rights per share of Common Stock has been made pursuant to Section 11(p) hereof, at the time of distribution of the Rights Certificates, the Company shall make the necessary and appropriate rounding adjustments (in accordance with Section 14(a) hereof) so that Rights Certificates representing only whole numbers of Rights are distributed and cash is paid in lieu of any fractional Rights. As of and after the Distribution Date, the Rights will be evidenced solely by such Rights Certificates.

As promptly as practicable following the Record Date, the Company shall send a copy of a Summary of Rights, in substantially the form attached hereto as Exhibit C (the “Summary of Rights”), by first-class, postage prepaid mail, to each record holder of the Common Stock as of the close of business on the Record Date, at the address of such holder shown on the records of the Company. With respect to certificates for the Common Stock outstanding as of the Record Date, or issued subsequent to the Record Date, unless and until the Distribution Date shall occur, the Rights will be evidenced by such certificates for the Common Stock and the registered holders of the Common Stock shall also be the registered holders of the associated Rights. Until the earliest of the Distribution Date, the Expiration Date (as such term is defined in Section 7 hereof) or the redemption of the Rights pursuant to Section 23 hereof, the transfer of any certificates representing shares of Common Stock in respect of which Rights have been issued shall also constitute the transfer of the Rights associated with such shares of Common Stock.

Rights shall be issued in respect of all shares of Common Stock which are issued (whether originally issued or from the Company’s treasury) after the Record Date but prior to the earliest of the Distribution Date, the Expiration Date or the redemption of the Rights pursuant to Section 23 hereof. Certificates representing such shares of Common Stock shall also be deemed to be certificates for Rights, and shall bear a legend substantially in the following form : “This certificate also evidences and entitles the holder hereof to certain Rights as set forth in the Rights

Agreement between Beazer Homes USA, Inc. (the "Company") and American Stock Transfer & Trust Company, LLC (the "Rights Agent"), dated as of November 14, 2019 (the "Rights Agreement"), the terms of which are hereby incorporated herein by reference and a copy of which is on file at the principal offices of the Rights Agent. Under certain circumstances, as set forth in the Rights Agreement, such Rights will be evidenced by separate certificates and will no longer be evidenced by this certificate. The Rights Agent will mail to the holder of this certificate a copy of the Rights Agreement, as in effect on the date of mailing, without charge promptly after receipt of a written request therefor. Under certain circumstances set forth in the Rights Agreement, Rights issued to, or held by, any Person who is, was or becomes an Acquiring Person or any Affiliate or Associate thereof (as such terms are defined in the Rights Agreement), whether currently held by or on behalf of such Person or by any subsequent holder, may become null and void." With respect to such certificates containing the foregoing legend, until the earlier of the (i) Distribution Date or (ii) the Expiration Date, the Rights associated with the Common Stock represented by such certificates shall be evidenced by such certificates alone and registered holders of Common Stock shall also be the registered holders of the associated Rights, and the transfer of any of such certificates shall also constitute the transfer of the Rights associated with the Common Stock represented by such certificates.

FORM OF RIGHTS CERTIFICATES

The Rights Certificates (and the forms of election to purchase and of assignment to be printed on the reverse thereof) shall each be substantially in the form set forth in Exhibit B hereto and may have such marks of identification or designation and such legends, summaries or endorsements printed thereon as the Company may deem appropriate and as are not inconsistent with the provisions of this Agreement, or as may be required to comply with any applicable law or with any rule or regulation made pursuant thereto or with any rule or regulation of any stock exchange on which the Rights may from time to time be listed, or to conform to usage. Subject to the provisions of Section 11 and Section 22 hereof, the Rights Certificates, whenever distributed, shall be dated as of the Record Date or, in the case of Rights with respect to Common Stock issued or becoming outstanding after the Record Date, the same date as the date of the share certificate evidencing such shares, and on their face shall entitle the holders thereof to purchase such number of one one-thousandths of a share of Preferred Stock as shall be set forth therein at the price set forth therein (such exercise price per one one-thousandth of a share, the "Purchase Price"), but the amount and type of securities purchasable upon the exercise of each Right and the Purchase Price thereof shall be subject to adjustment as provided herein.

Any Rights Certificate issued pursuant to Section 3(a), Section 11(i) or Section 22 hereof that represents Rights beneficially owned by any Person known to be: (i) an Acquiring Person or any Associate or Affiliate of an Acquiring Person, (ii) a transferee of an Acquiring Person (or of any such Associate or Affiliate) who becomes a transferee after the Acquiring Person becomes such, (iii) a transferee of an Acquiring Person (or of any such Associate or Affiliate) who becomes a transferee prior to or concurrently with the Acquiring Person becoming such and receives such Rights pursuant to either (A) a transfer (whether or not for consideration) from the Acquiring Person to holders of equity interests in such Acquiring Person or to any Person with whom such Acquiring Person has any continuing plan, agreement, arrangement or understanding regarding the transferred Rights or (B) a transfer which the Board of Directors of the Company has determined is part of a plan, agreement, arrangement or understanding which has as a primary purpose or effect avoidance of Section 7(e) hereof, or (iv) subsequent transferees of such Persons described in clause (i), (ii) or (iii) of this sentence, and any Rights Certificate issued pursuant to Section 6 or Section 11 hereof upon transfer, exchange, replacement or adjustment of any other Rights Certificate referred to in this sentence, shall contain (to the extent feasible) a legend substantially in the following form: "The Rights represented by this Rights Certificate are or were beneficially owned by a Person who was or became an Acquiring Person or an Affiliate or Associate of an Acquiring Person (as such terms are defined in the Rights Agreement). Accordingly, this Rights Certificate and the Rights represented hereby may become null and void in the circumstances specified in Section 7(e) of such Agreement." The absence of the foregoing legend on any Rights Certificate shall in no way affect any of the other provisions of this Agreement, including, without limitation, the provisions of Section 7(e).

COUNTERSIGNATURE AND REGISTRATION

The Rights Certificates shall be executed on behalf of the Company by its Chairman of the Board, its Chief Executive Officer, its President or any Executive Vice President or Senior Vice President, either manually or by facsimile signature, and shall have affixed thereto the Company's seal or a facsimile thereof which shall be attested

by the Secretary or an Assistant Secretary of the Company, either manually or by facsimile signature. The Rights Certificates shall be countersigned by the Rights Agent, either manually or by facsimile signature, and shall not be valid for any purpose unless so countersigned. In case any officer of the Company who shall have signed any of the Rights Certificates shall cease to be such officer of the Company before countersignature by the Rights Agent and issuance and delivery by the Company, such Rights Certificates, nevertheless, may be countersigned by the Rights Agent and issued and delivered by the Company with the same force and effect as though the person who signed such Rights Certificates had not ceased to be such officer of the Company; and any Rights Certificates may be signed on behalf of the Company by any person who, at the actual date of the execution of such Rights Certificate, shall be a proper officer of the Company to sign such Rights Certificate, although at the date of the execution of this Rights Agreement any such person was not such an officer.

Following the Distribution Date, the Rights Agent shall keep, or cause to be kept, at its principal office or offices designated as the appropriate place for surrender of Rights Certificates upon exercise or transfer, books for registration and transfer of the Rights Certificates issued hereunder. Such books shall show the names and addresses of the respective holders of the Rights Certificates, the number of Rights evidenced on its face by each of the Rights Certificates and the date of each of the Rights Certificates.

**TRANSFER, SPLIT UP, COMBINATION AND EXCHANGE OF RIGHTS CERTIFICATES;
MUTILATED, DESTROYED, LOST OR STOLEN RIGHTS CERTIFICATES**

Subject to the provisions of Section 4(b), Section 7(e), Section 14 and Section 27 hereof, at any time after the close of business on the Distribution Date, and at or prior to the close of business on the Expiration Date or the redemption of the rights pursuant to Section 23 hereof, any Rights Certificate or Certificates may be transferred, split up, combined or exchanged for another Rights Certificate or Certificates, entitling the registered holder to purchase a like number of one one-thousandths of a share of Preferred Stock (or, following a Triggering Event, Common Stock, other securities, cash or other assets, as the case may be) as the Rights Certificate or Certificates surrendered then entitles such holder (or former holder in the case of a transfer) to purchase. Any registered holder desiring to transfer, split up, combine or exchange any Rights Certificate or Certificates shall make such request in writing delivered to the Rights Agent, and shall surrender the Rights Certificate or Certificates to be transferred, split up, combined or exchanged at the principal office or offices of the Rights Agent designated for such purpose. Neither the Rights Agent nor the Company shall be obligated to take any action whatsoever with respect to the transfer of any such surrendered Rights Certificate until the registered holder shall have completed and signed the certificate contained in the form of assignment on the reverse side of such Rights Certificate and shall have provided such additional evidence of the identity of the Beneficial Owner (or former Beneficial Owner) or Affiliates or Associates thereof as the Company shall reasonably request. Thereupon the Rights Agent shall, subject to Section 4(b), Section 7(e), Section 14 and Section 27 hereof, countersign and deliver to the Person entitled thereto a Rights Certificate or Rights Certificates, as the case may be, as so requested. The Company may require payment of a sum sufficient to cover any tax or governmental charge that may be imposed in connection with any transfer, split up, combination or exchange of Rights Certificates. The Rights Agent shall promptly forward any such sum collected by it to the Company or to such Persons as the Company shall specify by written notice.

Upon receipt by the Company and the Rights Agent of evidence reasonably satisfactory to them of the loss, theft, destruction or mutilation of a Rights Certificate, and, in case of loss, theft or destruction, of indemnity or security reasonably satisfactory to them, and, at the Company's request, reimbursement to the Company and the Rights Agent of all reasonable expenses incidental thereto, and upon surrender to the Rights Agent and cancellation of the Rights Certificate if mutilated, the Company will execute and deliver a new Rights Certificate of like tenor to the Rights Agent for countersignature and delivery to the registered owner in lieu of the Rights Certificate so lost, stolen, destroyed or mutilated.

EXERCISE OF RIGHTS; PURCHASE PRICE; EXPIRATION DATE OF RIGHTS

Subject to Section 7(e) and Section 27 hereof, the registered holder of any Rights Certificate may exercise the Rights evidenced thereby (except as otherwise provided herein including, without limitation, the restrictions on exercisability set forth in Section 9(c), Section 11(a)(iii) and Section 23(a) hereof) in whole or in part at any time after the Distribution Date upon surrender of the Rights Certificate, with the form of election to purchase and the

certificate on the reverse side thereof duly executed, to the Rights Agent at the principal office or offices of the Rights Agent designated for such purpose, together with payment of the aggregate Purchase Price with respect to the total number of one one-thousandth of a share of Preferred Stock (or other securities, cash or other assets, as the case may be) as to which such surrendered Rights are then exercisable, at or prior to the earliest of (i) the close of business on November 14, 2022 (the "Final Expiration Date"), (ii) the time at which the Rights are redeemed as provided in Section 23 hereof, (iii) the time at which all of the Rights (other than Rights that have become void pursuant to the provisions of Section 7(e) hereof) are exchanged for Common Stock or other assets or securities as provided in Section 27 hereof, (iv) the close of business on the effective date of the repeal of Section 382 or any successor statute if the Board of Directors of the Company determines that this Agreement is no longer necessary or desirable for the preservation of Tax Benefits, or (v) the close of business on the first day of a taxable year of the Company to which the Board of Directors of the Company determines that no Tax Benefits may be carried forward (the earliest of (i) and (ii) and (iii) and (iv) and (v) being herein referred to as the "Expiration Date").

The Purchase Price for each one one-thousandth of a share of Preferred Stock pursuant to the exercise of a Right shall initially be \$50.00, and shall be subject to adjustment from time to time as provided in Sections 11 and 13(a) hereof and shall be payable in accordance with paragraph (c) below.

Upon receipt of a Rights Certificate representing exercisable Rights, with the form of election to purchase and the certificate duly executed, accompanied by payment, with respect to each Right so exercised, of the Purchase Price per one one-thousandth of a share of Preferred Stock (or other shares, securities, cash or other assets, as the case may be) to be purchased as set forth below and an amount equal to any applicable transfer tax, the Rights Agent shall, subject to Section 20(k) hereof, thereupon promptly (i) (A) requisition from any transfer agent of the shares of Preferred Stock (or make available, if the Rights Agent is the transfer agent for such shares) certificates for the total number of one one-thousandths of a share of Preferred Stock to be purchased and the Company hereby irrevocably authorizes its transfer agent to comply with all such requests, or (B) if the Company shall have elected to deposit the total number of shares of Preferred Stock issuable upon exercise of the Rights hereunder with a depository agent, requisition from the depository agent depository receipts representing such number of one one-thousandths of a share of Preferred Stock as are to be purchased (in which case certificates for the shares of Preferred Stock represented by such receipts shall be deposited by the transfer agent with the depository agent) and the Company shall direct the depository agent to comply with such request, (ii) requisition from the Company the amount of cash, if any, to be paid in lieu of fractional shares in accordance with Section 14 hereof, (iii) after receipt of such certificates or depository receipts, cause the same to be delivered to, or upon the order of the registered holder of such Rights Certificate, registered in such name or names as may be designated by such holder, and (iv) after receipt thereof, deliver such cash described in clause (ii) hereof, if any, to or upon the order of the registered holder of such Rights Certificate. The payment of the Purchase Price (as such amount may be reduced pursuant to Section 11(a)(iii) hereof) shall be made in cash or by certified bank check or bank draft payable to the order of the Company. In the event that the Company is obligated to issue other securities (including Common Stock) of the Company, pay cash and/or distribute other property pursuant to Section 11(a) hereof, the Company will make all arrangements necessary so that such other securities, cash and/or other property are available for distribution by the Rights Agent, if and when appropriate. The Company reserves the right to require prior to the occurrence of a Triggering Event that, upon any exercise of Rights, a number of Rights be exercised so that only whole shares of Preferred Stock would be issued.

In case the registered holder of any Rights Certificate shall exercise less than all the Rights evidenced thereby, a new Rights Certificate evidencing Rights equivalent to the Rights remaining unexercised shall be issued by the Rights Agent and delivered to, or upon the order of, the registered holder of such Rights Certificate, registered in such name or names as may be designated by such holder, subject to the provisions of Section 14 hereof.

Notwithstanding anything in this Agreement to the contrary, from and after the first occurrence of a Section 11(a) (ii) Event, any Rights beneficially owned by any Person known to be (i) an Acquiring Person or an Associate or Affiliate of an Acquiring Person, (ii) a transferee of an Acquiring Person (or of any such Associate or Affiliate) who becomes a transferee after the Acquiring Person becomes such, (iii) a transferee of an Acquiring Person (or of any such Associate or Affiliate) who becomes a transferee prior to or concurrently with the Acquiring Person becoming such and receives such Rights pursuant to either (A) a transfer (whether or not for consideration) from the Acquiring

Person to holders of equity interests in such Acquiring Person or to any Person with whom the Acquiring Person has any continuing plan, agreement, arrangement or understanding regarding the transferred Rights or (B) a transfer which the Board of Directors of the Company has determined is part of a plan, agreement, arrangement or understanding which has as a primary purpose or effect the avoidance of this Section 7(e), or (iv) subsequent transferees of such Persons described in clause (i), (ii) or (iii) of this sentence, shall become null and void without any further action and no holder of such Rights shall have any rights whatsoever with respect to such Rights, whether under any provision of this Agreement or otherwise. The Company shall use all reasonable efforts to insure that the provisions of this Section 7(e) and Section 4(b) hereof are complied with, but shall have no liability to any holder of Rights Certificates or other Person as a result of its failure to make any determinations with respect to an Acquiring Person or any of its Affiliates, Associates or transferees hereunder.

Notwithstanding anything in this Agreement to the contrary, neither the Rights Agent nor the Company shall be obligated to undertake any action with respect to a registered holder upon the occurrence of any purported exercise as set forth in this Section 7 unless such registered holder shall have (i) properly completed and signed the certificate contained in the form of election to purchase set forth on the reverse side of the Rights Certificate surrendered for such exercise, and (ii) provided such additional evidence of the identity of the Beneficial Owner (or former Beneficial Owner) or Affiliates or Associates thereof as the Company shall reasonably request.

CANCELLATION AND DESTRUCTION OF RIGHTS CERTIFICATES

All Rights Certificates surrendered for the purpose of exercise, transfer, split up, combination or exchange shall, if surrendered to the Company or any of its agents, be delivered to the Rights Agent for cancellation or in canceled form, or, if surrendered to the Rights Agent, shall be canceled by it, and no Rights Certificates shall be issued in lieu thereof except as expressly permitted by any of the provisions of this Agreement. The Company shall deliver to the Rights Agent for cancellation and retirement, and the Rights Agent shall so cancel and retire, any other Rights Certificate purchased or acquired by the Company otherwise than upon the exercise thereof. The Rights Agent shall deliver all canceled Rights Certificates to the Company, or shall, at the written request of the Company, destroy such canceled Rights Certificates, and in such case shall deliver a certificate of destruction thereof to the Company.

RESERVATION AND AVAILABILITY OF CAPITAL STOCK

The Company covenants and agrees that it will cause to be reserved and kept available out of its authorized and unissued shares of Preferred Stock (and, following the occurrence of a Triggering Event, out of its authorized and unissued shares of Common Stock and/or other securities or out of its authorized and issued shares held in its treasury), the number of shares of Preferred Stock (and, following the occurrence of a Triggering Event, Common Stock and/or other securities) that, as provided in this Agreement, including Section 11(a)(iii) hereof, will be sufficient to permit the exercise in full of all outstanding Rights.

So long as the shares of Preferred Stock (and, following the occurrence of a Triggering Event, Common Stock and/ or other securities) issuable and deliverable upon the exercise of the Rights may be listed on any national securities exchange, the Company shall use its best efforts to cause, from and after such time as the Rights become exercisable, all shares reserved for such issuance to be listed on such exchange upon official notice of issuance upon such exercise.

The Company shall use its best efforts to (i) file, as soon as practicable following the earliest date after the first occurrence of a Section 11(a)(ii) Event on which the consideration to be delivered by the Company upon exercise of the Rights has been determined in accordance with Section 11(a)(iii) hereof, a registration statement under the Securities Act of 1933 (the "Act") with respect to the securities purchasable upon exercise of the Rights on an appropriate form, (ii) cause such registration statement to become effective as soon as practicable after such filing, and (iii) cause such registration statement to remain effective (with a prospectus at all times meeting the requirements of the Act) until the earlier of (A) the date as of which the Rights are no longer exercisable for such securities, and (B) the date of the expiration of the Rights. The Company will also take such action as may be appropriate under, or to ensure compliance with, the securities or "blue sky" laws of the various states in connection with the exercisability of the Rights. The Company may temporarily suspend, for a period

of time not to exceed ninety (90) days after the date set forth in clause (i) of the first sentence of this Section 9(c), the exercisability of the Rights in order to prepare and file such registration statement and permit it to become effective. Upon any such suspension, the Company shall issue a public announcement stating that the exercisability of the Rights has been temporarily suspended, as well as a public announcement at such time as the suspension has been rescinded. In addition, if the Company shall determine that a registration statement is required following the Distribution Date, the Company may temporarily suspend the exercisability of the Rights until such time as a registration statement has been declared effective. Notwithstanding any provision of this Agreement to the contrary, the Rights shall not be exercisable in any jurisdiction if the requisite qualification in such jurisdiction shall not have been obtained, the exercise thereof shall not be permitted under applicable law or a registration statement shall not have been declared effective.

The Company covenants and agrees that it will take all such action as may be necessary to ensure that all one one-thousandths of a share of Preferred Stock (and, following the occurrence of a Triggering Event, Common Stock and/ or other securities) delivered upon exercise of Rights shall, at the time of delivery of the certificates for such shares (or Units) (subject to payment of the Purchase Price), be duly and validly authorized and issued and fully paid and non-assessable.

The Company further covenants and agrees that it will pay when due and payable any and all federal and state transfer taxes and charges which may be payable in respect of the issuance or delivery of the Rights Certificates and of any certificates for a number of one one-thousandths of a share of Preferred Stock (or Common Stock and/ or other securities, as the case may be) upon the exercise of Rights. The Company shall not, however, be required to pay any transfer tax which may be payable in respect of any transfer or delivery of Rights Certificates to a Person other than, or the issuance or delivery of a number of one one-thousandths of a share of Preferred Stock (or Common Stock and/ or other securities, as the case may be) in respect of a name other than that of, the registered holder of the Rights Certificates evidencing Rights surrendered for exercise or to issue or deliver any certificates for a number of one one-thousandths of a share of Preferred Stock (or Common Stock and/ or other securities, as the case may be) in a name other than that of the registered holder upon the exercise of any Rights until such tax shall have been paid (any such tax being payable by the holder of such Rights Certificate at the time of surrender) or until it has been established to the Company's satisfaction that no such tax is due.

PREFERRED STOCK RECORD DATE

Each Person in whose name any certificate for a number of one one-thousandths of a share of Preferred Stock (or Common Stock and/ or other securities, as the case may be) is issued upon the exercise of Rights shall for all purposes be deemed to have become the holder of record of such fractional shares of Preferred Stock (or Common Stock and/ or other securities, as the case may be) represented thereby on, and such certificate shall be dated, the date upon which the Rights Certificate evidencing such Rights was duly surrendered and payment of the Purchase Price (and all applicable transfer taxes) was made provided; however, that if the date of such surrender and payment is a date upon which the Preferred Stock (or Common Stock and/ or other securities, as the case may be) transfer books of the Company are closed, such Person shall be deemed to have become the record holder of such shares (fractional or otherwise) on, and such certificate shall be dated, the next succeeding Business Day on which the Preferred Stock (or Common Stock and/ or other securities, as the case may be) transfer books of the Company are open. Prior to the exercise of the Rights evidenced thereby, the holder of a Rights Certificate shall not be entitled to any rights of a stockholder of the Company with respect to shares for which the Rights shall be exercisable, including, without limitation, the right to vote, to receive dividends or other distributions or to exercise any preemptive rights, and shall not be entitled to receive any notice of any proceedings of the Company, except as provided herein.

ADJUSTMENT OF PURCHASE PRICE, NUMBER AND KIND OF SHARES OR NUMBER OF RIGHTS

The Purchase Price, the number and kind of shares covered by each Right and the number of Rights outstanding are subject to adjustment from time to time as provided in this Section 11.

(i) In the event the Company shall at any time after the date of this Agreement (A) declare a dividend on the Preferred Stock payable in shares of Preferred Stock, (B) subdivide the outstanding Preferred Stock, (C) combine the outstanding Preferred Stock into a smaller number of shares, or (D) issue any shares of its capital stock in a

reclassification of the Preferred Stock (including any such reclassification in connection with a consolidation or merger in which the Company is the continuing or surviving corporation), except as otherwise provided in this Section 11(a) and Section 7(e) hereof, the Purchase Price in effect at the time of the record date for such dividend or of the effective date of such subdivision, combination or reclassification, and the number and kind of shares of Preferred Stock or capital stock, as the case may be, issuable on such date, shall be proportionately adjusted so that the holder of any Right exercised after such time shall be entitled to receive, upon payment of the Purchase Price then in effect, the aggregate number and kind of shares of Preferred Stock or capital stock, as the case may be, which, if such Right had been exercised immediately prior to such date and at a time when the Preferred Stock transfer books of the Company were open, such holder would have owned upon such exercise and been entitled to receive by virtue of such dividend, subdivision, combination or reclassification provided; however, that in no event shall the consideration to be paid upon the exercise of one Right be less than the aggregate par value of the shares of Preferred Stock or capital stock, as the case may be, issuable upon exercise of one Right. If an event occurs which would require an adjustment under both this Section 11(a)(i) and Section 11(a)(ii) hereof, the adjustment provided for in this Section 11(a)(i) shall be in addition to, and shall be made prior to, any adjustment required pursuant to Section 11(a)(ii) hereof.

(ii) In the event any Person shall become an Acquiring Person, then, promptly following the occurrence of such event, proper provision shall be made so that each holder of a Right (except as provided below and in Section 7(e) hereof) shall thereafter have the right to receive, upon exercise thereof at the then current Purchase Price in accordance with the terms of this Agreement, in lieu of a number of one one-thousandths of a share of Preferred Stock, such number of shares of Common Stock of the Company as shall equal the result obtained by (x) multiplying the then current Purchase Price by the then number of one one-thousandths of a share of Preferred Stock for which a Right was exercisable immediately prior to the first occurrence of a Section 11(a)(ii) Event, and (y) dividing that product (which, following such first occurrence, shall thereafter be referred to as the "Purchase Price" for each Right and for all purposes of this Agreement) by 50% of the Current Market Price (determined pursuant to Section 11(d) hereof) per share of Common Stock on the date of such first occurrence (such number of shares, the "Adjustment Shares").

(iii) In the event that the number of shares of Common Stock which are authorized by the Company's Certificate of Incorporation but not outstanding, subscribed for or reserved for issuance for purposes other than upon exercise of the Rights are not sufficient to permit the exercise in full of the Rights in accordance with the foregoing subparagraph (ii) of this Section 11(a), the Company shall (A) determine the value of the Adjustment Shares issuable upon the exercise of a Right (the "Current Value"), and (B) with respect to each Right (subject to Section 7(e) hereof), make adequate provision to substitute for the Adjustment Shares, upon the exercise of a Right and payment of the applicable Purchase Price, (1) cash, (2) a reduction in the Purchase Price, (3) Common Stock or other equity securities of the Company (including, without limitation, shares, or units of shares, of preferred stock, such as the Preferred Stock, which the Board of Directors of the Company has deemed to have essentially the same value or economic rights as shares of Common Stock (such shares of preferred stock being referred to as "Common Stock Equivalents")), (4) debt securities of the Company, (5) other assets, or (6) any combination of the foregoing, having an aggregate value equal to the Current Value (less the amount of any reduction in the Purchase Price), where such aggregate value has been determined by the Board based upon the advice of a nationally recognized investment banking firm selected by the Board provided; however, that if the Company shall not have made adequate provision to deliver value pursuant to clause (B) above within thirty (30) days following the later of (x) the first occurrence of a Section 11(a)(ii) Event and (y) the date on which the Company's right of redemption pursuant to Section 23(a) expires (the later of (x) and (y) being referred to herein as the "Section 11(a)(ii) Trigger Date"), then the Company shall be obligated to deliver, upon the surrender for exercise of a Right and without requiring payment of the Purchase Price, shares of Common Stock (to the extent available) and then, if necessary, cash, which shares and/or cash have an aggregate value equal to the Spread. For purposes of the preceding sentence, the term "Spread" shall mean the excess of (i) the Current Value over (ii) the Purchase Price. If the Board of Directors of the Company determines in good faith that it is likely that sufficient additional shares of Common Stock could be authorized for issuance upon exercise in full of the Rights, the thirty (30) day period set forth above may be extended to the extent necessary, but not more than ninety (90) days after the Section 11(a)(ii) Trigger Date, in order that the Company may seek stockholder approval for the authorization of such additional shares (such thirty (30) day period, as it may be extended, is herein called the "Substitution Period"). To the extent that the

Company determines that action should be taken pursuant to the first and/or third sentences of this Section 11(a)(iii), the Company (1) shall provide, subject to Section 7(e) hereof, that such action shall apply uniformly to all outstanding Rights, and (2) may suspend the exercisability of the Rights until the expiration of the Substitution Period in order to seek such stockholder approval for such authorization of additional shares and/or to decide the appropriate form of distribution to be made pursuant to such first sentence and to determine the value thereof. In the event of any such suspension, the Company shall issue a public announcement stating that the exercisability of the Rights has been temporarily suspended, as well as a public announcement at such time as the suspension is no longer in effect. For purposes of this Section 11(a) (iii), the value of each Adjustment Share shall be the Current Market Price per share of the Common Stock on the Section 11(a) (ii) Trigger Date and the per share or per unit value of any Common Stock Equivalent shall be deemed to equal the Current Market Price per share of the Common Stock on such date.

In case the Company shall fix a record date for the issuance of rights, options or warrants to all holders of Preferred Stock entitling them to subscribe for or purchase (for a period expiring within forty-five (45) calendar days after such record date) Preferred Stock (or shares having the same rights, privileges and preferences as the shares of Preferred Stock ("Equivalent Preferred Stock")) or securities convertible into Preferred Stock or Equivalent Preferred Stock at a price per share of Preferred Stock or per share of Equivalent Preferred Stock (or having a conversion price per share, if a security convertible into Preferred Stock or Equivalent Preferred Stock) less than the Current Market Price (as determined pursuant to Section 11(d) hereof) per share of Preferred Stock on such record date, the Purchase Price to be in effect after such record date shall be determined by multiplying the Purchase Price in effect immediately prior to such record date by a fraction, the numerator of which shall be the number of shares of Preferred Stock outstanding on such record date, plus the number of shares of Preferred Stock which the aggregate offering price of the total number of shares of Preferred Stock and/or Equivalent Preferred Stock so to be offered (and/or the aggregate initial conversion price of the convertible securities so to be offered) would purchase at such Current Market Price, and the denominator of which shall be the number of shares of Preferred Stock outstanding on such record date, plus the number of additional shares of Preferred Stock and/or Equivalent Preferred Stock to be offered for subscription or purchase (or into which the convertible securities so to be offered are initially convertible) provided; however, that in no event shall the consideration to be paid upon the exercise of one Right be less than the aggregate par value of the shares of Preferred Stock or capital stock, as the case may be, issuable upon exercise of one Right. In case such subscription price may be paid by delivery of consideration part or all of which may be in a form other than cash, the value of such consideration shall be as determined in good faith by the Board of Directors of the Company, whose determination shall be described in a statement filed with the Rights Agent and shall be binding on the Rights Agent and the holders of the Rights. Shares of Preferred Stock owned by or held for the account of the Company shall not be deemed outstanding for the purpose of any such computation. Such adjustment shall be made successively whenever such a record date is fixed, and in the event that such rights or warrants are not so issued, the Purchase Price shall be adjusted to be the Purchase Price which would then be in effect if such record date had not been fixed.

In case the Company shall fix a record date for a distribution to all holders of Preferred Stock (including any such distribution made in connection with a consolidation or merger in which the Company is the continuing corporation) of cash (other than a regular quarterly cash dividend out of the earnings or retained earnings of the Company), assets (other than a dividend payable in Preferred Stock, but including any dividend payable in stock other than Preferred Stock) or evidences of indebtedness, or of subscription rights or warrants (excluding those referred to in Section 11(b) hereof), the Purchase Price to be in effect after such record date shall be determined by multiplying the Purchase Price in effect immediately prior to such record date by a fraction, the numerator of which shall be the Current Market Price (as determined pursuant to Section 11(d) hereof) per share of Preferred Stock on such record date, less the fair market value (as determined in good faith by the Board of Directors of the Company, whose determination shall be described in a statement filed with the Rights Agent) of the portion of the cash, assets or evidences of indebtedness so to be distributed or of such subscription rights or warrants applicable to a share of Preferred Stock and the denominator of which shall be such Current Market Price (as determined pursuant to Section 11(d) hereof) per share of Preferred Stock provided; however, that in no event shall the consideration to be paid upon the exercise of one Right be less than the aggregate par value of the shares of Preferred Stock or capital stock, as the case may be, issuable upon exercise of one Right. Such adjustments shall be made successively whenever such a record date is fixed, and in the event that such distribution is not so made, the Purchase Price shall be adjusted to be the Purchase Price which would have been in effect if such record date had not been fixed.

(i) For the purpose of any computation hereunder, other than computations made pursuant to Section 11(a)(iii) hereof, the Current Market Price per share of Common Stock on any date shall be deemed to be the average of the daily closing prices per share of such Common Stock for the thirty (30) consecutive Trading Days immediately prior to such date, and for purposes of computations made pursuant to Section 11(a)(iii) hereof, the Current Market Price per share of Common Stock on any date shall be deemed to be the average of the daily closing prices per share of such Common Stock for the ten (10) consecutive Trading Days immediately following such date provided; however, that in the event that the Current Market Price per share of the Common Stock is determined during a period following the announcement by the issuer of such Common Stock of (A) a dividend or distribution on such Common Stock payable in shares of such Common Stock or securities convertible into shares of such Common Stock (other than the Rights), or (B) any subdivision, combination or reclassification of such Common Stock, and the ex-dividend date for such dividend or distribution, or the record date for such subdivision, combination or reclassification shall not have occurred prior to the commencement of the requisite thirty (30) Trading Day or ten (10) Trading Day period, as set forth above, then, and in each such case, the Current Market Price shall be properly adjusted to take into account ex-dividend trading. The closing price for each day shall be the last sale price, regular way, or, in case no such sale takes place on such day, the average of the closing bid and asked prices, regular way, in either case as reported in the principal consolidated transaction reporting system with respect to securities listed or admitted to trading on the New York Stock Exchange or, if the shares of Common Stock are not listed or admitted to trading on the New York Stock Exchange, as reported in the principal consolidated transaction reporting system with respect to securities listed on the principal national securities exchange on which the shares of Common Stock are listed or admitted to trading or, if the shares of Common Stock are not listed or admitted to trading on any national securities exchange, the last quoted price or, if not so quoted, the average of the high bid and low asked prices in the over-the-counter market or such other system then in use, or, if on any such date the shares of Common Stock are not so quoted, the average of the closing bid and asked prices as furnished by a professional market maker making a market in the Common Stock selected by the Board of Directors of the Company. If on any such date no market maker is making a market in the Common Stock, the fair value of such shares on such date as determined in good faith by the Board shall be used. The term "Trading Day," shall mean a day on which the principal national securities exchange on which the shares of Common Stock are listed or admitted to trading is open for the transaction of business or, if the shares of Common Stock are not listed or admitted to trading on any national securities exchange, a Business Day. If the Common Stock is not publicly held or not so listed or traded, Current Market Price per share shall mean the fair value per share as determined in good faith by the Board, whose determination shall be described in a statement filed with the Rights Agent and shall be conclusive for all purposes.

(ii) For the purpose of any computation hereunder, the Current Market Price per share of Preferred Stock shall be determined in the same manner as set forth above for the Common Stock in clause (i) of this Section 11(d) (other than the last sentence thereof). If the Current Market Price per share of Preferred Stock cannot be determined in the manner provided above or if the Preferred Stock is not publicly held or listed or traded in a manner described in clause (i) of this Section 11(d), the Current Market Price per share of Preferred Stock shall be conclusively deemed to be an amount equal to 1,000 (as such number may be appropriately adjusted for such events as stock splits, stock dividends and recapitalizations with respect to the Common Stock occurring after the date of this Agreement) multiplied by the Current Market Price per share of the Common Stock. If neither the Common Stock nor the Preferred Stock is publicly held or so listed or traded, Current Market Price per share of the Preferred Stock shall mean the fair value per share as determined in good faith by the Board of Directors of the Company, whose determination shall be described in a statement filed with the Rights Agent and shall be conclusive for all purposes. For all purposes of this Agreement, the Current Market Price of a Unit shall be equal to the Current Market Price of one share of Preferred Stock divided by 1,000.

Anything herein to the contrary notwithstanding, no adjustment in the Purchase Price shall be required unless such adjustment would require an increase or decrease of at least 1% in the Purchase Price provided; however, that any adjustments which by reason of this Section 11(e) are not required to be made shall be carried forward and taken into account in any subsequent adjustment. All calculations under this Section 11 shall be made to the nearest cent or to the nearest one-thousandth of a share of Common Stock or other share of capital stock or one-ten millionth of a share of Preferred Stock, as the case may be. Notwithstanding the first sentence of this Section 11(e), any adjustment required by this Section 11 shall be made no later than the earlier of (i) three (3) years from the date of the transaction which mandates such adjustment, or (ii) the Expiration Date.

If as a result of an adjustment made pursuant to Section 11(a)(ii) or Section 13(a) hereof, the holder of any Right thereafter exercised shall become entitled to receive any shares of capital stock other than Preferred Stock, thereafter the number of such other shares so receivable upon exercise of any Right and the Purchase Price thereof shall be subject to adjustment from time to time in a manner and on terms as nearly equivalent as practicable to the provisions with respect to the Preferred Stock contained in Sections 11(a), (b), (c), (e), (g), (h), (i), (j), (k) and (m), and the provisions of Sections 7, 9, 10, 13 and 14 hereof with respect to the Preferred Stock shall apply on like terms to any such other shares.

All Rights originally issued by the Company subsequent to any adjustment made to the Purchase Price hereunder shall evidence the right to purchase, at the adjusted Purchase Price, the number of one one-thousandths of a share of Preferred Stock purchasable from time to time hereunder upon exercise of the Rights, all subject to further adjustment as provided herein.

Unless the Company shall have exercised its election as provided in Section 11(i), upon each adjustment of the Purchase Price as a result of the calculations made in Sections 11(b) and (c), each Right outstanding immediately prior to the making of such adjustment shall thereafter evidence the right to purchase, at the adjusted Purchase Price, that number of one one-thousandths of a share of Preferred Stock (calculated to the nearest one-ten millionth of a share of Preferred Stock) obtained by:

 multiplying (x) the number of one one-thousandths of a share covered by a Right immediately prior to this adjustment, by (y) the Purchase Price in effect immediately prior to such adjustment of the Purchase Price, and

 dividing the product so obtained by the Purchase Price in effect immediately after such adjustment of the Purchase Price.

The Company may elect on or after the date of any adjustment of the Purchase Price to adjust the number of Rights, in lieu of any adjustment in the number of one one-thousandths of a share of Preferred Stock purchasable upon the exercise of a Right. Each of the Rights outstanding after the adjustment in the number of Rights shall be exercisable for the number of one one-thousandths of a share of Preferred Stock for which a Right was exercisable immediately prior to such adjustment. Each Right held of record prior to such adjustment of the number of Rights shall become that number of Rights (calculated to the nearest one one-thousandth) obtained by dividing the Purchase Price in effect immediately prior to adjustment of the Purchase Price by the Purchase Price in effect immediately after adjustment of the Purchase Price. The Company shall make a public announcement of its election to adjust the number of Rights, indicating the record date for the adjustment, and, if known at the time, the amount of the adjustment to be made. This record date may be the date on which the Purchase Price is adjusted or any day thereafter, but, if the Rights Certificates have been issued, shall be at least ten (10) days later than the date of the public announcement. If Rights Certificates have been issued, upon each adjustment of the number of Rights pursuant to this Section 11(i), the Company shall, as promptly as practicable, cause to be distributed to holders of record of Rights Certificates on such record date Rights Certificates evidencing, subject to Section 14 hereof, the additional Rights to which such holders shall be entitled as a result of such adjustment, or, at the option of the Company, shall cause to be distributed to such holders of record in substitution and replacement for the Rights Certificates held by such holders prior to the date of adjustment, and upon surrender thereof, if required by the Company, new Rights Certificates evidencing all the Rights to which such holders shall be entitled after such adjustment. Rights Certificates so to be distributed shall be issued, executed and countersigned in the manner provided for herein (and may bear, at the option of the Company, the adjusted Purchase Price) and shall be registered in the names of the holders of record of Rights Certificates on the record date specified in the public announcement.

Irrespective of any adjustment or change in the Purchase Price or the number of one one-thousandths of a share of Preferred Stock issuable upon the exercise of the Rights, the Rights Certificates theretofore and thereafter issued may continue to express the Purchase Price per one one-thousandth of a share and the number of one one-thousandths of a share which were expressed in the initial Rights Certificates issued hereunder.

Before taking any action that would cause an adjustment reducing the Purchase Price below the then par value, if any, of the number of one one-thousandths of a share of Preferred Stock issuable upon exercise of the Rights, the

Company shall take any corporate action which may, in the opinion of its counsel, be necessary in order that the Company may validly and legally issue fully paid and non-assessable such number of one one-thousandths of a share of Preferred Stock at such adjusted Purchase Price.

In any case in which this Section 11 shall require that an adjustment in the Purchase Price be made effective as of a record date for a specified event, the Company may elect to defer until the occurrence of such event the issuance to the holder of any Right exercised after such record date the number of one one-thousandths of a share of Preferred Stock and other capital stock or securities of the Company, if any, issuable upon such exercise over and above the number of one one-thousandths of a share of Preferred Stock and other capital stock or securities of the Company, if any, issuable upon such exercise on the basis of the Purchase Price in effect prior to such adjustment provided; however, that the Company shall deliver to such holder a due bill or other appropriate instrument evidencing such holder's right to receive such additional shares (fractional or otherwise) or securities upon the occurrence of the event requiring such adjustment.

Anything in this Section 11 to the contrary notwithstanding, the Company shall be entitled to make such reductions in the Purchase Price, in addition to those adjustments expressly required by this Section 11, as and to the extent that in their good faith judgment the Board of Directors of the Company shall determine to be advisable in order that any (i) consolidation or subdivision of the Preferred Stock, (ii) issuance wholly for cash of any shares of Preferred Stock at less than the Current Market Price, (iii) issuance wholly for cash of shares of Preferred Stock or securities which by their terms are convertible into or exchangeable for shares of Preferred Stock, (iv) stock dividends or (v) issuance of rights, options or warrants referred to in this Section 11, hereafter made by the Company to holders of its Preferred Stock shall not be taxable to such stockholders.

The Company covenants and agrees that it shall not, at any time after the Distribution Date, (i) consolidate with any other Person (other than a Subsidiary of the Company in a transaction which complies with Section 11(o) hereof), (ii) merge with or into any other Person (other than a Subsidiary of the Company in a transaction which complies with Section 11(o) hereof), or (iii) sell or transfer (or permit any Subsidiary to sell or transfer), in one transaction, or a series of related transactions, assets, cash flow or earning power aggregating more than 50% of the assets or earning power of the Company and its Subsidiaries (taken as a whole) to any other Person or Persons (other than the Company and/or any of its Subsidiaries in one or more transactions each of which complies with Section 11(o) hereof), if (x) at the time of or immediately after such consolidation, merger or sale there are any rights, warrants or other instruments or securities outstanding or agreements in effect which would substantially diminish or otherwise eliminate the benefits intended to be afforded by the Rights or (y) prior to, simultaneously with or immediately after such consolidation, merger or sale, the stockholders of the Person who constitutes, or would constitute, the "Principal Party" for purposes of Section 13(a) hereof shall have received a distribution of Rights previously owned by such Person or any of its Affiliates and Associates.

The Company covenants and agrees that, after the Distribution Date, it will not, except as permitted by Section 23 or Section 26 hereof, take (or permit any Subsidiary to take) any action if at the time such action is taken it is reasonably foreseeable that such action will diminish substantially or otherwise eliminate the benefits intended to be afforded by the Rights.

Anything in this Agreement to the contrary notwithstanding, in the event that the Company shall at any time after the Rights Dividend Declaration Date and prior to the Distribution Date (i) declare a dividend on the outstanding shares of Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding shares of Common Stock, or (iii) combine or consolidate the outstanding shares of Common Stock into a smaller number of shares, the number of Rights associated with each share of Common Stock then outstanding, or issued or delivered thereafter but prior to the Distribution Date, shall be proportionately adjusted so that the number of Rights thereafter associated with each share of Common Stock following any such event shall equal the result obtained by multiplying the number of Rights associated with each share of Common Stock immediately prior to such event by a fraction the numerator which shall be the total number of shares of Common Stock outstanding immediately prior to the occurrence of the event and the denominator of which shall be the total number of shares of Common Stock outstanding immediately following the occurrence of such event.

CERTIFICATE OF ADJUSTED PURCHASE PRICE OR NUMBER OF SHARES

Whenever an adjustment is made as provided in Section 11 and Section 13 hereof, the Company shall (a) promptly prepare a certificate setting forth such adjustment and a brief statement of the facts accounting for such adjustment, (b) promptly file with the Rights Agent, and with each transfer agent for the Preferred Stock and the Common Stock, a copy of such certificate, and (c) mail a brief summary thereof to each holder of a Rights Certificate (or, if prior to the Distribution Date, to each holder of a certificate representing shares of Common Stock) in accordance with Section 25 hereof. The Rights Agent shall be fully protected in relying on any such certificate and on any adjustment therein contained.

CONSOLIDATION, MERGER OR SALE OR TRANSFER OF ASSETS, CASH FLOW OR EARNING POWER

In the event that, following the Stock Acquisition Date, directly or indirectly, (x) the Company shall consolidate with, or merge with and into, any other Person (other than a Subsidiary of the Company in a transaction which complies with Section 11(o) hereof), and the Company shall not be the continuing or surviving corporation of such consolidation or merger, (y) any Person (other than a Subsidiary of the Company in a transaction which complies with Section 11(o) hereof) shall consolidate with, or merge with or into, the Company, and the Company shall be the continuing or surviving corporation of such consolidation or merger and, in connection with such consolidation or merger, all or part of the outstanding shares of Common Stock shall be changed into or exchanged for stock or other securities of any other Person or cash or any other property, or (z) the Company shall sell or otherwise transfer (or one or more of its Subsidiaries shall sell or otherwise transfer), in one transaction or a series of related transactions, assets, cash flow or earning power aggregating more than 50% of the assets, cash flow or earning power of the Company and its Subsidiaries (taken as a whole) to any Person or Persons (other than the Company or any Subsidiary of the Company in one or more transactions each of which complies with Section 11(o) hereof), then, and in each such case, proper provision shall be made so that: (i) each holder of a Right, except as provided in Section 7(e) hereof, shall thereafter have the right to receive, upon the exercise thereof at the then current Purchase Price in accordance with the terms of this Agreement and in lieu of shares of Preferred Stock, such number of validly authorized and issued, fully paid, non-assessable and freely tradeable shares of Common Stock of the Principal Party (as such term is hereinafter defined), not subject to any liens, encumbrances, rights of first refusal or other adverse claims, as shall be equal to the result obtained by (1) multiplying the then current Purchase Price by the number of one one-thousandths of a share of Preferred Stock for which a Right is exercisable immediately prior to the first occurrence of a Section 13 Event (or, if a Section 11(a)(ii) Event has occurred prior to the first occurrence of a Section 13 Event, multiplying the number of such one one-thousandths of a share for which a Right was exercisable immediately prior to the first occurrence of a Section 11(a)(ii) Event by the Purchase Price in effect immediately prior to such first occurrence of a Section 11(a)(ii) Event), and (2) dividing that product (which, following the first occurrence of a Section 13 Event, shall be referred to as the "Purchase Price" for each Right and for all purposes of this Agreement) by 50% of the Current Market Price (determined pursuant to Section 11(d) (i) hereof) per share of the Common Stock of such Principal Party on the date of consummation of such Section 13 Event; (ii) such Principal Party shall thereafter be liable for, and shall assume, by virtue of such Section 13 Event, all the obligations and duties of the Company pursuant to this Agreement; (iii) the term "Company" shall thereafter be deemed to refer to such Principal Party, it being specifically intended that the provisions of Section 11 hereof shall apply only to such Principal Party following the first occurrence of a Section 13 Event; (iv) such Principal Party shall take such steps (including, but not limited to, the reservation of a sufficient number of shares of its Common Stock) in connection with the consummation of any such transaction as may be necessary to assure that the provisions hereof shall thereafter be applicable, as nearly as reasonably may be, in relation to its shares of Common Stock thereafter deliverable upon the exercise of the Rights; and (v) the provisions of Section 11(a)(ii) hereof shall be of no effect following the first occurrence of any Section 13 Event.

"Principal Party," shall mean:

in the case of any transaction described in clause (x) or (y) of the first sentence of Section 13(a), the Person that is the issuer of any securities into which shares of Common Stock of the Company are converted in such merger or consolidation, and if no securities are so issued, the Person that is the other party to such merger or consolidation; and

in the case of any transaction described in clause (z) of the first sentence of Section 13(a), the Person that is the party receiving the greatest portion of the assets, cash flow or earning power transferred pursuant to such transaction or transactions provided; however, that in any such case, (1) if the Common Stock of such Person is not at such time and has not been continuously over the preceding twelve-month period registered under Section 12 of the Exchange Act, and such Person is a direct or indirect Subsidiary of another Person the Common Stock of which is and has been so registered, "Principal Party" shall refer to such other Person; and (2) in case such Person is a Subsidiary, directly or indirectly, of more than one Person, the Common Stocks of two or more of which are and have been so registered, "Principal Party" shall refer to whichever of such Persons is the issuer of the Common Stock having the greatest aggregate market value.

The Company shall not consummate any such consolidation, merger, sale or transfer unless the Principal Party shall have a sufficient number of authorized shares of its Common Stock which have not been issued or reserved for issuance to permit the exercise in full of the Rights in accordance with this Section 13 and unless prior thereto the Company and such Principal Party shall have executed and delivered to the Rights Agent a supplemental agreement providing for the terms set forth in paragraphs (a) and (b) of this Section 13 and further providing that, as soon as practicable after the date of any consolidation, merger or sale of assets mentioned in paragraph (a) of this Section 13, the Principal Party will:

prepare and file a registration statement under the Act, with respect to the Rights and the securities purchasable upon exercise of the Rights on an appropriate form, and will use its best efforts to cause such registration statement (A) to become effective as soon as practicable after such filing and (B) to remain effective (with a prospectus at all times meeting the requirements of the Act) until the Expiration Date; and

take all such other action as may be necessary to enable the Principal Party to issue the securities purchasable upon exercise of the Rights, including but not limited to the registration or qualification of such securities under all requisite securities laws of jurisdictions of the various states and the listing of such securities on such exchanges and trading markets as may be necessary or appropriate; and

deliver to holders of the Rights historical financial statements for the Principal Party and each of its Affiliates which comply in all respects with the requirements for registration on Form 10 under the Exchange Act.

The provisions of this Section 13 shall similarly apply to successive mergers or consolidations or sales or other transfers. In the event that a Section 13 Event shall occur at any time after the occurrence of a Section 11(a)(ii) Event, the Rights which have not theretofore been exercised shall thereafter become exercisable in the manner described in Section 13(a).

FRACTIONAL RIGHTS AND FRACTIONAL SHARES

The Company shall not be required to issue fractions of Rights, except prior to the Distribution Date as provided in Section 11(p) hereof, or to distribute Rights Certificates which evidence fractional Rights. In lieu of such fractional Rights, there shall be paid to the registered holders of the Rights Certificates with regard to which such fractional Rights would otherwise be issuable, an amount in cash equal to the same fraction of the current market value of a whole Right. For purposes of this Section 14(a), the current market value of a whole Right shall be the closing price of the Rights for the Trading Day immediately prior to the date on which such fractional Rights would have been otherwise issuable. The closing price of the Rights for any day shall be the last sale price, regular way, or, in case no such sale takes place on such day, the average of the closing bid and asked prices, regular way, in either case as reported in the principal consolidated transaction reporting system with respect to securities listed or admitted to trading on the New York Stock Exchange or, if the Rights are not listed or admitted to trading on the New York Stock Exchange, as reported in the principal consolidated transaction reporting system with respect to securities listed on the principal national securities exchange on which the Rights are listed or admitted to trading, or if the Rights are not listed or admitted to trading on any national securities exchange, the last quoted price or, if not so quoted, the average of the high bid and low asked prices in the over-the-counter market or such system then in use or, if on any such date the Rights are not so quoted, the average of the closing bid and asked prices as furnished by a professional market maker making a market in the Rights selected by the Board of Directors of the Company. If on any such date no such market maker is making a market in the Rights the fair value of the Rights on such date as determined in good faith by the Board of Directors of the Company shall be used.

The Company shall not be required to issue fractions of shares of Preferred Stock (other than fractions which are integral multiples of one one-thousandth of a share of Preferred Stock) upon exercise of the Rights or to distribute certificates which evidence fractional shares of Preferred Stock (other than fractions which are integral multiples of one one-thousandth of a share of Preferred Stock). In lieu of fractional shares of Preferred Stock that are not integral multiples of one one-thousandth of a share of Preferred Stock, the Company may pay to the registered holders of Rights Certificates at the time such Rights are exercised as herein provided an amount in cash equal to the same fraction of the current market value of one one-thousandth of a share of Preferred Stock. For purposes of this Section 14(b), the current market value of one one-thousandth of a share of Preferred Stock shall be one one-thousandth of the closing price of a share of Preferred Stock (as determined pursuant to Section 11(d)(ii) hereof) for the Trading Day immediately prior to the date of such exercise.

Following the occurrence of a Triggering Event, the Company shall not be required to issue fractions of shares of Common Stock upon exercise of the Rights or to distribute certificates which evidence fractional shares of Common Stock. In lieu of fractional shares of Common Stock, the Company may pay to the registered holders of Rights Certificates at the time such Rights are exercised as herein provided an amount in cash equal to the same fraction of the current market value of one (1) share of Common Stock. For purposes of this Section 14(c), the current market value of one (1) share of Common Stock shall be the closing price of one (1) share of Common Stock (as determined pursuant to Section 11(d)(i) hereof) for the Trading Day immediately prior to the date of such exercise.

The holder of a Right by the acceptance of the Rights expressly waives his or her right to receive any fractional Rights or any fractional shares upon exercise of a Right, except as permitted by this Section 14.

RIGHTS OF ACTION

All rights of action in respect of this Agreement, except the rights of action that are given to the Rights Agent under Section 18 hereof, are vested in the respective registered holders of the Rights Certificates (and, prior to the Distribution Date, the registered holders of the Common Stock); and any registered holder of any Rights Certificate (or, prior to the Distribution Date, of the Common Stock), without the consent of the Rights Agent or of the holder of any other Rights Certificate (or, prior to the Distribution Date, of the Common Stock), may, in such holder's own behalf and for such holder's own benefit, enforce, and may institute and maintain any suit, action or proceeding against the Company to enforce, or otherwise act in respect of, such holder's right to exercise the Rights evidenced by such Rights Certificate in the manner provided in such Rights Certificate and in this Agreement. Without limiting the foregoing or any remedies available to the holders of Rights, it is specifically acknowledged that the holders of Rights would not have an adequate remedy at law for any breach of this Agreement and shall be entitled to specific performance of the obligations hereunder and injunctive relief against actual or threatened violations of the obligations hereunder of any Person subject to this Agreement.

AGREEMENT OF RIGHTS HOLDERS

Every holder of a Right by accepting the same consents and agrees with the Company and the Rights Agent and with every other holder of a Right that:

prior to the Distribution Date, the Rights will be transferable only in connection with the transfer of Common Stock;

after the Distribution Date, the Rights Certificates are transferable only on the registry books of the Rights Agent if surrendered at the principal office or offices of the Rights Agent designated for such purposes, duly endorsed or accompanied by a proper instrument of transfer and with the appropriate forms and certificates fully executed;

subject to Section 6(a) and Section 7(f) hereof, the Company and the Rights Agent may deem and treat the Person in whose name a Rights Certificate (or, prior to the Distribution Date, the associated Common Stock certificate) is registered as the absolute owner thereof and of the Rights evidenced thereby (notwithstanding any notations of ownership or writing on the Rights Certificates or the associated Common Stock certificate made by anyone other than the Company or the Rights Agent) for all purposes whatsoever, and neither the Company nor the

Rights Agent, subject to the last sentence of Section 7(e) hereof, shall be required to be affected by any notice to the contrary; and

notwithstanding anything in this Agreement to the contrary, neither the Company nor the Rights Agent shall have any liability to any holder of a Right or other Person as a result of its inability to perform any of its obligations under this Agreement by reason of any preliminary or permanent injunction or other order, decree or ruling issued by a court of competent jurisdiction or by a governmental, regulatory or administrative agency or commission, or any statute, rule, regulation or executive order promulgated or enacted by any governmental authority, prohibiting or otherwise restraining performance of such obligation provided; however, the Company must use its best efforts to have any such order, decree or ruling lifted or otherwise overturned as soon as possible.

RIGHTS CERTIFICATE HOLDER NOT DEEMED A STOCKHOLDER

No holder, as such, of any Rights Certificate shall be entitled to vote, receive dividends or be deemed for any purpose the holder of the number of one one-thousandths of a share of Preferred Stock or any other securities of the Company which may at any time be issuable on the exercise of the Rights represented thereby, nor shall anything contained herein or in any Rights Certificate be construed to confer upon the holder of any Rights Certificate, as such, any of the rights of a stockholder of the Company or any right to vote for the election of directors or upon any matter submitted to stockholders at any meeting thereof, or to give or withhold consent to any corporate action, or to receive notice of meetings or other actions affecting stockholders (except as provided in Section 24 hereof), or to receive dividends or subscription rights, or otherwise, until the Right or Rights evidenced by such Rights Certificate shall have been exercised in accordance with the provisions hereof.

CONCERNING THE RIGHTS AGENT

The Company agrees to pay to the Rights Agent reasonable compensation for all services rendered by it hereunder and, from time to time, on demand of the Rights Agent, its reasonable expenses and counsel fees and disbursements and other disbursements incurred in the administration and execution of this Agreement and the exercise and performance of its duties hereunder. The Company also agrees to indemnify the Rights Agent for, and to hold it harmless against, any loss, liability, or expense, incurred without gross negligence, bad faith or willful misconduct on the part of the Rights Agent, for anything done or omitted by the Rights Agent in connection with the acceptance and administration of this Agreement, including the costs and expenses of defending against any claim of liability in the premises. In no case shall the Rights Agent be liable for special, indirect, incidental or consequential loss or damage.

The Rights Agent shall be protected and shall incur no liability for or in respect of any action taken, suffered or omitted by it in connection with its administration of this Agreement in reliance upon any Rights Certificate or certificate for Common Stock or for other securities of the Company, instrument of assignment or transfer, power of attorney, endorsement, affidavit, letter, notice, direction, consent, certificate, statement, or other paper or document believed by it to be genuine and to be signed, executed and, where necessary, verified or acknowledged, by the proper Person or Persons.

MERGER OR CONSOLIDATION OR CHANGE OF NAME OF RIGHTS AGENT

Any corporation into which the Rights Agent or any successor Rights Agent may be merged or with which it may be consolidated, or any corporation resulting from any merger or consolidation to which the Rights Agent or any successor Rights Agent shall be a party, or any corporation succeeding to the corporate trust, stock transfer or other shareholder services business of the Rights Agent or any successor Rights Agent, shall be the successor to the Rights Agent under this Agreement without the execution or filing of any paper or any further act on the part of any of the parties hereto; but only if such corporation would be eligible for appointment as a successor Rights Agent under the provisions of Section 21 hereof. In case at the time such successor Rights Agent shall succeed to the agency created by this Agreement, any of the Rights Certificates shall have been countersigned but not delivered, any such successor Rights Agent may adopt the countersignature of a predecessor Rights Agent and deliver such Rights Certificates so countersigned; and in case at that time any of the Rights Certificates shall not have been countersigned, any successor Rights Agent may countersign such Rights Certificates either in the name of the predecessor or in the name of the successor Rights Agent; and in all such cases such Rights Certificates shall have the full force provided in the Rights Certificates and in this Agreement.

In case at any time the name of the Rights Agent shall be changed and at such time any of the Rights Certificates shall have been countersigned but not delivered, the Rights Agent may adopt the countersignature under its prior name and deliver Rights Certificates so countersigned; and in case at that time any of the Rights Certificates shall not have been countersigned, the Rights Agent may countersign such Rights Certificates either in its prior name or in its changed name; and in all such cases such Rights Certificates shall have the full force provided in the Rights Certificates and in this Agreement.

DUTIES OF RIGHTS AGENT

The Rights Agent undertakes the duties and obligations imposed by this Agreement upon the following terms and conditions, by all of which the Company and the holders of Rights Certificates, by their acceptance thereof, shall be bound:

The Rights Agent may consult with legal counsel (who may be legal counsel for the Company), and the advice of such counsel shall be full and complete authorization and protection to the Rights Agent as to any action taken or omitted by it in good faith and in accordance with such opinion.

Whenever in the performance of its duties under this Agreement the Rights Agent shall deem it necessary or desirable that any fact or matter (including, without limitation, the identity of any Acquiring Person and the determination of Current Market Price) be proved or established by the Company prior to taking or suffering any action hereunder, such fact or matter (unless other evidence in respect thereof be herein specifically prescribed) may be deemed to be conclusively proved and established by a certificate signed by the Chairman of the Board, the Chief Executive Officer, the President, any Executive Vice President or any Senior Vice President of the Company and delivered to the Rights Agent; and such certificate shall be full authorization to the Rights Agent for any action taken or suffered in good faith by it under the provisions of this Agreement in reliance upon such certificate.

The Rights Agent shall be liable hereunder only for its own gross negligence, bad faith or willful misconduct.

The Rights Agent shall not be liable for or by reason of any of the statements of fact or recitals contained in this Agreement or in the Rights Certificates or be required to verify the same (except as to its countersignature on such Rights Certificates), but all such statements and recitals are and shall be deemed to have been made by the Company only.

The Rights Agent shall not be under any responsibility in respect of the validity of this Agreement or the execution and delivery hereof (except the due execution hereof by the Rights Agent) or in respect of the validity or execution of any Rights Certificate (except its countersignature thereof); nor shall it be responsible for any breach by the Company of any covenant or condition contained in this Agreement or in any Rights Certificate; nor shall it be responsible for any adjustment required under the provisions of Section 11 or Section 13 hereof or responsible for the manner, method or amount of any such adjustment or the ascertaining of the existence of facts that would require any such adjustment (except with respect to the exercise of Rights evidenced by Rights Certificates after actual notice of any such adjustment); nor shall it by any act hereunder be deemed to make any representation or warranty as to the authorization or reservation of any shares of Common Stock or Preferred Stock to be issued pursuant to this Agreement or any Rights Certificate or as to whether any shares of Common Stock or Preferred Stock will, when so issued, be validly authorized and issued, fully paid and non-assessable.

The Company agrees that it will perform, execute, acknowledge and deliver or cause to be performed, executed, acknowledged and delivered all such further and other acts, instruments and assurances as may reasonably be required by the Rights Agent for the carrying out or performing by the Rights Agent of the provisions of this Agreement.

The Rights Agent is hereby authorized and directed to accept instructions with respect to the performance of its duties hereunder from the Chairman of the Board, the Chief Executive Officer, the President, any Executive Vice President or Senior Vice President of the Company, and to apply to such officers for advice or instructions in connection with its duties, and it shall not be liable for any action taken or suffered to be taken by it in good faith in accordance with instructions of any such officer.

The Rights Agent and any stockholder, director, officer or employee of the Rights Agent may buy, sell or deal in any of the Rights or other securities of the Company or become pecuniarily interested in any transaction in which the Company may be interested, or contract with or lend money to the Company or otherwise act as fully and freely as though it were not Rights Agent under this Agreement. Nothing herein shall preclude the Rights Agent from acting in any other capacity for the Company or for any other legal entity.

The Rights Agent may execute and exercise any of the rights or powers hereby vested in it or perform any duty hereunder either itself or by or through its attorneys or agents, and the Rights Agent shall not be answerable or accountable for any act, default, neglect or misconduct of any such attorneys or agents or for any loss to the Company resulting from any such act, default, neglect or misconduct provided; however, reasonable care was exercised in the selection and continued employment thereof.

No provision of this Agreement shall require the Rights Agent to expend or risk its own funds or otherwise incur any financial liability in the performance of any of its duties hereunder or in the exercise of its rights if there shall be reasonable grounds for believing that repayment of such funds or adequate indemnification against such risk or liability is not reasonably assured to it.

If, with respect to any Rights Certificate surrendered to the Rights Agent for exercise or transfer, the certificate attached to the form of assignment or form of election to purchase, as the case may be, has either not been completed or indicates an affirmative response to clause 1 and/or 2 thereof, the Rights Agent shall not take any further action with respect to such requested exercise of transfer without first consulting with the Company.

CHANGE OF RIGHTS AGENT

The Rights Agent or any successor Rights Agent may resign and be discharged from its duties under this Agreement upon thirty (30) days' notice in writing mailed to the Company, and to each transfer agent of the Common Stock and Preferred Stock, by registered or certified mail, and, if such resignation occurs after the Distribution Date, to the registered holders of the Rights Certificates by first-class mail. The Company may, in its sole discretion, remove the Rights Agent or any successor Rights Agent upon thirty (30) days' notice in writing, mailed to the Rights Agent or successor Rights Agent, as the case may be, and to each transfer agent of the Common Stock and Preferred Stock, by registered or certified mail, and, if such resignation occurs after the Distribution Date, to the holders of the Rights Certificates by first-class mail. If the Rights Agent shall resign or be removed or shall otherwise become incapable of acting, the Company shall appoint a successor to the Rights Agent. If the Company shall fail to make such appointment within a period of thirty (30) days after giving notice of such removal or after it has been notified in writing of such resignation or incapacity by the resigning or incapacitated Rights Agent or by the holder of a Rights Certificate (who shall, with such notice, submit his Rights Certificate for inspection by the Company), then any registered holder of any Rights Certificate may apply to any court of competent jurisdiction for the appointment of a new Rights Agent. Any successor Rights Agent, whether appointed by the Company or by such a court, shall be either (a) a legal business entity organized and doing business under the laws of the United States or of any state of the United States, in good standing, which is authorized under such laws to exercise corporate trust powers and is subject to supervision or examination by federal or state authority and which has at the time of its appointment as Rights Agent a combined capital and surplus of at least \$100,000,000 or (b) an Affiliate of a legal business entity described in clause (a) of this sentence. After appointment, the successor Rights Agent shall be vested with the same powers, rights, duties and responsibilities as if it had been originally named as Rights Agent without further act or deed; but the predecessor Rights Agent shall deliver and transfer to the successor Rights Agent any property at the time held by it hereunder, and execute and deliver any further assurance, conveyance, act or deed necessary for the purpose. Not later than the effective date of any such appointment, the Company shall file notice thereof in writing with the predecessor Rights Agent and each transfer agent of the Common Stock and the Preferred Stock, and, if such appointment occurs after the Distribution Date, mail a notice thereof in writing to the registered holders of the Rights Certificates. Failure to give any notice provided for in this Section 21, however, or any defect therein, shall not affect the legality or validity of the resignation or removal of the Rights Agent or the appointment of the successor Rights Agent, as the case may be.

ISSUANCE OF NEW RIGHTS CERTIFICATES

Notwithstanding any of the provisions of this Agreement or of the Rights to the contrary, the Company may, at its option, issue new Rights Certificates evidencing Rights in such form as may be approved by its Board of Directors to reflect any adjustment or change in the Purchase Price and the number or kind or class of shares or other securities or property purchasable under the Rights Certificates made in accordance with the provisions of this Agreement. In addition, in connection with the issuance or sale of shares of Common Stock following the Distribution Date and prior to the redemption or expiration of the Rights, the Company (a) shall, with respect to shares of Common Stock so issued or sold pursuant to the exercise of stock options or under any employee plan or arrangement, granted or awarded as of the Distribution Date, or upon the exercise, conversion or exchange of securities hereinafter issued by the Company, and (b) may, in any other case, if deemed necessary or appropriate by the Board of Directors of the Company, issue Rights Certificates representing the appropriate number of Rights in connection with such issuance or sale provided; however, that (i) no such Rights Certificate shall be issued if, and to the extent that, the Company shall be advised by counsel that such issuance would create a significant risk of material adverse tax consequences to the Company or the Person to whom such Rights Certificate would be issued, and (ii) no such Rights Certificate shall be issued if, and to the extent that, appropriate adjustment shall otherwise have been made in lieu of the issuance thereof.

REDEMPTION AND TERMINATION

The Board of Directors of the Company may, at its option, at any time prior to the earlier of (i) the close of business on the tenth day following the Stock Acquisition Date (or, if the Stock Acquisition Date shall have occurred prior to the Record Date, the close of business on the twentieth day following the Record Date), or (ii) the Final Expiration Date, redeem all but not less than all the then outstanding Rights at a redemption price of \$0.001 per Right, as such amount may be appropriately adjusted to reflect any stock split, stock dividend or similar transaction occurring after the date hereof (such redemption price being hereinafter referred to as the "Redemption Price"). Notwithstanding anything contained in this Agreement to the contrary, the Rights shall not be exercisable after the first occurrence of a Section 11(a) (ii) Event until such time as the Company's right of redemption hereunder has expired. The Company may, at its option, pay the Redemption Price in cash, shares of Common Stock (based on the "Current Market Price," as defined in Section 11(d)(i) hereof, of the Common Stock at the time of redemption) or any other form of consideration deemed appropriate by the Board of Directors.

Immediately upon the action of the Board of Directors of the Company ordering the redemption of the Rights, evidence of which shall have been filed with the Rights Agent and without any further action and without any notice, the right to exercise the Rights will terminate and the only right thereafter of the holders of Rights shall be to receive the Redemption Price for each Right so held. Promptly after the action of the Board of Directors ordering the redemption of the Rights, the Company shall give notice of such redemption to the Rights Agent and the holders of the then outstanding Rights by mailing such notice to all such holders at each holder's last address as it appears upon the registry books of the Rights Agent or, prior to the Distribution Date, on the registry books of the transfer agent for the Common Stock. Any notice which is mailed in the manner herein provided shall be deemed given, whether or not the holder receives the notice. Each such notice of redemption will state the method by which the payment of the Redemption Price will be made.

NOTICE OF CERTAIN EVENTS

In case the Company shall propose, at any time after the Distribution Date, (i) to pay any dividend payable in stock of any class to the holders of Preferred Stock or to make any other distribution to the holders of Preferred Stock (other than a regular quarterly cash dividend out of earnings or retained earnings of the Company), or (ii) to offer to the holders of Preferred Stock rights or warrants to subscribe for or to purchase any additional shares of Preferred Stock or shares of stock of any class or any other securities, rights or options, or (iii) to effect any reclassification of its Preferred Stock (other than a reclassification involving only the subdivision of outstanding shares of Preferred Stock), or (iv) to effect any consolidation or merger into or with any other Person (other than a Subsidiary of the Company in a transaction which complies with Section 11(o) hereof), or to effect any sale or other transfer (or to permit one or more of its Subsidiaries to effect any sale or other transfer), in one transaction or a series of related transactions, of more than 50% of the assets, cash flow or earning power of the Company and its Subsidiaries (taken as a whole) to any other Person or Persons (other than the Company and/or any of its Subsidiaries in one or

more transactions each of which complies with Section 11(o) hereof), or (v) to effect the liquidation, dissolution or winding up of the Company, then, in each such case, the Company shall give to each holder of a Rights Certificate, to the extent feasible and in accordance with Section 25 hereof, a notice of such proposed action, which shall specify the record date for the purposes of such stock dividend, distribution of rights or warrants, or the date on which such reclassification, consolidation, merger, sale, transfer, liquidation, dissolution, or winding up is to take place and the date of participation therein by the holders of the shares of Preferred Stock, if any such date is to be fixed, and such notice shall be so given in the case of any action covered by clause (i) or (ii) above at least twenty (20) days prior to the record date for determining holders of the shares of Preferred Stock for purposes of such action, and in the case of any such other action, at least twenty (20) days prior to the date of the taking of such proposed action or the date of participation therein by the holders of the shares of Preferred Stock, whichever shall be the earlier.

In case any of the events set forth in Section 11(a)(ii) hereof shall occur, then, in any such case, (i) the Company shall as soon as practicable thereafter give to each holder of a Rights Certificate, to the extent feasible and in accordance with Section 25 hereof, a notice of the occurrence of such event, which shall specify the event and the consequences of the event to holders of Rights under Section 11(a)(ii) hereof, and (ii) all references in the preceding paragraph to Preferred Stock shall be deemed thereafter to refer to Common Stock and/or, if appropriate, other securities.

NOTICES

Notices or demands authorized by this Agreement to be given or made by the Rights Agent or by the holder of any Rights Certificate to or on the Company shall be sufficiently given or made if sent by first-class mail, postage prepaid, addressed (until another address is filed in writing with the Rights Agent) as follows:

Beazer Homes USA, Inc.
1000 Abernathy Road, Suite 260
Atlanta, Georgia 30328
Attention: Chief Executive Officer

Subject to the provisions of Section 21, any notice or demand authorized by this Agreement to be given or made by the Company or by the holder of any Rights Certificate to or on the Rights Agent shall be sufficiently given or made if sent by first-class mail, postage prepaid, addressed (until another address is filed in writing with the Company) as follows:

American Stock Transfer & Trust Company, LLC
6201 15th Avenue
Brooklyn, NY 11219

Notices or demands authorized by this Agreement to be given or made by the Company or the Rights Agent to the holder of any Rights Certificate (or, if prior to the Distribution Date, to the holder of certificates representing shares of Common Stock) shall be sufficiently given or made if sent by first-class mail, postage prepaid, addressed to such holder at the address of such holder as shown on the registry books of the Company.

SUPPLEMENTS AND AMENDMENTS

Prior to the Distribution Date and subject to the penultimate sentence of this Section 26, the Company and the Rights Agent shall, if the Company so directs, supplement or amend any provision of this Agreement without the approval of any holders of certificates representing shares of Common Stock. From and after the Distribution Date and subject to the penultimate sentence of this Section 26, the Company and the Rights Agent shall, if the Company so directs, supplement or amend this Agreement without the approval of any holders of Rights Certificates in order (i) to cure any ambiguity, (ii) to correct or supplement any provision contained herein which may be defective or inconsistent with any other provisions herein, (iii) to shorten or lengthen any time period hereunder, or (iv) to change or supplement the provisions hereunder in any manner which the Company may deem necessary or desirable and which shall not adversely affect the interests of the holders of Rights Certificates (other than an

Acquiring Person or an Affiliate or Associate of an Acquiring Person) provided; however, this Agreement may not be supplemented or amended to lengthen, pursuant to clause (iii) of this sentence, (A) a time period relating to when the Rights may be redeemed at such time as the Rights are not then redeemable, or (B) any other time period unless such lengthening is for the purpose of protecting, enhancing or clarifying the rights of, and/or the benefits to, the holders of Rights. Upon the delivery of a certificate from an appropriate officer of the Company which states that the proposed supplement or amendment is in compliance with the terms of this Section 26, the Rights Agent shall execute such supplement or amendment. Notwithstanding anything contained in this Agreement to the contrary, no supplement or amendment shall be made which changes the Redemption Price, extends the Final Expiration Date, changes the Purchase Price or changes the number of one one-thousandths of a share of Preferred Stock for which a Right is exercisable, and following the first occurrence of an event set forth in clauses (i) and (ii) of the first sentence of Section 23(a) hereof any supplement or amendment shall require the concurrence of a majority of the members of the Board of Directors of the Company. Prior to the Distribution Date, the interests of the holders of Rights shall be deemed coincident with the interests of the holders of Common Stock.

EXCHANGE

(i) The Company may, at its option, at any time after the Stock Acquisition Date, upon resolution by the Board of Directors of the Company, exchange all or part of the then outstanding and exercisable Rights (which shall not include Rights that have become void pursuant to the provisions of Section 7(e) hereof) for Common Stock at an exchange ratio of one share of Common Stock per Right, appropriately adjusted to reflect any stock split, stock dividend or similar transaction occurring after the date of this Agreement (such exchange ratio being hereinafter referred to as the "Section 27(a)(i) Exchange Ratio"). Notwithstanding the foregoing, the Company may not effect such exchange at any time after any Acquiring Person, together with all Affiliates and Associates of such Acquiring Person, becomes the Beneficial Owner of 50% or more of the shares of Common Stock then outstanding.

(ii) The Company may, at its option, at any time after the Stock Acquisition Date, upon resolution by the Board of Directors of the Company, exchange all or part of the then outstanding and exercisable Rights (which shall not include Rights that have become void pursuant to the provisions of Section 7(e) hereof) for Common Stock at an exchange ratio specified in the following sentence, as appropriately adjusted to reflect any stock split, stock dividend or similar transaction occurring after the date of this Agreement. Subject to such adjustment, each Right may be exchanged for that number of shares of Common Stock obtained by dividing the Adjustment Spread (as defined below) by the then Current Market Price (determined pursuant to Section 11(d) hereof) per share of Common Stock on the earlier of (i) the date on which any Person becomes an Acquiring Person or (ii) the date on which a tender or exchange offer by any Person (other than an Exempted Person, the Company, any Subsidiary of the Company, any employee benefit plan of the Company or of any Subsidiary of the Company, or any Person organized, appointed or established by the Company for or pursuant to the terms of any such plan) is first published or sent or given within the meaning of Rule 14d-4(a) of the General Rules and Regulations under the Exchange Act, if upon consummation thereof such Person would be the Beneficial Owner of 4.95% or more of the shares of Common Stock then outstanding (such exchange ratio being the "Section 27(a)(ii) Exchange Ratio"). The "Adjustment Spread" shall equal (x) the aggregate market price on the date of such event of the number of Adjustment Shares determined pursuant to Section 11(a)(ii) minus (y) the Purchase Price.

(iii) Notwithstanding anything contained in this Section 27(a) to the contrary, the Company may not exchange any Rights pursuant to this Section 27(a) unless such exchange is approved by a majority of the members of the Board of Directors of the Company.

Immediately upon the action of the Board of Directors of the Company ordering the exchange of any Rights pursuant to paragraph (a) of this Section 27 and without any further action and without any notice, the right to exercise such Rights shall terminate and the only right thereafter of a holder of such Rights shall be to receive that number of shares of Common Stock equal to the number of such Rights held by such holder multiplied by the Section 27(a)(i) Exchange Ratio or Section 27(a)(ii) Exchange Ratio, as the case may be. The Company shall promptly give public notice of any such exchange provided; however, that the failure to give, or any defect in, such notice shall not affect the validity of such exchange. The Company promptly shall mail a notice of any such exchange to all of the holders of such Rights at their last addresses as they appear upon the registry books of the Rights Agent. Any notice which is mailed in the manner herein provided shall be deemed given, whether or not

the holder receives the notice. Each such notice of exchange will state the method by which the exchange of the shares of Common Stock for Rights will be effected and, in the event of any partial exchange, the number of Rights which will be exchanged. Any partial exchange shall be effected pro rata based on the number of Rights (other than Rights which have become void pursuant to the provisions of Section 7(e) hereof) held by each holder of Rights.

In the event that there shall not be sufficient shares of Common Stock issued but not outstanding or authorized but unissued to permit any exchange of Rights as contemplated in accordance with this Section 27, the Company shall make adequate provision to substitute, to the extent that there are insufficient shares of Common Stock available (1) cash, (2) other equity securities of the Company, (3) debt securities of the Company, (4) other assets or (5) any combination of the foregoing, having an aggregate value per Right equal to (x) in the case of an exchange pursuant to Section 27(a)(i), the then current per share market price (determined pursuant to Section 11(d) hereof) of the Common Stock multiplied by the Section 27(a)(i) Exchange Ratio and (y) in the case of an exchange pursuant to Section 27(a)(ii), the Adjustment Spread, where such aggregate value has been determined by a majority of the members of the Board of Directors of the Company, after receiving advice from a nationally recognized investment banking firm. To the extent that the Company determines that any such substitution must be made, the Company shall provide, subject to Section 7(e) hereof, that such substitution shall apply uniformly to all outstanding Rights.

The Company shall not be required to issue fractions of shares of Common Stock or to distribute certificates which evidence fractional shares of Common Stock. In lieu of such fractional shares of Common Stock, the Company shall pay to the registered holders of the Rights Certificates with regard to which such fractional shares of Common Stock would otherwise be issuable an amount in cash equal to the same fraction of the current market value of a whole share of Common Stock. For the purposes of this paragraph (d), the current market value of a whole share of Common Stock shall be the closing price of a share of Common Stock (as determined pursuant to the second sentence of Section 11(d) hereof) for the Trading Day immediately prior to the date of the exchange pursuant to this Section 27.

SUCCESSORS

All the covenants and provisions of this Agreement by or for the benefit of the Company or the Rights Agent shall bind and inure to the benefit of their respective successors and assigns hereunder.

DETERMINATIONS AND ACTIONS BY THE BOARD OF DIRECTORS, ETC.

For all purposes of this Agreement, any calculation of the number of shares of Common Stock outstanding at any particular time, including for purposes of determining the particular percentage of such outstanding shares of Common Stock of which any Person is the Beneficial Owner, shall be made in accordance with the last sentence of Rule 13d-3(d)(1)(i) of the General Rules and Regulations under the Exchange Act. The Board of Directors of the Company (with, where specifically provided for herein, the concurrence of a majority of the members of the Board of Directors of the Company) shall have the exclusive power and authority to administer this Agreement and to exercise all rights and powers specifically granted to the Board (with, where specifically provided for herein, the concurrence of a majority of the members of the Board of Directors of the Company) or to the Company, or as may be necessary or advisable in the administration of this Agreement, including, without limitation, the right and power to (i) interpret the provisions of this Agreement, and (ii) make all determinations deemed necessary or advisable for the administration of this Agreement (including a determination to redeem or not redeem the Rights or to amend the Agreement). All such actions, calculations, interpretations and determinations (including, for purposes of clause (y) below, all omissions with respect to the foregoing) which are done or made by the Board (with, where specifically provided for herein, the concurrence of a majority of the members of the Board of Directors of the Company) in good faith, shall (x) be final, conclusive and binding on the Company, the Rights Agent, the holders of the Rights and all other parties, and (y) not subject the Board to any liability to the holders of the Rights.

BENEFITS OF THIS AGREEMENT

Nothing in this Agreement shall be construed to give to any Person other than the Company, the Rights Agent and the registered holders of the Rights Certificates (and, prior to the Distribution Date, registered holders of the Common Stock) any legal or equitable right, remedy or claim under this Agreement; but this Agreement shall

be for the sole and exclusive benefit of the Company, the Rights Agent and the registered holders of the Rights Certificates (and, prior to the Distribution Date, registered holders of the Common Stock).

SEVERABILITY

If any term, provision, covenant or restriction of this Agreement is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Agreement shall remain in full force and effect and shall in no way be affected, impaired or invalidated provided; however, that notwithstanding anything in this Agreement to the contrary, if any such term, provision, covenant or restriction is held by such court or authority to be invalid, void or unenforceable and the Board of Directors of the Company determines in its good faith judgment that severing the invalid language from this Agreement would adversely affect the purpose or effect of this Agreement, the right of redemption set forth in Section 23 hereof shall be reinstated and shall not expire until the close of business on the twentieth day following the date of such determination by the Board of Directors.

GOVERNING LAW

This Agreement, each Right and each Rights Certificate issued hereunder shall be deemed to be a contract made under the laws of the State of New York and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts made and to be performed entirely within such state.

COUNTERPARTS

This Agreement may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

DESCRIPTIVE HEADINGS

Descriptive headings of the several sections of this Agreement are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof and the words "herein," "hereof," "hereby," "hereto," "hereunder" and words of similar import are references to this Agreement as a whole and not to any particular section or other provision hereof.

EFFECTIVENESS

This Agreement shall become effective as of the close of business on November 14, 2019 (the "Effective Date"); provided that, notwithstanding anything herein to the contrary, the Board of Directors may, in its sole discretion, terminate this Agreement prior to the Effective Date following the occurrence of a "Distribution Date" as defined in that certain Section 382 Rights Agreement between the Company and American Stock Transfer & Trust Company, LLC, dated as of November 6, 2016, and effective as of November 12, 2016.

[SIGNATURE PAGE IMMEDIATELY FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and their respective corporate seals to be hereunto affixed and attested, all as of the day and year first above written.

Attest: BEAZER HOMES USA, INC.

By: /s/ KRISTI O. CRAWFORD
Name: Kristi O. Crawford
Title: Assistant Secretary

By: /s/ KEITH L. BELKNAP
Name: Keith L. Belknap
Title: Executive Vice President and General Counsel

Attest: AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC

By: /s/ MICHAEL LEGREGIN
Name: Michael Legregin
Title: Senior Vice President
Attorney Advisory Group

By: /s/ MICHAEL A. NESPOLI
Name: Michael A. Nespoli
Title: Executive Director

EXHIBIT A

Form of Designations, Preferences and Rights of Series A Junior Participating Preferred Stock of Beazer Homes USA, Inc.

Section 1. Designation and Amount. The shares of such series shall be designated as “Series A Junior Participating Preferred Stock” and the number of shares constituting such series shall be 100,000.

Section 2. Dividends and Distributions.

(a) The holders of shares of Series A Junior Participating Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors of Beazer Homes USA, Inc., a Delaware corporation (the “Company”), out of funds legally available for the purpose, quarterly dividends payable in cash on the last day of March, June, September and December in each year (each such date being referred to herein as a “Quarterly Dividend Payment Date”), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Junior Participating Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$1.00 or (b) subject to the provision for adjustment hereinafter set forth, 1,000 times the aggregate per share amount of all cash dividends, and 1,000 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock, par value \$0.001 per share, of the Company (the “Common Stock”) since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Junior Participating Preferred Stock. In the event the Company shall at any time after November 14, 2016 (the “Rights Declaration Date”) (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(b) The Company shall declare a dividend or distribution on the outstanding shares of Series A Junior Participating Preferred Stock as provided in Paragraph (A) above immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$1.00 per share on the outstanding shares of Series A Junior Participating Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(c) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Junior Participating Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series A Junior Participating Preferred Stock, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Junior Participating Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than thirty (30) days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Junior Participating Preferred Stock shall have the following voting rights:

(a) Subject to the provision for adjustment hereinafter set forth, each share of Series A Junior Participating Preferred Stock shall entitle the holder thereof to 1,000 votes on all matters submitted to a vote of the stockholders of the Company. In the event the Company shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the number of votes per share to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(b) Except as otherwise provided herein or by law, the holders of shares of Series A Junior Participating Preferred Stock and the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Company.

(c) (i) If at any time dividends on any Series A Junior Participating Preferred Stock shall be in arrears in an amount equal to six (6) quarterly dividends thereon, the occurrence of such contingency shall mark the beginning of a period (herein called a "default period") which shall extend until such time when all accrued and unpaid dividends for all previous quarterly dividend periods and for the current quarterly dividend period on all shares of Series A Junior Participating Preferred Stock then outstanding shall have been declared and paid or set apart for payment. During each default period, all holders of Preferred Stock (including holders of the Series A Junior Participating Preferred Stock) with dividends in arrears in an amount equal to six (6) quarterly dividends thereon, voting as a class, irrespective of series, shall have the right to elect two (2) Directors.

(ii) During any default period, such voting right of the holders of Series A Junior Participating Preferred Stock may be exercised initially at a special meeting called pursuant to subparagraph (iii) of this Section 3(c) or at any annual meeting of stockholders, and thereafter at annual meetings of stockholders, provided that such voting right shall not be exercised unless the holders of ten percent (10%) in number of shares of Preferred Stock outstanding shall be present in person or by proxy. The absence of a quorum of the holders of Common Stock shall not affect the exercise by the holders of Preferred Stock of such voting right. At any meeting at which the holders of Preferred Stock shall exercise such voting right initially during an existing default period, they shall have the right, voting as a class, to elect Directors to fill such vacancies, if any, in the Board of Directors as may then exist up to two (2) Directors or, if such right is exercised at an annual meeting, to elect two (2) Directors. If the number which may be so elected at any special meeting does not amount to the required number, the holders of the Preferred Stock shall have the right to make such increase in the number of Directors as shall be necessary to permit the election by them of the required number. After the holders of the Preferred Stock shall have exercised their right to elect Directors in any default period and during the continuance of such period, the number of Directors shall not be increased or decreased except by vote of the holders of Preferred Stock as herein provided or pursuant to the rights of any equity securities ranking senior to or *pari passu* with the Series A Junior Participating Preferred Stock.

(iii) Unless the holders of Preferred Stock shall, during an existing default period, have previously exercised their right to elect Directors, the Board of Directors may order, or any stockholder or stockholders owning in the aggregate not less than ten percent (10%) of the total number of shares of Preferred Stock outstanding, irrespective of series, may request, the calling of a special meeting of the holders of Preferred Stock, which meeting shall thereupon be called by the President, a Vice-President or the Secretary of the Company. Notice of such meeting and of any annual meeting at which holders of Preferred Stock are entitled to vote pursuant to this Paragraph (c)(iii) shall be given to each holder of record of Preferred Stock by mailing a copy of such notice to such holder at such holder's last address as the same appears on the books of the Company. Such meeting shall be called for a time not earlier than twenty (20) days and not later than sixty (60) days after such order or request, or in default of the calling of such meeting within sixty (60) days after such order or request, such meeting may be called on similar notice by any stockholder or stockholders

owning in the aggregate not less than ten percent (10%) of the total number of shares of Preferred Stock outstanding. Notwithstanding the provisions of this Paragraph (c)(iii), no such special meeting shall be called during the period within sixty (60) days immediately preceding the date fixed for the next annual meeting of the stockholders.

(iv) In any default period, the holders of Common Stock, and other classes of stock of the Company if applicable, shall continue to be entitled to elect the whole number of Directors until the holders of Preferred Stock shall have exercised their right to elect two (2) Directors voting as a class, after the exercise of which right (x) the Directors so elected by the holders of Preferred Stock shall continue in office until their successors shall have been elected by such holders or until the expiration of the default period, and (y) any vacancy in the Board of Directors may (except as provided in Paragraph (c)(ii) of this Section 3) be filled by vote of a majority of the remaining Directors theretofore elected by the holders of the class of stock which elected the Director whose office shall have become vacant. References in this Paragraph (c) to Directors elected by the holders of a particular class of stock shall include Directors elected by such Directors to fill vacancies as provided in clause (y) of the foregoing sentence.

(v) Immediately upon the expiration of a default period, (x) the right of the holders of Preferred Stock as a class to elect Directors shall cease, (y) the term of any Directors elected by the holders of Preferred Stock as a class shall terminate, and (z) the number of Directors shall be such number as may be provided for in the certificate of incorporation or by-laws of the Company irrespective of any increase made pursuant to the provisions of Paragraph (c)(ii) of this Section 3 (such number being subject, however, to change thereafter in any manner provided by law or in the certificate of incorporation or by-laws of the Company). Any vacancies in the Board of Directors effected by the provisions of clauses (y) and (z) in the preceding sentence may be filled by a majority of the remaining Directors.

(d) Except as set forth herein, holders of Series A Junior Participating Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

Section 4. Certain Restrictions.

(a) Whenever quarterly dividends or other dividends or distributions payable on the Series A Junior Participating Preferred Stock as provided in Section 2 hereof are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Junior Participating Preferred Stock outstanding shall have been paid in full, the Company shall not:

(i) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock, except dividends paid ratably on the Series A Junior Participating Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock, provided that the Company may at any time redeem, purchase or otherwise acquire shares of any such parity stock in exchange for shares of any stock of the Company ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Junior Participating Preferred Stock; or

(iv) purchase or otherwise acquire for consideration any shares of Series A Junior Participating Preferred Stock, or any shares of stock ranking on a parity (either as to dividends or upon liquidation,

dissolution or winding up) with the Series A Junior Participating Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Company shall not permit any subsidiary of the Company to purchase or otherwise acquire for consideration any shares of stock of the Company unless the Company could, under Paragraph (a) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Junior Participating Preferred Stock purchased or otherwise acquired by the Company in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

Section 6. Liquidation, Dissolution or Winding Up.

(a) Upon any liquidation (voluntary or otherwise), dissolution or winding up of the Company, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Series A Junior Participating Preferred Stock shall have received an amount equal to \$1,000 per share of Series A Junior Participating Preferred Stock, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment (the "Series A Liquidation Preference"). Following the payment of the full amount of the Series A Liquidation Preference, no additional distributions shall be made to the holders of shares of Series A Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Common Stock shall have received an amount per share (the "Common Adjustment") equal to the quotient obtained by dividing (i) the Series A Liquidation Preference by (ii) 1,000 (as appropriately adjusted as set forth in subparagraph (c) below to reflect such events as stock splits, stock dividends and recapitalizations with respect to the Common Stock) (such number in clause (ii), the "Adjustment Number"). Following the payment of the full amount of the Series A Liquidation Preference and the Common Adjustment in respect of all outstanding shares of Series A Junior Participating Preferred Stock and Common Stock, respectively, holders of Series A Junior Participating Preferred Stock and holders of shares of Common Stock shall receive their ratable and proportionate share of the remaining assets to be distributed in the ratio of the Adjustment Number to 1 with respect to such Preferred Stock and Common Stock, on a per share basis, respectively.

(b) In the event, however, that there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other series of Preferred Stock, if any, which rank on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock, then such remaining assets shall be distributed ratably to the holders of such parity shares in proportion to their respective liquidation preferences. In the event, however, that there are not sufficient assets available to permit payment in full of the Common Adjustment, then such remaining assets shall be distributed ratably to the holders of Common Stock.

(c) In the event the Company shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the Adjustment Number in effect immediately prior to such event shall be adjusted by multiplying such Adjustment Number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 7. Consolidation, Merger, etc. In case the Company shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other

stock or securities, cash and/or any other property, then in any such case the shares of Series A Junior Participating Preferred Stock shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 1,000 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Company shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Junior Participating Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 8. No Redemption. The shares of Series A Junior Participating Preferred Stock shall not be redeemable.

Section 9. Amendment. The certificate of incorporation of the Company shall not be further amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Junior Participating Preferred Stock so as to affect them adversely without the affirmative vote of the holders of a majority or more of the outstanding shares of Series A Junior Participating Preferred Stock, voting separately as a class.

Section 10. Fractional Shares. Series A Junior Participating Preferred Stock may be issued in fractions of a share which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Junior Participating Preferred Stock.

EXHIBIT B

[Form of Rights Certificate]

Certificate No. R-

Rights

NOT EXERCISABLE AFTER NOVEMBER 14, 2019 OR EARLIER IF REDEEMED BY THE COMPANY. THE RIGHTS ARE SUBJECT TO REDEMPTION, AT THE OPTION OF THE COMPANY, AT \$0.001 PER RIGHT ON THE TERMS SET FORTH IN THE RIGHTS AGREEMENT. UNDER CERTAIN CIRCUMSTANCES, RIGHTS BENEFICIALLY OWNED BY AN ACQUIRING PERSON (AS SUCH TERM IS DEFINED IN THE RIGHTS AGREEMENT) AND ANY SUBSEQUENT HOLDER OF SUCH RIGHTS MAY BECOME NULL AND VOID. [THE RIGHTS REPRESENTED BY THIS RIGHTS CERTIFICATE ARE OR WERE BENEFICIALLY OWNED BY A PERSON WHO WAS OR BECAME AN ACQUIRING PERSON OR AN AFFILIATE OR ASSOCIATE OF AN ACQUIRING PERSON (AS SUCH TERMS ARE DEFINED IN THE RIGHTS AGREEMENT). ACCORDINGLY, THIS RIGHTS CERTIFICATE AND THE RIGHTS REPRESENTED HEREBY MAY BECOME NULL AND VOID IN THE CIRCUMSTANCES SPECIFIED IN SECTION 7(e) OF SUCH AGREEMENT.]

Rights Certificate

BEAZER HOMES USA, INC.

This certifies that [], or registered assigns, is the registered owner of the number of Rights set forth above, each of which entitles the owner thereof, subject to the terms, provisions and conditions of the Rights Agreement, dated as of November 14, 2019 (the "Rights Agreement"), between Beazer Homes USA, Inc., a Delaware corporation (the "Company"), and American Stock Transfer & Trust Company, LLC, a New York limited liability company (the "Rights Agent"), to purchase from the Company at any time prior to 5:00 P.M. (New York City time) on November 14, 2022 at the office or offices of the Rights Agent designated for such purpose, or its successors as Rights Agent, one one-thousandth of a fully paid, non-assessable share of Series A Junior Participating Preferred Stock (the "Preferred Stock") of the Company, at a purchase price of \$50.00 per one one-thousandth of a share (the "Purchase Price"), upon presentation and surrender of this Rights Certificate with the Form of Election to Purchase and related Certificate duly executed. The number of Rights evidenced by this Rights Certificate (and the number of shares which may be purchased upon exercise thereof) set forth above, and the Purchase Price per share set forth above, are the number and Purchase Price as of November 14, 2019 based on the Preferred Stock as constituted at such date. The Company reserves the right to require prior to the occurrence of a Triggering Event (as such term is defined in the Rights Agreement) that a number of Rights be exercised so that only whole shares of Preferred Stock will be issued.

Upon the occurrence of a Section 11(a)(ii) Event (as such term is defined in the Rights Agreement), if the Rights evidenced by this Rights Certificate are beneficially owned by (i) an Acquiring Person or an Affiliate or Associate of any such Acquiring Person (as such terms are defined in the Rights Agreement), (ii) a transferee of any such Acquiring Person, Associate or Affiliate, or (iii) under certain circumstances specified in the Rights Agreement, a transferee of a person who, after such transfer, became an Acquiring Person, or an Affiliate or Associate of an Acquiring Person, such Rights shall become null and void and no holder hereof shall have any right with respect to such Rights from and after the occurrence of such Section 11(a)(ii) Event.

As provided in the Rights Agreement, the Purchase Price and the number and kind of shares of Preferred Stock or other securities, which may be purchased upon the exercise of the Rights evidenced by this Rights Certificate are subject to modification and adjustment upon the happening of certain events, including Triggering Events.

This Rights Certificate is subject to all of the terms, provisions and conditions of the Rights Agreement, which terms, provisions and conditions are hereby incorporated herein by reference and made a part hereof and to which Rights Agreement reference is hereby made for a full description of the rights, limitations of rights, obligations, duties and immunities hereunder of the Rights Agent, the Company and the holders of the Rights Certificates, which limitations of

rights include the temporary suspension of the exercisability of such Rights under the specific circumstances set forth in the Rights Agreement. Copies of the Rights Agreement are on file at the above-mentioned office of the

Rights Agent and are also available upon written request to the Rights Agent.

This Rights Certificate, with or without other Rights Certificates, upon surrender at the principal office or offices of the Rights Agent designated for such purpose, may be exchanged for another Rights Certificate or Rights Certificates of like tenor and date evidencing Rights entitling the holder to purchase a like aggregate number of one one-thousandths of a share of Preferred Stock as the Rights evidenced by the Rights Certificate or Rights Certificates surrendered shall have entitled such holder to purchase. If this Rights Certificate shall be exercised in part, the holder shall be entitled to receive upon surrender hereof another Rights Certificate or Rights Certificates for the number of whole Rights not exercised.

Subject to the provisions of the Rights Agreement, the Rights evidenced by this Certificate may be redeemed by the Company at its option at a redemption price of \$0.001 per Right at any time prior to the earlier of the close of business on (i) the tenth day following the Stock Acquisition Date (as such time period may be extended pursuant to the Rights Agreement), and (ii) the Final Expiration Date. In addition, the Rights may be exchanged, in whole or in part, for shares of the Common Stock, or shares of preferred stock of the Company having essentially the same value or economic rights as such shares. Immediately upon the action of the Board of Directors of the Company authorizing any such exchange, and without any further action or any notice, the Rights (other than Rights which are not subject to such exchange) will terminate and the Rights will only enable holders to receive the shares issuable upon such exchange. Under certain circumstances set forth in the Rights Agreement, the decision to redeem the Rights shall require the concurrence of a majority of the members of the Board of Directors of the Company.

No fractional shares of Preferred Stock will be issued upon the exercise of any Right or Rights evidenced hereby (other than fractions which are integral multiples of one one-thousandth of a share of Preferred Stock, which may, at the election of the Company, be evidenced by depositary receipts), but in lieu thereof a cash payment will be made, as provided in the Rights Agreement.

No holder of this Rights Certificate shall be entitled to vote or receive dividends or be deemed for any purpose the holder of shares of Preferred Stock or of any other securities of the Company which may at any time be issuable on the exercise hereof, nor shall anything contained in the Rights Agreement or herein be construed to confer upon the holder hereof, as such, any of the rights of a stockholder of the Company or any right to vote for the election of directors or upon any matter submitted to stockholders at any meeting thereof, or to give consent to or withhold consent from any corporate action, or, to receive notice of meetings or other actions affecting stockholders (except as provided in the Rights Agreement), or to receive dividends or subscription rights, or otherwise, until the Right or Rights evidenced by this Rights Certificate shall have been exercised as provided in the Rights Agreement.

This Rights Certificate shall not be valid or obligatory for any purpose until it shall have been countersigned by the Rights Agent.

WITNESS the facsimile signature of the proper officers of the Company and its corporate seal.

Dated as of _____

Attest: BEAZER HOMES USA, INC.

By: By:
Name: Name:
Title: Title:

Countersigned:

Attest: AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC

By: By:
Name: Name:
Title: Title:

[Form of Reverse Side of Rights Certificate]

FORM OF ASSIGNMENT

(To be executed by the registered holder if such holder desires to transfer the Rights Certificate.)

FOR VALUE RECEIVED _____ hereby sells, assigns and transfers unto _____ (Please print name and address of transferee) this Rights Certificate, together with all right, title and interest therein, and does hereby irrevocably constitute and appoint Attorney, to transfer the within Rights Certificate on the books of the within-named Company, with full power of substitution.

Dated:

Signature Guaranteed:

Signature:

Certificate

The undersigned hereby certifies by checking the appropriate boxes that:

- (1) this Rights Certificate [] is [] is not being sold, assigned and transferred by or on behalf of a Person who is or was an Acquiring Person or an Affiliate or Associate of any such Acquiring Person (as such terms are defined pursuant to the Rights Agreement);
- (2) after due inquiry and to the best knowledge of the undersigned, it [] did [] did not acquire the Rights evidenced by this Rights Certificate from any Person who is, was or subsequently became an Acquiring Person or an Affiliate or Associate of an Acquiring Person.

Dated:

Signature Guaranteed:

Signature:

NOTICE

The signature to the foregoing Assignment and Certificate must correspond to the name as written upon the face of this Rights Certificate in every particular, without alteration or enlargement or any change whatsoever.

FORM OF ELECTION TO PURCHASE

(To be executed if holder desires to exercise Rights represented by the Rights Certificate.)

To: BEAZER HOMES USA, INC.:

The undersigned hereby irrevocably elects to exercise _____ Rights represented by this Rights Certificate to purchase the shares of Preferred Stock issuable upon the exercise of the Rights (or such other securities of the Company or of any other person which may be issuable upon the exercise of the Rights) and requests that certificates for such shares be issued in the name of and delivered to:

Please insert social security or other identifying number
(Please print name and address):

If such number of Rights shall not be all the Rights evidenced by this Rights Certificate, a new Rights Certificate for the balance of such Rights shall be registered in the name of and delivered to:

Please insert social security or other identifying number
(Please print name and address):

Dated:

Signature:

Signature Guaranteed:

Certificate

The undersigned hereby certifies by checking the appropriate boxes that:

- (1) the Rights evidenced by this Rights Certificate [] are [] are not being exercised by or on behalf of a Person who is or was an Acquiring Person or an Affiliate or Associate of any such Acquiring Person (as such terms are defined pursuant to the Rights Agreement);
- (2) after due inquiry and to the best knowledge of the undersigned, it [] did [] did not acquire the Rights evidenced by this Rights Certificate from any Person who is, was or became an Acquiring Person or an Affiliate or Associate of an Acquiring Person.

Dated:

Signature:

Signature Guaranteed:

NOTICE

The signature to the foregoing Election to Purchase and Certificate must correspond to the name as written upon the face of this Rights Certificate in every particular, without alteration or enlargement or any change whatsoever.

EXHIBIT C

SUMMARY OF RIGHTS TO PURCHASE SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

On November 6, 2018, the Board of Directors of Beazer Homes USA, Inc. (the "Company") approved the execution of a Section 382 Rights Agreement (the "Rights Agreement") between the Company and American Stock Transfer & Trust Company, LLC (the "Rights Agent"), and on February 6, 2019, the adoption of the Rights Agreement was approved by the stockholders of the Company. The Rights Agreement provides for a distribution of one preferred stock purchase right (a "Right") for each share of Common Stock, par value \$0.001 per share, of the Company (the "Common Stock") outstanding to stockholders of record at the close of business on November 14, 2019 (the "Record Date"). Each Right entitles the registered holder to purchase from the Company a unit (a "Unit") consisting of one one-thousandth of a share of Series A Junior Participating Preferred Stock, par value \$0.01 per share (the "Preferred Stock"), at a Purchase Price of \$50.00 per Unit (the "Purchase Price"), subject to adjustment. The description and terms of the Rights are set forth in the Rights Agreement.

The Board of Directors of the Company adopted the Rights Agreement in an effort to protect stockholder value by attempting to protect against a possible limitation on the Company's ability to use its net operating loss carryforwards (the "NOLs") to reduce potential future federal income tax obligations. The Company has experienced and continues to experience substantial operating losses, and under the Internal Revenue Code of 1986, as amended (the "Code"), and rules promulgated by the Internal Revenue Service, the Company may "carry forward" these losses in certain circumstances to offset any current and future earnings and thus reduce the Company's federal income tax liability, subject to certain requirements and restrictions. To the extent that the NOLs do not otherwise become limited, the Company believes that it will be able to carry forward a significant amount of NOLs, and therefore these NOLs could be a substantial asset to the Company. However, if the Company experiences an "Ownership Change," as defined in Section 382 of the Code, its ability to use the NOLs will be substantially limited, and the timing of the usage of the NOLs could be substantially delayed, which could therefore significantly impair the value of that asset.

A copy of the Rights Agreement is being filed with the Securities and Exchange Commission as an Exhibit to a Registration Statement on Form 8-A. A copy of the Rights Agreement is available free of charge from the Company. This Summary of Rights does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement, which is incorporated herein by reference.

Distribution Date; Acquiring Persons; Transfer of Rights. Initially, the Rights will be attached to all Common Stock certificates representing shares then outstanding, and no separate Rights Certificates will be distributed. Subject to certain exceptions specified in the Rights Agreement, the Rights will separate from the Common Stock and a Distribution Date will occur upon the earlier of (i) ten (10) days following a public announcement that a person or group of affiliated or associated persons (an "Acquiring Person") has acquired, or obtained the right to acquire, beneficial ownership of 4.95% or more of the outstanding shares of Common Stock (the "Stock Acquisition Date") or (ii) ten (10) business days following the commencement of a tender offer or exchange offer that would result in a person or group beneficially owning 4.95% or more of the outstanding shares of Common Stock. The definition of Acquiring Person excludes any Exempted Person (as defined below) and any person who would become an Acquiring Person solely as a result of an Exempted Transaction (as defined below). Until the Distribution Date, (i) the Rights will be evidenced by the Common Stock certificates and will be transferred with and only with such Common Stock certificates, (ii) new Common Stock certificates after the Record Date will contain a notation incorporating the Rights Agreement by reference and (iii) the surrender for transfer of any certificates for Common Stock outstanding will also constitute the transfer of the Rights associated with the Common Stock represented by such certificate.

As soon as practicable after the Distribution Date, Rights Certificates will be mailed to holders of record of the Common Stock as of the close of business on the Distribution Date. Thereafter, the separate Rights Certificates alone will represent the Rights. Except as otherwise determined by the Board of Directors, only shares of Common Stock issued prior to the Distribution Date will be issued with Rights.

Exempted Persons. The following persons shall be “Exempted Persons” under the Rights Agreement:

(i) Any person who, together with all affiliates and associates of such person, is the beneficial owner of Common Stock, options and/or warrants exercisable for shares of Common Stock representing 4.95% or more of the shares of Common Stock outstanding on November 14, 2019, will be an “Exempted Person.” However, any such person will no longer be deemed to be an Exempted Person and shall be deemed an Acquiring Person if such person, together with all affiliates and associates of such person, becomes the beneficial owner of securities representing a percentage of Common Stock that exceeds by one-half of one percent (0.5%) or more the lowest percentage of Common Stock that such person had at any time since November 14, 2019, except solely (x) pursuant to equity compensation awards granted to such person by the Company or as a result of an adjustment to the number of shares of Common Stock represented by such equity compensation award pursuant to the terms thereof or (y) as a result of a redemption of shares of Common Stock by the Company.

(ii) In addition, any person who, together with all affiliates and associates of such person, becomes the beneficial owner of Common Stock, options and/or warrants exercisable for shares of Common Stock representing 4.95% or more of the shares of Common Stock then outstanding as a result of a purchase by the Company or any of its subsidiaries of shares of Common Stock will also be an “Exempted Person.” However, any such person will no longer be deemed to be an Exempted Person and will be deemed to be an Acquiring Person if such person, together with all affiliates and associates of such person, becomes the beneficial owner, at any time after the date such person became the beneficial owner of 4.95% or more of the then outstanding shares of Common Stock, of securities representing a percentage of Common Stock that exceeds by one-half of one percent (0.5%) or more the lowest percentage of Beneficial Ownership of Common Stock that such person had at any time since the date such person first became the beneficial owner of 4.95% or more of the then outstanding shares of Common Stock, except solely (x) pursuant to equity compensation awards granted to such person by the Company or as a result of an adjustment to the number of shares of Common Stock represented by such equity compensation award pursuant to the terms thereof or (y) as a result of a redemption of shares of Common Stock by the Company.

(iii) In addition, any person who, together with all affiliates and associates of such person, is the beneficial owner of Common Stock, options and/or warrants exercisable for shares of Common Stock representing 4.95% or more of the shares of Common Stock outstanding, and whose beneficial ownership, as determined by the Board of Directors of the Company in its sole discretion, (x) would not jeopardize or endanger the availability of the Company of its NOLs or (y) is otherwise in the best interests of the Company, will be an Exempted Person. However, any such person will cease to be an Exempted Person if (A) such person ceases to beneficially own 4.95% or more of the shares of the then outstanding Common Stock, or (B) after the date of such determination by the Board of Directors of the Company, such person, together with all affiliates and associates of such person, becomes the beneficial owner of securities representing a percentage of Common Stock that exceeds by one-half of one percent (0.5%) or more the lowest percentage of Beneficial Ownership of Common Stock that such person had at any time since the date such person first became the beneficial owner of 4.95% or more of the then outstanding shares of Common Stock, except solely (I) pursuant to equity compensation awards granted to such person by the Company or as a result of an adjustment to the number of shares of Common Stock represented by such equity compensation award pursuant to the terms thereof or (II) as a result of a redemption of shares of Common Stock by the Company, or (C) the Board of Directors of the Company, in its sole discretion, makes a contrary determination with respect to the effect of such person’s beneficial ownership (together with all affiliates and associates of such person) with respect to the availability to the Company of its NOLs.

A purchaser, assignee or transferee of the shares of Common Stock (or options or warrants exercisable for Common Stock) from an Exempted Person will not thereby become an Exempted Person, except that a transferee from the estate of an Exempted Person who receives Common Stock as a bequest or inheritance from an Exempted Person shall be an Exempted Person so long as such transferee continues to be the beneficial owner of 4.95% or more of the then outstanding shares of Common Stock.

Exempted Transactions. The following transactions shall be “Exempted Transactions” under the Rights Agreement: any transaction that the Board of Directors of the Company determines, in its sole discretion, is exempt from the Rights Agreement, which determination shall be made in the sole and absolute discretion of the Board

of Directors prior to the date of such transaction, including, without limitation, if the Board of Directors determines that (i) neither the beneficial ownership of shares of Common Stock by any person, directly or indirectly, as a result of such transaction nor any other aspect of such transaction would jeopardize or endanger the availability to the Company of the Company's tax benefits or (ii) such transaction is otherwise in the best interests of the Company. In granting an exemption for an "Exempted Transaction", the Board of Directors of the Company may require any person who would otherwise be an Acquiring Person to make certain representations or undertakings or to agree that any violation or attempted violation of such representations or undertakings will result in such consequences and subject to such conditions as the Board of Directors of the Company may determine in its sole discretion, including that any such violation shall result in such person becoming an Acquiring Person.

Excercisability; Expiration. The Rights are not exercisable until the Distribution Date and will expire on the earliest of (i) the close of business on November 14, 2022, (ii) the time at which the Rights are redeemed pursuant to the Rights Agreement, (iii) the time at which the Rights are exchanged pursuant to the Rights Agreement, (iv) the repeal of Section 382 of the Code or any successor statute if the Board of Directors of the Company determines that the Rights Agreement is no longer necessary or desirable for the preservation of certain tax benefits, or (v) the beginning of a taxable year of the Company to which the Board of Directors of the Company determines that certain tax benefits may not be carried forward. At no time will the Rights have any voting power.

In the event that an Acquiring Person becomes the beneficial owner of 4.95% or more of the then outstanding shares of Common Stock, each holder of a Right will thereafter have the right to receive, upon exercise, Common Stock (or, in certain circumstances, cash, property or other securities of the Company), having a value equal to two times the exercise price of the Right. The exercise price is the Purchase Price times the number of Units associated with each Right (initially, one). Notwithstanding any of the foregoing, following the occurrence of an Acquiring Person becoming such (a "Flip-In Event"), all Rights that are, or (under certain circumstances specified in the Rights Agreement) were, beneficially owned by any Acquiring Person will be null and void. However, Rights are not exercisable following the occurrence of a Flip-In Event until such time as the Rights are no longer redeemable by the Company as set forth below.

For example, at an exercise price of \$50.00 per Right, each Right not owned by an Acquiring Person (or by certain related parties) following an event set forth in the preceding paragraph would entitle its holder to purchase \$100.00 worth of Common Stock (or other consideration, as noted above) for \$50.00. If the Common Stock at the time of exercise had a market value per share of \$5.00, the holder of each valid Right would be entitled to purchase twenty (20) shares of Common Stock for \$50.00.

In the event that, at any time following the Stock Acquisition Date, (i) the Company engages in a merger or other business combination transaction in which the Company is not the surviving corporation; (ii) the Company engages in a merger or other business combination transaction in which the Company is the surviving corporation and the Common Stock is changed or exchanged; or (iii) 50% or more of the Company's assets, cash flow or earning power is sold or transferred, each holder of a Right (except Rights which have previously been voided as set forth above) shall thereafter have the right to receive, upon exercise of the Right, common stock of the acquiring company having a value equal to two times the exercise price of the Right. The events set forth in this paragraph (a "Flip-Over Event") and in the second preceding paragraph are referred to as the "Triggering Events."

Until a Right is exercised, the holder thereof, as such, will have no rights as a stockholder of the Company, including, without limitation, the right to vote or to receive dividends. While the distribution of the Rights will not be taxable to stockholders or to the Company, stockholders may, depending upon the circumstances, recognize taxable income in the event that the Rights become exercisable for Common Stock (or other consideration) of the Company as set forth above or in the event the Rights are redeemed.

Anti-Dilution Provisions. The Purchase Price payable, and the number of Units of Preferred Stock or other securities or property issuable, upon exercise of the Rights are subject to adjustment from time to time to prevent dilution (i) in the event of a stock dividend on, or a subdivision, combination or reclassification of, the Preferred Stock, (ii) if holders of the Preferred Stock are granted certain rights or warrants to subscribe for Preferred Stock or convertible securities at less than the current market price of the Preferred Stock, or (iii) upon the distribution to

holders of the Preferred Stock of evidences of indebtedness or assets (excluding regular quarterly cash dividends) or of subscription rights or warrants (other than those referred to above).

With certain exceptions, no adjustments in the Purchase Price will be required until cumulative adjustments amount to at least 1% of the Purchase Price. No fractional Units will be issued and, in lieu thereof, an adjustment in cash will be made based on the market price of the Preferred Stock on the last trading date prior to the date of exercise.

Exchange. At any time after the Stock Acquisition Date, the Board of Directors of the Company may exchange the Rights (other than Rights owned by an Acquiring Person), in whole or in part, at an exchange ratio equal to (i) a number of shares of Common Stock per Right with a value equal to the spread between the value of the number of shares of Common Stock for which the Rights may then be exercised and the Purchase Price or (ii) if prior to the acquisition by the Acquiring Person of 50% or more of the then outstanding shares of Common Stock, one share of Common Stock per Right (subject to adjustment).

Redemption. At any time until ten (10) days following the Stock Acquisition Date, the Company may redeem the Rights in whole, but not in part, at a price of \$0.001 per Right. Immediately upon the action of the Board of Directors ordering redemption of the Rights, the Rights will terminate and the only right of the holders of Rights will be to receive the \$0.001 redemption price.

Amendments. Other than those provisions relating to the principal economic terms of the Rights, any of the provisions of the Rights Agreement may be amended by the Board of Directors of the Company prior to the Distribution Date. After the Distribution Date, the provisions of the Rights Agreement may be amended by the Board in order to cure any ambiguity, to make changes which do not adversely affect the interests of holders of Rights (excluding the interests of any Acquiring Person), or to shorten or lengthen any time period under the Rights Agreement provided; however, that no amendment to adjust the time period governing redemption shall be made at such time as the Rights are not redeemable.

SUBSIDIARIES OF THE COMPANY

Name	Jurisdiction of Incorporation
Beazer Clarksburg, LLC	Maryland
Beazer Employee Disaster Assistance Corp.	Georgia
Beazer Gain, LLC	Delaware
Beazer General Services, Inc.	Delaware
Beazer Homes Capital Trust I	Delaware
Beazer Homes, LLC	Delaware
Beazer Homes Holdings, LLC	Delaware
Beazer Homes Indiana LLP	Indiana
Beazer Homes Indiana Holdings Corp.	Delaware
Beazer Homes Investments, LLC	Delaware
Beazer Homes Sales, Inc.	Delaware
Beazer Homes Texas Holdings, Inc.	Delaware
Beazer Homes Texas, L.P.	Delaware
Beazer-Inspirada LLC	Delaware
Beazer Mortgage Corporation	Delaware
Beazer Realty Corp.	Georgia
Beazer Realty Los Angeles, Inc.	Delaware
Beazer Realty Services, LLC	Delaware
BH Building Products, LP	Delaware
BH Procurement Services, LLC	Delaware
Clarksburg Arora LLC	Maryland
Clarksburg Skylark, LLC	Maryland
Elysian Heights Potomia, LLC	Virginia
Dove Barrington Development LLC	Delaware
Gatherings, LLC	Delaware
Security Title Insurance Company	Vermont

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-163110, 333-172483, 333-196642, and 333-218380 on Form S-3; Registration Statement Nos. 333-222166 and 333-217903 on Form S-4 and in Registration Statement Nos. 333-116573, 333-168794, 333-200542 and 333-215991 on Form S-8 of our reports dated November 13, 2019, relating to the consolidated financial statements of Beazer Homes USA, Inc. and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K of Beazer Homes USA, Inc. for the year ended September 30, 2019.

/s/ Deloitte & Touche LLP

Atlanta, Georgia
November 13, 2019

CERTIFICATION
PURSUANT TO 17 CFR 240.13a-14
PROMULGATED UNDER
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Allan P. Merrill, certify that:

1. I have reviewed this annual report on Form 10-K of Beazer Homes USA, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 13, 2019

/s/ Allan P. Merrill

Allan P. Merrill

President and Chief Executive Officer

CERTIFICATION
PURSUANT TO 17 CFR 240.13a-14
PROMULGATED UNDER
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert L. Salomon, certify that:

1. I have reviewed this annual report on Form 10-K of Beazer Homes USA, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 13, 2019

/s/ Robert L. Salomon

Robert L. Salomon

Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned Chief Executive Officer of Beazer Homes USA, Inc. (the “Company”) hereby certifies that the Report on Form 10-K of the Company for the period ended September 30, 2019, accompanying this certification, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 13, 2019

/s/ Allan P. Merrill

Allan P. Merrill

President and Chief Executive Officer

The foregoing certification is being furnished solely pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and Section 1350 of Title 18, United States Code, and is not being filed as part of the report or as a separate disclosure document.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned Chief Financial Officer of Beazer Homes USA, Inc. (the "Company") hereby certifies that the Report on Form 10-K of the Company for the period ended September 30, 2019, accompanying this certification, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 13, 2019

/s/ Robert L. Salomon

Robert L. Salomon

Executive Vice President and Chief Financial Officer

The foregoing certification is being furnished solely pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and Section 1350 of Title 18, United States Code, and is not being filed as part of the report or as a separate disclosure document.