

**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, 2018
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 Securities

Exchanges on Which Registered

Common Stock, \$.001 par value per share

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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, 2018, based on the closing sale price per share as reported by the New York Stock Exchange on such date, was \$520,899,550.

<u>Class</u>	<u>Outstanding at November 8, 2018</u>
Common Stock, \$0.001 par value	33,522,046

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, 2018.

BEAZER HOMES USA, INC.
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References to “we,” “us,” “our,” “Beazer,” “Beazer Homes” and the “Company” in this Annual Report on Form 10-K refer to Beazer Homes USA, Inc.

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 results, and it is possible that the results described in this Form 10-K will not 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,” “goal,” “target” or other similar words or phrases. All forward-looking statements are based upon information available to us as of the date they are made.

These forward-looking statements involve risks, uncertainties and other factors, many of which are outside of our control, that could cause actual results to differ materially from the 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 in performance 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, declines in employment or wage 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;
- 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;
- the availability and cost of land and the risks associated with the future value of our inventory, such as additional asset impairment charges or write-downs;
- 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, continued 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 otherwise meet our ongoing liquidity needs, including the impact of any downgrades of our credit ratings or 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;
- increased competition or delays in reacting to changing consumer preferences in home design;
- natural disasters and 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, including water intrusion issues in Florida;
- 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 exceptional 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 and mortgage financing. Currently, we are experiencing a strong job market as wages rise and the rate of household formation continues to grow. However, as the prices for new and existing homes have increased over the past few years and mortgage interest rates have inched upward, the affordability of homes has recently come under pressure, causing a slowdown in sales activity. In addition, labor availability concerns have helped constrain the growth of the supply of new homes available for sale. Though affordability concerns will continue, we believe the strong economic backdrop along with the limited supply of homes for sale provides us with confidence in the overall market for new home sales over the near term.

Long-Term Business Strategy

We achieved both our “2B-10” plan and our \$250.0 million debt reduction goal in fiscal 2018. Collectively, these multi-year initiatives were part of our larger and longer-term Balanced Growth strategy. 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.

For fiscal 2019, we have several objectives that are aligned with this longer-term strategy. These include generating higher profitability, increasing return on total assets, and further reducing our net debt to EBITDA ratio.

To drive additional profitability, we expect to have a higher community count and an increase in our average selling price (ASP) in fiscal 2019, primarily driven by a mix shift between communities and divisions. We will still maintain one of the lowest ASPs among our peer group.

To improve our return on assets, we expect to benefit from the activation of a number of assets that were previously classified as land held for future development, increase the portion of our land position that is controlled by lot options, and target smaller communities for acquisition.

To reduce our net debt to EBITDA ratio, we expect to increase profitability and modestly reduce our outstanding debt by the end of the fiscal year.

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 and San Bernardino Counties, San Diego County, Sacramento County, Yuba County
Nevada	Las Vegas
Texas	Dallas/Ft. Worth, Houston
East:	
Indiana	Indianapolis
Maryland/Delaware	Baltimore, Howard, Metro-Washington, D.C./Sussex
Tennessee	Nashville
Virginia	Loudoun County, Prince William County, Stafford County, Spotsylvania County, Fredericksburg
Southeast:	
Florida	Tampa/St. Petersburg, Orlando
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, 2018, 2017, and 2016. 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)	2018		2017		2016	
	Number of Homes Closed	Average Closing Price	Number of Homes Closed	Average Closing Price	Number of Homes Closed	Average Selling Price
West	2,895	\$ 345.3	2,527	\$ 336.9	2,508	\$ 326.1
East	1,221	418.3	1,382	386.1	1,373	368.0
Southeast	1,651	343.5	1,616	316.1	1,538	300.1
Total Company	5,767	\$ 360.2	5,525	\$ 343.1	5,419	\$ 329.4

	September 30, 2018		September 30, 2017		September 30, 2016	
	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	858	\$ 305.5	879	\$ 306.0	828	\$ 278.5
East	281	127.5	413	161.7	444	168.5
Southeast	493	195.0	563	198.1	644	205.6
Total Company	1,632	\$ 628.0	1,855	\$ 665.8	1,916	\$ 652.7
ASP in backlog (in thousands)		\$ 384.8		\$ 358.9		\$ 340.6

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.

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 to those markets where we believe we can maximize our profitability and return on capital.

We generally seek to differentiate ourselves from our competition in a particular market with respect to customer service, product type, incorporating energy-efficient features into the homes we build and design, and construction quality. 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, 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 retirement-oriented. We expect our focus on retirement-oriented 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 their 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 maximize customer satisfaction by incorporating quality and energy-efficient materials, distinctive design features, convenient locations, and competitive prices.

Gatherings. Gatherings® by Beazer Homes was officially launched in 2016 to address the growing 55 plus segment and to capitalize on Beazer’s success in building age-targeted condominiums. We strive to provide exceptional value at an affordable price and become a premier provider of condominium living for active adults over age 55. We are currently pursuing Gatherings assets in Florida, Texas, Georgia, Tennessee, Maryland, Virginia, Nevada, Arizona, California, North Carolina, and South Carolina. As of September 30, 2018, we have approved new communities representing nearly 700 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 selected 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 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 identifying land acquisition opportunities, 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 and 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 2018 and 2017, we continued to pursue land acquisition opportunities and develop our land positions, spending approximately \$425.4 million and \$301.4 million, respectively, for land acquisition and \$210.1 million and \$145.0 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 \$72.8 million as of September 30, 2018. The total remaining purchase price, net of cash deposits, committed under all land option contracts was \$383.2 million as of September 30, 2018.

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.

The following table summarizes land controlled by us by reportable segment as of September 30, 2018:

	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	167	252	481	—	—	900	605	1,505
California	264	523	2,101	578	1	3,467	40	3,507
Nevada	174	372	482	239	—	1,267	601	1,868
Texas	558	1,204	2,439	—	—	4,201	2,478	6,679
Total West	1,163	2,351	5,503	817	1	9,835	3,724	13,559
East								
Indiana	103	188	690	—	40	1,021	97	1,118
Maryland/Delaware	112	90	544	93	7	846	644	1,490
New Jersey	—	—	—	117	—	117	—	117
Tennessee	112	131	715	—	101	1,059	137	1,196
Virginia	28	82	172	—	—	282	353	635
Total East	355	491	2,121	210	148	3,325	1,231	4,556
Southeast								
Florida	213	462	344	33	—	1,052	533	1,585
Georgia	246	366	462	—	86	1,160	525	1,685
North Carolina	95	125	40	21	—	281	314	595
South Carolina	139	445	1,132	68	36	1,820	346	2,166
Total Southeast	693	1,398	1,978	122	122	4,313	1,718	6,031
Corporate and unallocated ^(b)	—	—	—	—	42	42	—	42
Total	2,211	4,240	9,602	1,149	313	17,515	6,673	24,188

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

^(b) Lots held for sale are parcels held by our operations considered to be discontinued.

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, 2018:

(In thousands)	Land Under Development	Land Held for Future Development	Land Held for Sale
West	\$ 509,406	\$ 58,125	\$ —
East	185,462	14,077	4,580
Southeast	212,925	10,971	3,177
Corporate and unallocated ^(a)	—	—	24
Total	\$ 907,793	\$ 83,173	\$ 7,781

^(a) Land held for sale are parcels held by our operations considered to be discontinued.

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, 2018, our unconsolidated entities had borrowings outstanding totaling \$12.3 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, 2018 and September 30, 2017, 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 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 in our home designs with changing trends as well as expanding our focus on value engineering without sacrificing design 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. Whenever possible, 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, 2018, excluding models, we had 1,973 homes at various stages of completion, of which 1,246 were under contract and included in backlog at such date and 727 homes (240 were substantially completed and 487 under construction) were not under a sales contract, either because the construction of the home was begun without a sales contract or because the original sales contract had been canceled (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. For certain homes sold through March 31, 2004 (and in certain markets through July 31, 2004), we self-insured our warranty obligations through our wholly-owned risk retention group. We continue to maintain reserves to cover potential claims on homes covered under this warranty program. Beginning with homes sold on or after April 1, 2004 (August 1, 2004 in certain markets), our warranties have been 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.

Marketing and Sales

We make extensive use of digital and traditional marketing vehicles and other promotional activities, including our websites (www.beazer.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, 2018, we maintained and owned 238 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, i.e., 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, price information, tours of model homes, the community's unique selling proposition, detailed explanations of our three differentiators, discussed below, and associated savings opportunities. Sales personnel are trained internally and participate in a structured training program focused on sales techniques, product enhancements, 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. Our policy is that 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 Choices - Most of our buyers need to arrange financing in order to purchase a new home. Unlike many of our major competitors, we do not have an in-house mortgage company. Instead, for every Beazer community, we have identified a group of preferred lenders that provide a comprehensive product portfolio, competitive rates and fees, and outstanding customer service. We encourage those lenders to compete for our customers' business, which is a unique program among national homebuilders and enables our customers to secure the mortgage program that best fits their needs.

Choice Plans™ - Every family lives in their home differently, which is why we created Choice Plans™. Choice Plans™ allow buyers to choose how primary living areas, like the kitchen and master bathroom, are configured at no extra cost. Whether our buyers choose an office or an expanded family room, our plans are designed for the way a buyer wants to live.

Energy Efficiency - Nearly all newly-built homes afford buyers a substantial reduction in utility bills due to their modern, energy-efficient construction and materials. That's a feature most used homes cannot provide. At Beazer, we go even further by ensuring our homes are built to the latest ENERGY STAR® standards and by providing every buyer 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. The average new Beazer home has an energy rating of 62.

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 Choices program. Approximately 91% of our fiscal 2018 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.

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, the moratoriums generally would only adversely affect us 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, including valuing and challenging the talented men and women who comprise our workforce.

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, 2018, we had approximately \$237.8 million and \$38.1 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, 2018, we employed approximately 1,280 persons, of whom 393 were sales and marketing personnel and 316 were construction personnel. Although none of our employees are covered by collective bargaining agreements, at times certain of the 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 near historic lows for the last several years, which has made the homes we sell more affordable. However, interest rates are currently rising and are expected to continue to rise in the near term. 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. The tightening of their or other lenders' borrowing standards may make it more difficult for our customers to obtain acceptable financing and, therefore, may 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 which, as discussed above, are currently on the rise. 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, 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 factors. For example, recent government imposed tariffs on imported building supplies, such as lumber, have significantly increased the cost to construct our homes. Such cost increases limit our ability to control costs, potentially reducing margins on the homes we build if we are not able to successfully offset the increased costs through higher sales prices.

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.

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.

The market value of our land and/or homes may decline, leading to impairments 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, and the measures we employ to manage inventory risk may not be adequate to insulate our operations from a severe drop in inventory values. When market conditions are such that land values are not appreciating, option agreements previously entered into may become less desirable, at which time we may elect to forgo deposits and preacquisition costs and terminate the agreements. In a situation of adverse market conditions, we may incur impairment charges or have to sell land at a loss, which could adversely affect our financial condition and results of operations.

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, 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;
- making us more vulnerable to adverse general economic and industry conditions;
- making it difficult to fund future working capital, land purchases, acquisitions, 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 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, severe storms, 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. However, these protective provisions of our certificate of incorporation and the rights agreement expire on November 12, 2019. Any extension of these protective provisions and our entry into a new rights agreement will require 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.

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;
- 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.

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 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. 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, 2018, 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 210,000 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

From time to time, we receive claims from institutions that have acquired mortgages originated by our subsidiary, Beazer Mortgage Corporation (BMC), demanding damages or indemnity or that we repurchase such mortgages. BMC stopped originating mortgages in 2008. We have been able to resolve these claims for no cost or for amounts that are not material to our consolidated financial statements. At present there are no such claims outstanding; however, we cannot rule out the potential for additional mortgage loan repurchase or indemnity claims in the future. At this time, we do not believe that the exposure related to any such claims would be material to our consolidated financial condition, results of operations, or cash flows.

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, which 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.

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 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.

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, 2018, the last reported sales price of the Company's common stock on the NYSE was \$8.80, and we had approximately 185 stockholders of record and 33,522,046 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 2018 and 2017.

	1st Qtr		2nd Qtr		3rd Qtr		4th Qtr	
Fiscal Year Ended September 30, 2018								
High	\$	23.24	\$	20.94	\$	17.46	\$	16.08
Low	\$	18.66	\$	15.02	\$	14.05	\$	10.46
Fiscal Year Ended September 30, 2017								
High	\$	15.80	\$	14.82	\$	15.10	\$	18.75
Low	\$	9.67	\$	11.18	\$	11.58	\$	13.09

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 2018, 2017, or 2016. 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, 2018, all of which have been approved by our stockholders:

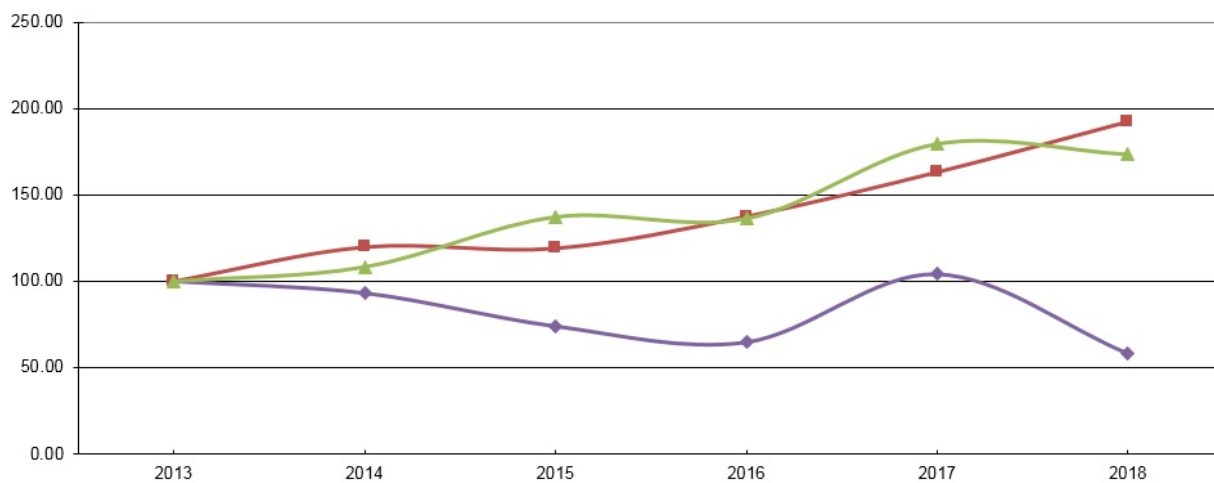
Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Common Shares Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by stockholders	533,052	\$14.26	2,066,189

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, 2018 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, 2013 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,				
	2014	2015	2016	2017	2018
^u Beazer Homes USA, Inc.	93.22	74.06	64.78	104.11	58.33
^g S&P 500 Index	119.73	119.00	137.36	162.92	192.10
^p S&P 500 Homebuilding Index	108.26	137.15	136.18	179.31	173.30

Item 6. Selected Financial Data

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

	Fiscal Year Ended September 30,				
	2018	2017	2016	2015	2014
(\$ in millions, except per share amounts and unit data)					
Statements of Operations Data: ^(a)					
Total revenue	\$ 2,107	\$ 1,916	\$ 1,822	\$ 1,627	\$ 1,464
Gross profit	345	313	297	272	263
Gross margin ^(b)	16.4%	16.3%	16.3%	16.7%	18.0%
Operating income	\$ 82	\$ 62	\$ 59	\$ 52	\$ 56
(Loss) income from continuing operations	(45)	32	5	347	35
(Loss) income per share from continuing operations - basic	(1.40)	1.00	0.16	12.54	1.35
(Loss) income per share from continuing operations - diluted	(1.40)	0.99	0.16	10.91	1.10
Net (loss) income ^(c)	\$ (45.4)	\$ 31.8	\$ 4.7	\$ 344.1	\$ 34.4
Balance Sheet Data (end of year): ^(d)					
Cash, cash equivalents and restricted cash	\$ 153	\$ 305	\$ 243	\$ 290	\$ 387
Inventory	1,692	1,543	1,569	1,698	1,561
Total assets	2,128	2,221	2,213	2,409	2,050
Total debt	1,231	1,327	1,332	1,516	1,520
Stockholders' equity	644	682	643	630	279
Supplemental Financial Data: ^(d)					
Cash provided by (used in):					
Operating activities	\$ 30	\$ 96	\$ 163	\$ (81)	\$ (160)
Investing activities	(74)	(14)	(13)	3	(18)
Financing activities	(108)	(21)	(198)	(19)	12
Financial Statistics: ^(d)					
Total debt as a percentage of total debt and stockholders' equity (end of year)	65.7%	66.0%	67.4%	70.6%	84.5%
Net debt as a percentage of net debt and stockholders' equity (end of year) ^(e)	62.9%	60.3%	63.2%	66.3%	80.8%
Adjusted EBITDA from total operations ^(f)	\$ 204.7	\$ 178.8	\$ 156.3	\$ 144.1	\$ 133.2
Adjusted EBITDA margin from total operations ^(g)	9.7%	9.3%	8.6%	8.9%	9.1%
Operating Statistics from continuing operations:					
New orders, net	5,544	5,464	5,297	5,358	4,748
Closings	5,767	5,525	5,419	5,010	4,951
Average selling price on closings (in thousands)	\$ 360.2	\$ 343.1	\$ 329.4	\$ 313.5	\$ 284.8
Units in backlog (end of year)	1,632	1,855	1,916	2,038	1,690
Average selling price in backlog (end of year; in thousands)	\$ 384.8	\$ 358.9	\$ 340.6	\$ 327.6	\$ 305.3

^(a) Statements of operations data is from continuing operations. Gross profit includes inventory impairments and abandonments of \$6.5 million, \$2.4 million, \$15.3 million, \$3.1 million, and \$8.3 million for the fiscal years ended September 30, 2018, 2017, 2016, 2015, and 2014, 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 reductions in pricing taken for certain communities as a result of competitive pressures over the applicable years. Income (loss) from continuing operations for the fiscal years ended 2018, 2017, 2016, 2015, and 2014 also includes losses on extinguishment of debt of \$27.8 million, \$12.6 million, \$13.4 million, \$0.1 million, and \$19.9 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 income (loss) 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 income (loss), 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 income (loss) to Adjusted EBITDA for the periods presented:

(In thousands)	Fiscal Year Ended September 30,				
	2018	2017	2016	2015	2014
Net (loss) income	\$ (45,375)	\$ 31,813	\$ 4,693	\$ 344,094	\$ 34,383
Expense (benefit) from income taxes	94,373	2,621	16,224	(325,927)	(41,802)
Interest amortized to home construction and land sales expenses and capitalized interest impaired	91,331	88,820	79,322	56,164	41,065
Interest expense not qualified for capitalization	5,325	15,636	25,388	29,822	50,784
EBIT	145,654	138,890	125,627	104,153	84,430
Depreciation and amortization and stock-based compensation amortization	24,065	22,173	21,752	19,473	15,866
EBITDA	169,719	161,063	147,379	123,626	100,296
Loss on extinguishment of debt	27,839	12,630	13,423	80	19,917
Inventory impairments and abandonments ^(a)	6,770	2,389	14,572	3,109	8,062
Joint venture impairment and abandonment charges	341	—	—	—	—
Unexpected warranty costs related to Florida stucco issues (net of expected insurance recoveries)	—	—	(3,612)	13,582	4,290
Unexpected warranty costs related to water intrusion issues in New Jersey (net of expected insurance recoveries)	—	—	—	—	648
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	\$ 204,669	\$ 178,782	\$ 156,262	\$ 144,057	\$ 133,213

^(a) In periods during which we impaired certain of our inventory assets, capitalized interest that is impaired is included in the lines above titled "Interest amortized to home construction and land sales expenses and capitalized interest impaired" and "Interest expense not qualified for capitalization."

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, and mortgage financing. Currently, we are experiencing a strong job market as wages rise and household formation continues. However, as the prices for new and existing homes increased over the past few years, coupled with rising mortgage interest rates, the affordability of homes has come under pressure, causing a slowdown in sales activity. In addition, labor availability concerns have helped constrain the growth of the supply of new homes available for sale. Accordingly, despite more constrained affordability, we expect conditions in the housing market to remain relatively comparable in the coming year.

Therefore, the strong economic backdrop along with the limited supply of homes for sale provides us with confidence in the market for new home sales going forward.

Overview of Results for Our Fiscal 2018

Fiscal 2018 represented the culmination of a multi-year effort to achieve "2B-10" with revenue of \$2.1 billion and \$204.7 million in Adjusted EBITDA, which we have attained through execution of our Balanced Growth strategy and a continued focus on our five key metrics. Additionally, we successfully completed the acquisition of Venture Homes ("Venture"), a leading private homebuilder in the Atlanta market.

Profitability

For the fiscal year ended September 30, 2018, we recorded net loss from continuing operations of \$45.0 million, a decrease of \$77.0 million from the prior fiscal year's net income from continuing operations of \$32.0 million. However, there were multiple items that impacted the comparability of our net income from continuing operations between periods:

- Income tax expense from continuing operations was \$94.5 million and \$2.7 million for fiscal 2018 and fiscal 2017, respectively. Income tax expense in fiscal 2018 was impacted by a \$110.1 million charge from the remeasurement of our deferred tax assets as a result of the reduced federal corporate tax rate related to the Tax Cuts and Jobs Act enacted on December 22, 2017, partially offset by an income tax benefit of \$27.4 million related to the release of the valuation allowance on a portion of our deferred tax assets. Refer to Note 13 of the notes to the consolidated financial statements for additional discussion of these matters.
- We recognized \$27.8 million in loss on extinguishment of debt in fiscal 2018, an increase of \$15.2 million compared to the prior fiscal year.
- We recorded \$6.5 million in impairment and abandonment charges in fiscal 2018, an increase of \$4.1 million from the prior year.

Debt Reduction and Capital Efficiency

We also reduced our outstanding debt by \$96.4 million as follows:

- In October 2017, we issued and sold \$400.0 million of Senior Notes due October 2027. The proceeds from the 2027 Notes were principally used to fund the repayment of \$225.0 million of our 2019 Notes and \$175.0 million of our 2023 Notes.
- During September 2018, we redeemed the remaining \$96.4 million principal balance of our 2019 Notes.

We have fulfilled our plan to reduce debt by \$250.0 million over three years. Refer to Note 8 of the notes to our consolidated financial statements in this Form 10-K for further discussion of our outstanding borrowings.

During the current fiscal year, our land held for future development balance declined by approximately \$29.4 million due to the activation of multiple parcels for homebuilding activities, leaving a remaining balance of \$83.2 million as of September 30, 2018.

Reaching “2B-10”

In November 2013, we introduced a multi-year “2B-10” plan, which provided a roadmap of revenue and margin metrics to achieve \$2.0 billion in revenue with a 10% Adjusted EBITDA margin. Taken together, reaching “2B-10” would result in Adjusted EBITDA of at least \$200 million, which we have attained in fiscal 2018.

In fiscal 2018, we made additional improvements across most of our targeted metrics to reach this goal, as discussed below. In turn, we generated revenue of \$2.1 billion, up 10.0% year-over-year, and \$204.7 million in Adjusted EBITDA, a 14.5% increase compared to the prior fiscal year (refer to Item 6, Selected Financial Data, in this Form 10-K for a reconciliation of Adjusted EBITDA). Our progress on each metric is discussed below:

- **Sales per community per month was 3.0 and 2.9 for the fiscal years ended September 30, 2018 and 2017, respectively.** We improved our sales absorptions on a year-over-year basis, resulting in sales absorptions for the current year within our targeted range of 2.8 to 3.2 sales per community per month as established in our “2B-10” plan. We continue to believe that we are among the industry leaders in sales absorption rates and are focused on driving further increases in our sales pace moving forward.
- **We ended the year with an active community count of 160, which was 3.2% higher than the prior year.** This increase in community count was anticipated, as we placed additional emphasis during fiscal 2017 on land and land development activities. Furthermore, we capitalized on the strategic opportunity to acquire Venture Homes in fiscal 2018, which contributed to our overall community count and increased our presence in the Atlanta market.
- **Our ASP for homes closed during the fiscal year ended September 30, 2018 was \$360.2 thousand, up 5.0% compared to the prior year.** The year-over-year improvement 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 2018 with an ASP of \$384.8 thousand for our units in backlog, indicating that price growth should continue to persist in the near future. Our targeted “2B-10” metric for ASP was a range of \$340.0 thousand to \$350.0 thousand.
- **Homebuilding gross margin excluding impairments and abandonments and interest for the fiscal year ended September 30, 2018 was 21.2%, which remains consistent with the prior year.** The current year adjusted gross margin is within the “2B-10” target for our homebuilding margin of between 21.0% and 22.0% (excluding impairments and abandonments and interest amortized to homebuilding cost of sales).
- **SG&A for the fiscal year ended September 30, 2018 was 11.8% of total revenue compared with 12.4% a year earlier.** SG&A as a percentage of total revenue declined in the current year due to our continued focus on improving overhead cost management in relation to our revenue growth. We completed the year with SG&A as a percentage of total revenue within the “2B-10” target range of 11.0% to 12.0%.

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
2018	1,110	1,679	1,450	1,305	5,544
2017	1,005	1,549	1,595	1,315	5,464
2016	923	1,538	1,490	1,346	5,297
	Closings				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Total
2018	1,066	1,266	1,391	2,044	5,767
2017	995	1,239	1,387	1,904	5,525
2016	1,049	1,150	1,364	1,856	5,419

RESULTS OF CONTINUING OPERATIONS

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

(\$ in thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Revenues:			
Homebuilding	\$ 2,077,360	\$ 1,895,855	\$ 1,784,777
Land sales and other	29,773	20,423	37,337
Total	<u>\$ 2,107,133</u>	<u>\$ 1,916,278</u>	<u>\$ 1,822,114</u>
Gross profit:			
Homebuilding	\$ 348,275	\$ 312,201	\$ 293,860
Land sales and other	(3,260)	663	3,347
Total	<u>\$ 345,015</u>	<u>\$ 312,864</u>	<u>\$ 297,207</u>
Gross margin:			
Homebuilding ^(a)	16.8 %	16.5%	16.5%
Land sales and other	(10.9)%	3.2%	9.0%
Total	16.4 %	16.3%	16.3%
Commissions	\$ 81,002	\$ 74,811	\$ 70,460
G&A ^(b)	\$ 168,658	\$ 161,906	\$ 153,628
SG&A (commissions plus G&A) as a percentage of total revenue	11.8 %	12.4%	12.3%
G&A as a percentage of total revenue	8.0 %	8.4%	8.4%
Depreciation and amortization	\$ 13,807	\$ 14,009	\$ 13,794
Operating income	<u>\$ 81,548</u>	<u>\$ 62,138</u>	<u>\$ 59,325</u>
Operating income as a percentage of total revenue	3.9 %	3.2%	3.3%
Effective tax rate ^(c)	191.1 %	7.8%	76.0%
Equity in income of unconsolidated entities	\$ 34	\$ 371	\$ 131
Loss on extinguishment of debt	\$ 27,839	\$ 12,630	\$ 13,423

^(a) Homebuilding gross margin for fiscal 2016 was impacted by a \$15.5 million reduction in home construction expenses resulting from a settlement with our third-party insurer to resolve certain issues related to the extent of our insurance coverage for multiple policy years, and unexpected warranty costs related to the Florida stucco issues as well as the associated insurance recoveries. Refer to further discussion of these items below in section titled “Homebuilding Gross Profit and Gross Margin.”

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

^(c) Calculated as tax expense (benefit) for the period divided by income (loss) from continuing operations. Due to a variety of factors, including the impact of discrete tax items on our effective tax rate, our income tax expense (benefit) is not always directly correlated to the amount of pretax income (loss) 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		
	2018	2017	2016	18 v 17	17 v 16	2018	2017	2016
West	2,874	2,578	2,381	11.5 %	8.3 %	18.4%	18.1%	21.9%
East	1,089	1,351	1,330	(19.4)%	1.6 %	20.9%	18.1%	20.1%
Southeast	1,581	1,535	1,586	3.0 %	(3.2)%	16.2%	19.4%	18.2%
Total	5,544	5,464	5,297	1.5 %	3.2 %	18.3%	18.5%	20.4%

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.

Sales per active community per month were 2.9 for fiscal year 2017 compared to 2.7 for fiscal year 2016, an increase of 10.5%. Our ability to drive sales pace also reflected the robust demand we witnessed throughout the spring and summer selling seasons in the majority of our markets as well as our community mix and the maturation of certain communities versus the prior year. Our average active communities declined from 166 during fiscal 2016 to 155 during fiscal 2017, partially offsetting our stronger absorptions and ultimately resulting in a 3.2% increase in net new orders for the fiscal year. For the fiscal year ended September 30, 2017, the 8.3% increase in net new orders in our West segment was due to stronger sales in our Las Vegas, Phoenix, and Southern California markets, where we activated several new communities during fiscal 2016, offset by a decline in net new orders in our Houston market due to severe weather-related conditions as well as lower community count in response to local economic conditions in prior periods. The 1.6% increase in net new orders in our East segment during our fiscal 2017 was mainly driven by improved sales absorptions in our Virginia market. Finally, the year-over-year decline in net new orders in our Southeast segment was primarily driven by our Florida markets due to a lower community count in both our Orlando and Tampa divisions and, to a lesser extent, impacts from severe weather during the fourth quarter.

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, 2018, 2017, and 2016:

	As of September 30,				
	2018	2017	2016	18 v 17	17 v 16
Backlog Units:					
West	858	879	828	(2.4)%	6.2 %
East	281	413	444	(32.0)%	(7.0)%
Southeast	493	563	644	(12.4)%	(12.6)%
Total	1,632	1,855	1,916	(12.0)%	(3.2)%
Aggregate dollar value of homes in backlog (in millions)	\$ 628.0	\$ 665.8	\$ 652.7	(5.7)%	2.0 %
ASP in backlog (in thousands)	\$ 384.8	\$ 358.9	\$ 340.6	7.2 %	5.4 %

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

The aggregate dollar value of homes in backlog as of September 30, 2017 increased 2.0% compared to September 30, 2016 due to a 5.4% increase in the ASP of homes in backlog, partially offset by a 3.2% decline in units in backlog. The decline in units in backlog was primarily due to shorter cycle times, disruptions related to Hurricanes Harvey and Irma in Houston and certain markets in our Southeast segment, and lower community counts in fiscal 2017 as compared to fiscal 2016.

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				
	2018	2017	2016	18 v 17	17 v 16	2018	2017	2016	18 v 17	17 v 16
West	\$ 999,599	\$ 851,472	\$ 817,971	17.4 %	4.1%	\$ 345.3	\$ 336.9	\$ 326.1	2.5%	3.3%
East	510,710	533,585	505,198	(4.3)%	5.6%	418.3	386.1	368.0	8.3%	4.9%
Southeast	567,051	510,798	461,608	11.0 %	10.7%	343.5	316.1	300.1	8.7%	5.3%
Total	\$ 2,077,360	\$ 1,895,855	\$ 1,784,777	9.6 %	6.2%	\$ 360.2	\$ 343.1	\$ 329.4	5.0%	4.2%

	Closings				
	2018	2017	2016	18 v 17	17 v 16
West	2,895	2,527	2,508	14.6 %	0.8%
East	1,221	1,382	1,373	(11.6)%	0.7%
Southeast	1,651	1,616	1,538	2.2 %	5.1%
Total	5,767	5,525	5,419	4.4 %	2.0%

The increase in ASP across all segments for the year ended September 30, 2018 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. These same dynamics enhanced our ability to generate a higher ASP during fiscal 2017 when compared with fiscal 2016; in particular, a higher proportion of closings generated from certain markets with higher ASPs, including California. On average, we anticipate that our ASP will likely continue to increase in the near-term as indicated by our ASP for homes in backlog as of September 30, 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.

Closings for fiscal year 2017 increased compared to fiscal year 2016 in all markets of our West segment except for Texas. The decrease in Texas was due to a year-over-year decline in community count and, to a lesser extent, weather-related conditions in Houston that resulted in home construction delays in the fiscal fourth quarter of 2017. The decline in Texas was offset by growth in our Sacramento division, which continued to gain momentum after being re-activated, and our Las Vegas division, where certain communities continued to mature. In our East segment, we experienced increases in closings in our Indianapolis and Nashville divisions, offset by decreases in our Maryland division, where community count declined slightly and less emphasis was placed in 2017 on building and closing spec homes than in the prior year. In our Southeast segment, the increase in closings was primarily driven by our Atlanta, Charleston, and Myrtle Beach divisions, partially offset by declines in our Orlando division.

Our overall higher ASP coupled with the increase in closings described above resulted in homebuilding revenue growth for fiscal 2018 as compared to fiscal 2017 and fiscal 2016.

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 and land development costs, home construction costs, capitalized interest, indirect costs of construction, estimated warranty costs, closing costs, and inventory impairment and abandonment charges). For fiscal 2016, we have shown the gross profit and gross margin impact of unexpected warranty costs related to the Florida stucco issues (net of expected insurance recoveries) as well as additional insurance recoveries from a third-party insurer, both of which we consider to be non-recurring items.

(\$ 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 ^(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%	

(\$ in thousands)

Fiscal Year Ended September 30, 2016									
	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	\$ 169,603	20.7%	\$ 6,729	\$ 176,332	21.6%	\$ —	\$ 176,332	21.6%	
East	89,572	17.7%	5,894	95,466	18.9%	—	95,466	18.9%	
Southeast	92,573	20.1%	788	93,361	20.2%	—	93,361	20.2%	
Corporate & unallocated	(57,888)		1,101	(56,787)		77,941	21,154		
Total homebuilding	\$ 293,860	16.5%	\$ 14,512	\$ 308,372	17.3%	\$ 77,941	\$ 386,313	21.6%	
Unexpected warranty costs related to Florida stucco issues (net of expected insurance recoveries)	(3,612)						(3,612)		
Additional insurance recoveries from third-party insurer	(15,500)						(15,500)		
Adjusted homebuilding	\$ 274,748	15.4%					\$ 367,201	20.6%	

^(a) w/o - without

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 (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, interest, and non-recurring items, year-over-year gross profit increased by \$37.6 million while our gross margin remained flat at 21.2%. The year-over-year stability 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. Going forward, our gross margin will continue to be impacted by several headwinds, including activation of land assets formerly classified as land held for future development, which generally have lower margins, the structure of some of our land purchase transactions, such as finished lot purchases, which tend to result in lower gross margins, and increasing land and direct homebuilding costs.

Our overall homebuilding gross profit increased to \$312.2 million for the fiscal year ended September 30, 2017, from \$293.9 million in the prior year. The increase was due to additional gross profit generated on the \$111.1 million increase in homebuilding revenue, while our gross margin remained flat year-over-year. The comparability of our gross profit and gross margin, as shown in the tables above, was impacted by three significant items as follows: (1) impairments and abandonments, which decreased from \$14.5 million in fiscal 2016 to \$1.9 million in fiscal 2017; (2) interest amortized to homebuilding cost of sales, which increased from \$77.9 million in fiscal 2016 to \$88.8 million in fiscal 2017; and (3) our fiscal 2016 gross profit and gross margin included a \$3.6 million impact related to the Florida stucco issues, net of anticipated insurance recoveries, and a \$15.5 million settlement with our third-party insurer. When factoring out the impact of impairments and abandonments, interest, and non-recurring items, our gross margin increased by 60 basis points, from 20.6% in fiscal 2016 to 21.2% in fiscal 2017.

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 previously recognized 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 previously 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 2018, our homebuilding gross margin was 16.8% and excluding interest and inventory impairments and abandonments, it was 21.2%. For the same period, homebuilding gross margin was as follows in those communities that have previously been impaired, which represented 9.4% of total closings during fiscal 2018:

Homebuilding Gross Margin from previously impaired communities:

Pre-impairment turn gross margin	(13.9)%
Impact of interest amortized to COS related to these communities	15.7 %
Pre-impairment turn gross margin, excluding interest amortization	1.8 %
Impact of impairment turns	16.1 %
Gross margin (post impairment turns), excluding interest amortization	17.9 %

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

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				
	2018	2017	2016	18 v 17	17 v 16
West	\$ 15,204	\$ 1,758	\$ 9,936	764.8 %	(82.3)%
East	13,853	17,837	21,751	(22.3)%	(18.0)%
Southeast	716	828	5,650	(13.5)%	(85.3)%
Total	\$ 29,773	\$ 20,423	\$ 37,337	45.8 %	(45.3)%

(\$ in thousands)

	Land Sales and Other Gross Profit (Loss)				
	2018	2017	2016	18 v 17	17 v 16
West	\$ 1,708	\$ 732	\$ 2,921	133.3 %	(74.9)%
East	321	(119)	678	369.7 %	(117.6)%
Southeast	(3,153)	50	598	(6,406.0)%	(91.6)%
Corporate and unallocated ^(a)	(2,136)	—	(850)	n/m	n/m
Total	\$ (3,260)	\$ 663	\$ 3,347	(591.7)%	(80.2)%

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

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

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 in the current fiscal year 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 Income

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

(In thousands)	Fiscal Year Ended September 30,				
	2018	2017	2016	18 v 17	17 v 16
West	\$ 142,310	\$ 110,600	\$ 99,835	\$ 31,710	\$ 10,765
East ^(a)	57,372	58,191	42,205	(819)	15,986
Southeast ^(b)	45,950	53,905	49,250	(7,955)	4,655
Corporate and Unallocated ^(c)	(164,084)	(160,558)	(131,965)	(3,526)	(28,593)
Operating income ^(d)	\$ 81,548	\$ 62,138	\$ 59,325	\$ 19,410	\$ 2,813

^(a) 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.

^(b) Operating income for our Southeast segment for the year ended September 30, 2016 was impacted by a credit to cost of sales of \$3.6 million for unexpected warranty costs related to the Florida stucco issues, net of expected insurance recoveries.

^(c) Corporate and unallocated operating loss includes amortization of capitalized interest and capitalized indirects; 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. Corporate and unallocated for the year ended September 30, 2016 also included the impact of a \$15.5 million reduction in home construction expenses resulting from an agreement entered into in fiscal 2016 with our third-party insurer to resolve certain issues related to the extent of our insurance coverage for multiple policy years.

^(d) Operating 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 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.

Our operating income increased by \$2.8 million to \$62.1 million for the fiscal year ended September 30, 2017, compared to \$59.3 million for fiscal 2016. The increase was driven by an \$18.3 million increase in homebuilding gross profit, partially offset by lower land sales and other gross profit, an increase in commissions expense on higher homebuilding revenue, and an increase in G&A costs due to growth in our business. Both commissions and G&A remained consistent as a percentage of total revenue year-over-year. As a percentage of total revenue, our operating income was 3.2% for fiscal 2017 compared to 3.3% for fiscal 2016.

Below operating income, we had four noteworthy fluctuations between fiscal 2018 and fiscal 2017 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; (2) we recorded a loss of \$27.8 million on the extinguishment of debt versus \$12.6 million in the prior year due to the management of our debt portfolio; (3) we recognized \$110.1 million of income tax expense in the current year due to the remeasurement of our deferred tax assets as a result of the reduced federal corporate tax rate related to the Tax Cuts and Jobs Act enacted on December 22, 2017; and (4) we recognized a \$27.4 million income tax benefit in the current year related to the release of the valuation allowance on a portion of our deferred tax assets. 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.

Income tax expense during the fiscal year ended September 30, 2018 resulted from our income from operations and the remeasurement of our 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 tax expense we recorded during our fiscal year ended September 30, 2017 resulted from our income from operations, 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.

During fiscal 2016, we contemplated various tax planning strategies based on our operations profile. This planning resulted in a restructuring effort immediately following the close of fiscal 2016, where we executed certain tax elections and a number of changes to the legal forms of our operating entities, which significantly reduced our income profile in certain state jurisdictions going forward. The restructuring reduced our effective tax rate in fiscal 2017 to an amount that is in-line with our peers through a significant reduction in our state effective tax rate. In addition, the restructure provides cash tax savings in various jurisdictions where we no longer have significant state loss carryforwards available. In conjunction with the restructure, we also evaluated our ability to realize certain state components of our deferred tax asset. As a result, as of September 30, 2016, we no longer anticipated that we would be able to realize portions of the deferred tax assets for these jurisdictions, which caused us to put a valuation allowance on these assets in fiscal 2016.

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, 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 indirects; 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; (2) an increase in loss on extinguishment of debt due to the management of our debt portfolio; and (3) 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.

Fiscal year ended September 30, 2017 as compared to 2016

West Segment: Homebuilding revenue increased 4.1% for the fiscal year ended September 30, 2017 compared to our prior fiscal year, primarily due to a 3.3% year-over-year increase in ASP. In addition, closings increased by 0.8% versus the prior year in this segment, led by gains in our Las Vegas and Sacramento markets, where closings grew more than 50%, partially offset by our Houston market, due to a lower community count and weather-related conditions in our fiscal fourth quarter. Our homebuilding gross profit increased by \$17.0 million, compared to the prior fiscal year, mainly due to an increase in homebuilding gross margin from 20.7% to 21.9% and an increase in homebuilding revenue. Excluding the impairment recorded during the current fiscal year on one community in our West segment, homebuilding gross margin would have increased from 21.6% in the prior fiscal year to 22.1%. Operating income rose \$10.8 million, driven by the aforementioned increase in homebuilding gross profit, partially offset by a decrease in land sales and a \$2.2 million decrease in other gross profit year-over-year.

East Segment: Homebuilding revenue increased 5.6% for the fiscal year ended September 30, 2017 compared to our prior fiscal year, primarily due to a 4.9% increase in ASP. In addition, closings increased 0.7%, driven primarily by our Indianapolis market, where we continue to build our community count, offset by our Maryland market, where community count has declined slightly and less emphasis was placed in the current year on building and closing spec homes than in the prior year. As compared to the prior fiscal year, our homebuilding gross profit increased by \$19.7 million, related to a higher homebuilding gross margin, which climbed from 17.7% in the prior fiscal year to 20.5% in our fiscal 2017, as well as the aforementioned increase in homebuilding revenue. Excluding the impairment and abandonment charges recorded, homebuilding gross margin would have increased from 18.9% in fiscal 2016 to 20.5% in fiscal 2017. This increase in gross margin is attributable to the shift of closings between markets, as well as margin improvement in the majority of the divisions in this segment, particularly Indianapolis and Nashville, due to our pricing strategies resulting from favorable market conditions and community mix. The \$16.0 million increase in operating income resulted from the increase in gross profit, as previously discussed, offset by a year-over-year increase in G&A costs, driven by a charge of \$2.7 million related to the write-off of a deposit on a legacy investment in a development site that we deemed noncollectible during the current fiscal year.

Southeast Segment: Homebuilding revenue increased 10.7% for the fiscal year ended September 30, 2017 compared to the prior fiscal year, driven by a 5.1% increase in closings (which increased in all divisions except for Orlando) combined with a 5.3% increase in ASP. Our homebuilding gross profit in the Southeast segment increased by \$10.6 million, due to the aforementioned increase in homebuilding revenue. Our gross margin slightly increased from 20.1% to 20.2%; however, our year-over-year comparison of gross profit and gross margin is impacted by the Florida stucco issues (see Note 9 of the notes to our consolidated financial statements included in this Form 10-K) and, to a lesser extent, the higher charges in impairments and abandonments recorded during the prior year. Once adjusting for these items, gross profit for the Southeast segment increased by \$13.4 million, and gross margin improved from 19.4% to 20.2%, as we saw underlying gross margin improvement in most of our markets in the Southeast segment. The year-over-year increase in operating income of \$4.7 million was driven by higher gross profit discussed above, offset by higher commissions on additional homebuilding revenue and higher G&A costs due to our business growth in this region.

Corporate and Unallocated: Our Corporate and unallocated results include amortization of capitalized interest and capitalized indirects; 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, 2017, our Corporate and unallocated net costs increased by \$28.6 million over the prior fiscal year primarily due to (1) a year-over-year increase in interest amortized to cost of sales of \$10.8 million (see Note 6 of the notes to our consolidated financial statements included in this Form 10-K); (2) an increase in indirect costs expensed to cost of sales year-over-year due to growth in our business; (3) higher corporate costs incurred due to business growth, including costs associated with the opportunity to increase the scope of our Gatherings projects for active adults, and business improvement; offset by (4) the impact of a \$15.5 million reduction in cost of sales in the prior year period resulting from an agreement entered into with our third-party insurer to resolve certain issues related to the extent of our insurance coverage for multiple policy years.

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, 2018, 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)	2018	2017	2016
Cash provided by operating activities	\$ 30,288	\$ 95,909	\$ 163,025
Cash used in investing activities	(74,148)	(13,783)	(12,694)
Cash used in financing activities	(107,501)	(20,793)	(197,539)
Net (decrease) increase in cash and cash equivalents	\$ (151,361)	\$ 61,333	\$ (47,208)

Operating Activities

Net cash provided by operating activities was \$30.3 million for the fiscal year ended September 30, 2018 compared to \$95.9 million for the fiscal year ended September 30, 2017. Our primary drivers of operating cash flows are typically cash earnings and changes in inventory levels, including land and land development spending. Net cash provided by operating activities 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).

Net cash provided by operating activities during the fiscal year ended September 30, 2017 was \$95.9 million compared to \$163.0 million for the fiscal year ended September 30, 2016. The decline in cash provided by operations was driven primarily by the \$446.4 million spent on land and land development activities, an increase of \$109.5 million, or 32.5%, compared to our prior fiscal year, offset by our year-over-year increase in earnings after adjustment for non-cash items. The increase in earnings was driven by higher revenue from additional closings and an elevated ASP. The increase in land and land development spending positions us to grow our community count in future years as compared to fiscal 2016 when we limited land spending to generate cash to complete our \$157.0 million in debt reduction.

Investing Activities

Net cash used in investing activities was \$74.1 million for fiscal year 2018 compared to \$13.8 million in fiscal 2017 and \$12.7 million in fiscal 2016. The use of cash from investing activities in 2018 was primarily due to the acquisition of Venture Homes as well as capital expenditures for model 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 both fiscal 2017 and fiscal 2016, 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 \$107.5 million for the fiscal year ended September 30, 2018 was significantly higher than the prior fiscal year, 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 (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, 2017 was \$20.8 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. Net cash used in financing activities for the fiscal year ended September 30, 2016 was \$197.5 million, primarily due to the repayment of certain debt issuances, partially offset by proceeds received from the issuance new debt, net of debt issuance costs paid as we completed the \$157.0 million in debt reduction.

Financial Position

As of September 30, 2018, our liquidity position consisted of the following:

- \$139.8 million in cash and cash equivalents;
- \$200.0 million of remaining capacity under the Facility (subsequent to September 30, 2018, we further increased the capacity of the Facility by \$10.0 million to \$210.0 million); and
- \$13.4 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 2019 and to maintain a significant liquidity position, subject to changes in market conditions that would alter our expectations for land and land development expenditures or capital market transactions, which could increase or decrease our cash balance on a period-to-period basis.

Debt

During the current fiscal year, we redeemed the following debt issuances, which resulted in a net reduction of our outstanding debt of \$96.4 million after considering the issuances described below: (1) our Senior Notes due June 2019 (the 2019 Notes), which had a balance of \$321.4 million as of the beginning of the current fiscal year; and (2) \$175.0 million of our Senior Notes due February 2023 (the 2023 Notes), which had a balance of \$199.8 million as of the beginning of the current fiscal year. Additionally, we redeemed \$1.5 million of loans secured by real estate during the fiscal year. These redemptions resulted in a loss on the extinguishment of debt of \$27.8 million.

In October 2017, we issued and sold \$400.0 million aggregate principal amount of 5.875% unsecured Senior Notes due October 2027 at par (before underwriting and other issuance costs) through a private placement to qualified institutional buyers (the 2027 Notes). The proceeds from the 2027 Notes were principally used to fund the repayment of \$225.0 million of our 2019 Notes and \$175.0 million of our 2023 Notes. 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. For additional details and the redemption features of the 2027 Notes, see Note 8 of the notes to our consolidated financial statements in this Form 10-K.

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 \$200.0 million as of September 30, 2018. Subsequent to September 30, 2018, the Company executed a Fifth Amendment to the Facility. The Fifth Amendment extends the termination date of the Facility from February 15, 2020 to February 15, 2021, increases the maximum aggregate amount of commitments under the Facility (including borrowings and letters of credit) from \$200.0 million to \$210.0 million, and reduces the applicable margin by 50 basis points.

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 \$10.4 million of outstanding letters of credit under these facilities, secured with cash collateral that is maintained in restricted accounts totaling \$9.2 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 July 2018, Moody's reaffirmed the Company's issuer default debt rating of B3. Moody's outlook on the Company remains positive. In June 2018, S&P reaffirmed the Company's corporate credit rating of B- and raised its outlook of the Company to positive. In October 2017, Fitch reaffirmed the Company's default rating of B- and revised its outlook from stable to positive. 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

The Company did not repurchase any shares in the open market during the fiscal years ended September 30, 2018, 2017, or 2016. Any future stock repurchases, to the extent allowed by our debt covenants, must be approved by the Company's Board of Directors or its Finance Committee.

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, 2018, 2017, or 2016.

Off-Balance Sheet Arrangements

As of September 30, 2018, we controlled 24,188 lots. We owned 17,515, or 72.4%, of these lots and 6,673, or 27.6%, of these lots were under option contracts with land developers and land bankers, which generally require the payment of cash 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 \$72.2 million as of September 30, 2018. The total remaining purchase price, net of cash deposits, committed under all options was \$383.2 million as of September 30, 2018. 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, 2018, 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.

Contractual Commitments

The following table summarizes our aggregate contractual commitments as of September 30, 2018:

(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)	\$ 1,279,694	\$ 4,087	\$ —	\$ 524,834	\$ 750,773
Interest commitments under senior notes, term loan, junior subordinated notes, and other secured notes payable ^(b)	529,475	90,804	181,503	112,855	144,313
Obligations related to lots under option	383,150	230,323	115,440	29,882	7,505
Operating leases	16,830	4,624	7,343	4,024	839
Uncertain tax positions ^(c)	—	—	—	—	—
Total	\$ 2,209,149	\$ 329,838	\$ 304,286	\$ 671,595	\$ 903,430

^(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, 2018.

^(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, 2018.

We had outstanding performance bonds of approximately \$237.8 million as of September 30, 2018, 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 direct construction costs, capitalized indirect costs, capitalized interest, and real estate taxes) 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 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.

Due to uncertainties in the estimation process, particularly with respect to projected home sales prices and absorption rates, the timing and amount of the estimated future cash flows, and discount rates, it is reasonably possible that actual results could differ from the estimates used in our impairment analyses. 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. Because the projected cash flows used to evaluate the fair value of inventory are significantly impacted by changes in market conditions, including decreased sales prices, a change in sales prices, or changes in absorption estimates based on current market conditions, management's assumptions relative to future results could lead to additional impairments in certain communities during any given period. Market deterioration that exceeds our estimates may lead us to incur additional impairment charges on previously impaired homebuilding assets in addition to homebuilding assets not currently impaired but for which indicators of impairment may arise if market conditions 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. The future enactment of a development plan or the occurrence of outside events and circumstances may indicate that the carrying amount of an asset may not be recoverable. We evaluate the potential plans of 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.

Homebuilding Revenue and Costs

Revenue from the sale of a home is recognized when the closing has occurred and the risk of ownership has transferred to the buyer. All associated homebuilding costs, some of which must be estimated, are charged to cost of sales in the period when the revenue from home closings is recognized. Homebuilding costs include land and land development costs (based on an allocation of such costs, including costs to complete the development, which are subject to estimation), home construction costs (including an estimate of costs, if any, to complete home construction), previously capitalized indirect costs (principally for construction supervision), capitalized interest, and estimated warranty costs. Sales commissions owed to internal sales personnel and external brokers are also recognized as expense when the closing occurs. All other costs are expensed as incurred.

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. As of September 30, 2018, we determined that it was appropriate to release an additional portion of our valuation allowance, also generating a non-cash tax benefit. We considered positive evidence including, most importantly, our current earnings profile, as well as evidence of recovery in the housing markets where we operate, the prospects of continued profitability and growth, a strong order backlog, and sufficient balance sheet liquidity to sustain and grow operations. We also considered negative evidence that had caused us to record the valuation allowance. Management continues to reassess the realizability of our deferred tax assets each reporting period and, in future periods, we may reduce the remaining portion of our valuation allowance or re-establish it based on our ongoing analysis. This ongoing analysis will continue to be based on our actual financial performance over an estimated “look-back” period, our expectation of future performance based on detailed forecasts, as well as a variety of qualitative factors. 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, 2018, our Junior Subordinated Notes were our only variable-rate debt outstanding. A one percent increase in the interest rate for these variable-rate issuances would result in an increase of our interest expense by \$1.0 million over the next twelve-month period. The estimated fair value of our fixed rate debt as of September 30, 2018 was \$1.10 billion, compared to a carrying value of \$1.16 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 \$1.10 billion to \$1.15 billion as of September 30, 2018.

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, 2018	September 30, 2017
ASSETS		
Cash and cash equivalents	\$ 139,805	\$ 292,147
Restricted cash	13,443	12,462
Accounts receivable (net of allowance of \$378 and \$330, respectively)	24,647	36,323
Income tax receivable	—	88
Owned inventory	1,692,284	1,542,807
Investments in unconsolidated entities	4,035	3,994
Deferred tax assets, net	213,955	307,896
Property and equipment, net	20,843	17,566
Goodwill and other intangible assets, net	9,751	—
Other assets	9,339	7,712
Total assets	<u>\$ 2,128,102</u>	<u>\$ 2,220,995</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Trade accounts payable	\$ 126,432	\$ 103,484
Other liabilities	126,389	107,659
Total debt (net of premium of \$2,640 and \$3,413, respectively, and debt issuance costs of \$14,336 and \$14,800, respectively)	1,231,254	1,327,412
Total liabilities	<u>1,484,075</u>	<u>1,538,555</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, 33,522,046 issued and outstanding and 33,515,768 issued and outstanding, respectively)	34	34
Paid-in capital	880,025	873,063
Accumulated deficit	(236,032)	(190,657)
Total stockholders' equity	<u>644,027</u>	<u>682,440</u>
Total liabilities and stockholders' equity	<u>\$ 2,128,102</u>	<u>\$ 2,220,995</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,		
	2018	2017	2016
Total revenue	\$ 2,107,133	\$ 1,916,278	\$ 1,822,114
Home construction and land sales expenses	1,755,619	1,600,969	1,509,625
Inventory impairments and abandonments	6,499	2,445	15,282
Gross profit	345,015	312,864	297,207
Commissions	81,002	74,811	70,460
General and administrative expenses	168,658	161,906	153,628
Depreciation and amortization	13,807	14,009	13,794
Operating income	81,548	62,138	59,325
Equity in income of unconsolidated entities	34	371	131
Loss on extinguishment of debt	(27,839)	(12,630)	(13,423)
Other expense, net	(4,305)	(15,230)	(24,330)
Income from continuing operations before income taxes	49,438	34,649	21,703
Expense from income taxes	94,484	2,696	16,498
(Loss) income from continuing operations	(45,046)	31,953	5,205
Loss from discontinued operations, net of tax	(329)	(140)	(512)
Net (loss) income	\$ (45,375)	\$ 31,813	\$ 4,693
Weighted-average number of shares:			
Basic	32,141	31,952	31,798
Diluted	32,141	32,426	31,803
Basic (loss) income per share:			
Continuing operations	\$ (1.40)	\$ 1.00	\$ 0.16
Discontinued operations	(0.01)	—	(0.01)
Total	\$ (1.41)	\$ 1.00	\$ 0.15
Diluted (loss) income per share:			
Continuing operations	\$ (1.40)	\$ 0.99	\$ 0.16
Discontinued operations	(0.01)	—	(0.01)
Total	\$ (1.41)	\$ 0.99	\$ 0.15

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, 2015	32,661	\$ 33	\$ 857,553	\$ (227,163)	\$ 630,423
Net income and comprehensive income	—	—	—	4,693	4,693
Amortization of nonvested stock awards	—	—	7,959	—	7,959
Shares issued under employee stock plans, net	491	—	—	—	—
Forfeiture of restricted stock	(64)	—	—	—	—
Common stock redeemed	(17)	—	(222)	—	(222)
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	(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	(229)	—	(3,378)	—	(3,378)
Other activity	—	—	18	—	18
Balance as of September 30, 2018	33,522	\$ 34	\$ 880,025	\$ (236,032)	\$ 644,027

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,		
	2018	2017	2016
Cash flows from operating activities:			
Net (loss) income	\$ (45,375)	\$ 31,813	\$ 4,693
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization	13,807	14,009	13,794
Stock-based compensation expense	10,258	8,159	7,959
Inventory impairments and abandonments	6,949	2,445	15,282
Deferred and other income tax expense	93,935	678	15,903
Write-off of deposit on legacy land investment	—	2,700	—
Gain on sale of fixed assets	(351)	(294)	(957)
Change in allowance for doubtful accounts	48	(24)	(698)
Equity in income of unconsolidated entities and marketable securities	(127)	(401)	(143)
Cash distributions of income from unconsolidated entities	331	171	165
Non-cash loss on extinguishment of debt	3,289	3,677	4,978
Changes in operating assets and liabilities:			
Decrease (increase) in accounts receivable	11,875	16,927	(149)
Decrease in income tax receivable	88	204	127
(Increase) decrease in inventory	(95,809)	41,911	129,028
(Increase) in other assets	(1,300)	(168)	(471)
Increase (decrease) in trade accounts payable	17,492	(690)	(9,365)
Increase (decrease) in other liabilities	15,178	(25,208)	(17,121)
Net cash provided by operating activities	30,288	95,909	163,025
Cash flows from investing activities:			
Capital expenditures	(17,020)	(12,440)	(12,219)
Proceeds from sale of fixed assets	370	297	2,624
Acquisition, net of cash acquired	(57,253)	—	—
Investments in unconsolidated entities	(421)	(3,261)	(4,241)
Return of capital from unconsolidated entities and marketable securities	176	1,621	1,142
Net cash used in investing activities	(74,148)	(13,783)	(12,694)
Cash flows from financing activities:			
Repayment of debt	(497,915)	(265,483)	(828,221)
Proceeds from issuance of new debt	400,000	250,000	642,150
Repayment of borrowings from credit facility	(225,000)	(25,000)	(90,000)
Borrowings from credit facility	225,000	25,000	90,000
Debt issuance costs	(6,272)	(4,919)	(11,246)
Other changes	(3,314)	(391)	(222)
Net cash used in financing activities	(107,501)	(20,793)	(197,539)
(Decrease) increase in cash, cash equivalents, and restricted cash	(151,361)	61,333	(47,208)
Cash, cash equivalents, and restricted cash at beginning of period	304,609	243,276	290,484
Cash, cash equivalents, and restricted cash at end of period	\$ 153,248	\$ 304,609	\$ 243,276

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 exceptional 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, comprehensive income, stockholders' equity, and cash flows of Beazer Homes USA, Inc. and its consolidated subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. Our net loss is equivalent to our comprehensive loss, so we have not presented a separate statement of comprehensive loss.

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 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. Our fiscal year 2016 began on October 1, 2015 and ended on September 30, 2016.

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 the various assets acquired and liabilities assumed at their respective fair values. Any excess of the purchase price over the estimated fair value of the identifiable net assets acquired is recorded as goodwill. While the Company uses its best estimates and assumptions as a part of the purchase price allocation process to accurately value assets acquired and liabilities assumed at the acquisition date, estimates 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. 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.

On July 13, 2018, the Company acquired substantially all of the assets, operations, and certain assumed liabilities of Venture Homes ("Venture"), a leading private homebuilder in the Atlanta market, for a purchase price of \$60.6 million, net of cash acquired. As of September 30, 2018, \$57.3 million of the purchase price had been paid, net of cash acquired, with the remaining \$3.3 million due during the first quarter of fiscal 2019. 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 \$56.0 million, goodwill and other intangible assets of \$9.8 million, and other assets of \$0.6 million as well as accounts payable of \$5.5 million and other liabilities of \$0.2 million. The acquisition of Venture Homes was not material to our results of operations or financial condition.

The purchase price accounting reflected above is preliminary and is based on estimates and assumptions that are subject to change within the measurement period, which is generally up to one year from the acquisition date pursuant to ASC 805. The purchase price allocation of Venture Homes is provisional pending completion of the fair value analysis of acquired assets and assumed liabilities.

Acquired inventories consisted of both acquired land and work in process inventories. We determined the estimate of fair value for acquired land inventory with the assistance of a third-party appraiser using, as applicable, a discounted cash flow approach for the development, marketing, and sale of each community acquired and a market approach based on comparable sales of finished lots. Significant valuation assumptions included future per lot land development, direct construction, and overhead costs as well as average sales prices and absorption rates. We estimated the fair value of acquired work in process inventories based upon the stage of production of each unit and a gross margin that we believe a market participant would require to complete development and selling activities. As of the acquisition date, the stage of production ranged from recently started lots to fully completed single family residences.

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, 2018, the majority of our cash and cash equivalents were invested in highly marketable securities, or were on deposit with major banks. These assets were valued at par and had no withdrawal restrictions. The underlying investments of these funds were U.S. Government and U.S. Government Agency obligations or high-quality marketable securities. 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

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. Interest, real estate taxes and development costs are capitalized in inventory during the development and construction period. Construction and land costs are comprised of direct and allocated costs, such as for amenities and estimated costs for future warranties. Land, land improvements and other common costs are typically allocated to individual residential lots on a pro-rata basis, and the costs of residential lots are transferred to homes under construction when home construction begins. 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 direct construction costs, capitalized indirect costs, capitalized interest and real estate taxes) 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 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 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. 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 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 of time 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

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

Asset Class	Useful Lives
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. Goodwill will be evaluated for impairment annually during the fourth quarter of each year, or more frequently if impairment indicators are present or changes in circumstances suggest that impairment may exist. For reporting units with goodwill, we assess goodwill for impairment by comparing the carrying value of the reporting unit to its estimated fair value. The Company's entire goodwill balance as of September 30, 2018 is related to the Venture acquisition and resides within our Southeast reportable segment.

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.

Revenue Recognition and Classification of Costs

Revenue and related profit are recognized by us at the time of the closing of a sale, when title to and possession of the property, as well as risk of loss, are transferred to the buyer.

Sales discounts and incentives include items such as cash discounts, discounts on options included in the home, option upgrades (such as upgrades for cabinetry, countertops and flooring) and seller-paid financing or closing costs. In addition, from time to time, we may also provide homebuyers with retail gift certificates and/or other nominal retail merchandise. All sales incentives other than cash discounts are recognized as a cost of selling the home and are included in home construction expense in our consolidated statements of operations. Cash discounts are accounted for as a reduction in the sales price of the home, thereby decreasing the amount of revenue we recognize on that closing.

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 expense 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 related to continuing operations of \$17.6 million, \$17.5 million, and \$19.2 million for our fiscal years 2018, 2017 and 2016, 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. In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers* (ASU 2014-09). ASU 2014-09 requires entities to recognize revenue at an amount that the entity expects to be entitled to upon transferring control of goods or services to a customer, as opposed to when risks and rewards transfer to a customer under the existing revenue recognition guidance. In August 2015, the FASB issued ASU 2015-14 “Revenue from Contracts with Customers” (“ASU 2015-14”), which delays the effective date of ASU 2014-09 by one year. ASU 2014-09, as amended by ASU 2015-14, is effective for us for fiscal annual and interim periods beginning October 1, 2018, and, at that time, we expect to adopt the new standard under the modified retrospective approach. We have substantially completed our evaluation of the impact of adopting the new revenue standard. Based on our assessment, we do not expect the adoption of ASU 2014-09 to have a material impact on our financial statements. In addition, we do not expect significant changes to our business processes, systems, or internal controls as a result of adopting the standard.

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. Lessor accounting will be largely similar to that under the current lease accounting rules. ASU 2016-02 also requires significantly enhanced disclosures around an entity's leases and the related accounting. The guidance within ASU 2016-02 will be effective for the Company's fiscal year beginning October 1, 2019, with early adoption permitted. In July 2018, the FASB issued ASU 2018-11, *Leases - Targeted Improvements* (ASU 2018-11), which provides an optional transition method to apply the requirements of the new lease standard through a cumulative-effect adjustment in the period of adoption. The Company expects to adopt the standard on October 1, 2019 using the optional transition method. We continue to evaluate the impact of ASU 2016-02 on our consolidated financial statements. However, a large majority of our leases are for office space, which we have determined will be treated as operating leases under ASU 2016-02. As such, we anticipate recording a right-of-use asset and related lease liability for these leases, but we do not expect our expense recognition pattern to change. Therefore, we do not anticipate any significant change to our statements of operations or cash flows as a result of adopting ASU 2016-02.

Business Combinations. In January 2017, the FASB issued ASU 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business* (ASU 2017-01). ASU 2017-01 clarifies the framework for determining whether an integrated set of assets and activities meets the definition of a business. The revised framework establishes a screen for determining whether an integrated set of assets and activities is a business and narrows the definition of a business, which is expected to result in fewer transactions being accounted for as business combinations. Acquisitions of integrated sets of assets and activities that do not meet the definition of a business are accounted for as asset acquisitions. This pronouncement is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2017, with early adoption permitted for transactions that have not been reported in previously issued financial statements. The Company early adopted this guidance as of December 31, 2017 and applied it to applicable transactions occurring during this period.

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”). 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. This amendment is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019, with early adoption permitted, and applied prospectively. We do not believe the adoption of ASU 2017-04 will have a material impact on our consolidated financial statements and disclosures.

Income Taxes. In December 2017, the Securities and Exchange Commission Staff issued SAB 118, which provides guidance on accounting for the income tax effects of the Tax Cuts and Jobs Act (Tax Act). SAB 118 provides a measurement period that should not extend beyond one year from the Tax Act enactment date for companies to complete the accounting under ASC 740. In accordance with SAB 118, a company must reflect the income tax effects of those aspects of the Tax Act for which the accounting under ASC 740 is complete. To the extent that a company's accounting for certain income tax effects of the Tax Act is incomplete but it is able to determine a reasonable estimate, it must record a provisional estimate in the financial statements and should continue to apply ASC 740 on the basis of the provisions of the tax laws that were in effect immediately before the enactment of the Tax Act. The Company adopted the guidance of SAB 118 as of December 31, 2017. As of September 30, 2018, we have completed our analysis of the impacts of the Tax Act under SAB 118 with immaterial differences to our provisional amounts previously recorded. Refer to Note 13 for additional information on the Tax Act and the impact to our financial statements.

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 our total cash balances between our consolidated balance sheets and our consolidated statements of cash flows for the periods presented:

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Supplemental disclosure of non-cash activity:			
Non-cash land acquisitions ^(a)	\$ —	\$ 14,651	\$ 8,265
Supplemental disclosure of cash activity:			
Interest payments ^(b)	\$ 95,857	\$ 100,125	\$ 131,730
Income tax payments	607	1,616	1,420
Tax refunds received	162	351	201
Reconciliation of cash, cash equivalents and restricted cash:			
Cash and cash equivalents	\$ 139,805	\$ 292,147	\$ 228,871
Restricted cash	13,443	12,462	14,405
Total cash, cash equivalents and restricted cash shown in the statement of cash flows	\$ 153,248	\$ 304,609	\$ 243,276

^(a) For the fiscal year ended September 30, 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. For the fiscal year ended September 30, 2016, non-cash land acquisitions were comprised of lot takedowns from one of our unconsolidated land development joint ventures.

^(b) Elevated interest payments made during our fiscal 2016 were due to early redemption of certain of our outstanding debt obligations; refer to Note 8.

(4) Investments in Unconsolidated Entities

Unconsolidated Entities

As of September 30, 2018, 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, 2018 and September 30, 2017:

(In thousands)	September 30, 2018	September 30, 2017
Beazer's investment in unconsolidated entities	\$ 4,035	\$ 3,994
Total equity of unconsolidated entities	10,113	11,811
Total outstanding borrowings of unconsolidated entities	12,266	15,797

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

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Income from unconsolidated entity activity	\$ 375	\$ 371	\$ 131
Impairment of unconsolidated entity investment	(341)	—	—
Total equity in income of unconsolidated entities	\$ 34	\$ 371	\$ 131

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. No impairments for unconsolidated entities were recorded during the fiscal years ended September 30, 2017 and 2016.

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, 2018 and September 30, 2017, we 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, 2018 and 2017, the Company was not required to make any payments related to environmental indemnities.

In assessing the need to record a liability for these 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, 2018, 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, 2018 and September 30, 2017:

(In thousands)	September 30, 2018	September 30, 2017
Homes under construction	\$ 476,752	\$ 419,312
Development projects in progress	907,793	785,777
Land held for future development	83,173	112,565
Land held for sale	7,781	17,759
Capitalized interest	144,645	139,203
Model homes	72,140	68,191
Total owned inventory	\$ 1,692,284	\$ 1,542,807

Homes under construction include homes substantially finished and ready for delivery and homes in various stages of construction, including the cost of the underlying lot. We had 240 (with a cost of \$84.8 million) and 171 (with a cost of \$52.6 million) substantially completed homes that were not subject to a sales contract (spec homes) as of September 30, 2018 and 2017, respectively.

Development projects in progress consist principally of land and land improvement costs. 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, 2018 and September 30, 2017:

(In thousands)	Projects in Progress ^(a)	Land Held for Future Development	Land Held for Sale	Total Owned Inventory
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
September 30, 2017				
West Segment	\$ 673,828	\$ 87,231	\$ 3,848	\$ 764,907
East Segment	250,002	14,391	11,578	275,971
Southeast Segment	301,268	10,943	1,233	313,444
Corporate and unallocated ^(b)	187,385	—	1,100	188,485
Total	\$ 1,412,483	\$ 112,565	\$ 17,759	\$ 1,542,807

^(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 and in our forecast that are below a minimum threshold of profitability. We also include in our watch list communities with recent closings that have gross margins less than a specific 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 substantial additional financial and operational analysis and 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, we determined that it is 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 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. 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.

For the year ended September 30, 2018, there were four communities that were included in our watch list that required further analysis to be performed after considering the number of lots remaining in each community and certain other qualitative factors. 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 current competitive and market dynamics. For the year ended September 30, 2017, there were two communities on our watch list that required further analysis. This additional analysis led to an impairment charge of \$1.7 million for one of these communities, principally due to a reduction in price taken at each community that is other than temporary based on current competitive and market dynamics.

The table below summarizes the results of our undiscounted cash flow analyses by reportable segment, where applicable, for the periods ended September 30, 2018 and 2017 (the years that such analyses were required):

(\$ in thousands)

Segment ^(a)	Number of Communities on Watch List ^(b)	Undiscounted Cash Flow Analyses Prepared		
		Number of Communities ^(c)	Pre-analysis Book Value (BV)	Aggregate Undiscounted Cash Flow as a % of BV ^(d)
Year Ended September 30, 2018				
West	2	—	\$ —	—%
Southeast	2	2	4,360	99.0%
Corporate and unallocated ^(e)	—	—	1,307	N/A ^(f)
Total	4	2	\$ 5,667	
Year Ended September 30, 2017				
West	4	2	\$ 15,801	94.4%
Southeast	2	—	—	—%
Corporate and unallocated ^(e)	—	—	3,337	N/A ^(f)
Total	6	2	\$ 19,138	

^(a) We have elected to aggregate our disclosure at the reportable segment level because we believe this level of disclosure is most meaningful to the readers of our financial statements.

^(b) Number of communities in this column excludes communities that are closing out and have less than ten closings remaining.

^(c) Number of communities in this column is lower than the number of communities on our watch list because it excludes communities due to certain qualitative considerations that would imply that the low profitability levels are temporary in nature.

^(d) An aggregate undiscounted cash flow as a percentage of book value under 100% would indicate a possible impairment and is consistent with our “watch list” methodology.

^(e) Amount represents capitalized interest and indirects balance related to the communities for which an undiscounted cash flow analysis was prepared. Capitalized interest and indirects are maintained within our Corporate and unallocated segment.

^(f) N/A - not applicable.

The following table 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, 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
Year Ended September 30, 2016				
West	2	213	\$ 6,729	\$ 16,345
East	1	78	5,894	18,073
Corporate and unallocated ^(a)	—	—	1,101	—
Total	3	291	\$ 13,724	\$ 34,418

^(a) Amount represents capitalized interest and indirects balance that was impaired. Capitalized interest and indirects are maintained within our Corporate and unallocated segment.

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

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

Impairments on land held for sale generally represent write downs of these properties to net realizable value, less estimated costs to sell, and are based on current market conditions and our review of recent comparable transactions. Our assumptions about land sales prices require significant judgment because the real estate market is highly sensitive to changes in economic conditions. We calculate the estimated fair value 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.

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:

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Projects in Progress:			
West	\$ —	\$ 1,625	\$ 6,729
East	—	—	5,894
Southeast	793	—	—
Corporate and unallocated ^(a)	212	68	1,101
Total impairment charges on projects in progress	\$ 1,005	\$ 1,693	\$ 13,724
Land Held for Sale:			
West	\$ —	\$ 94	\$ 119
East	168	470	280
Southeast	3,218	—	371
Corporate and unallocated ^(a)	2,108	—	—
Total impairment charges on land held for sale	\$ 5,494	\$ 564	\$ 770
Abandonments:			
East	\$ —	\$ 188	\$ —
Southeast	—	—	788
Total abandonments charges	\$ —	\$ 188	\$ 788
Total continuing operations	\$ 6,499	\$ 2,445	\$ 15,282
Discontinued Operations:			
Land Held for Sale	\$ 450	\$ —	\$ —
Total discontinued operations	\$ 450	\$ —	\$ —
Total impairment and abandonment charges	\$ 6,949	\$ 2,445	\$ 15,282

^(a) Amount represents capitalized interest and indirects balance that was impaired. Capitalized interest and indirects are maintained within our Corporate and unallocated segment.

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 of time 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, 2018 and September 30, 2017:

(In thousands)	Deposits & Non-refundable Preacquisition Costs Incurred	Remaining Obligation
As of September 30, 2018		
Unconsolidated lot option agreements	\$ 72,191	\$ 383,150
As of September 30, 2017		
Unconsolidated lot option agreements	\$ 91,854	\$ 408,300

(6) Interest

Our ability to capitalize interest incurred during the fiscal years ended September 30, 2018, 2017, and 2016 was limited by our inventory eligible for capitalization. The following table presents certain information regarding interest for the periods presented:

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Capitalized interest in inventory, beginning of period	\$ 139,203	\$ 138,108	\$ 123,457
Interest incurred	103,880	105,551	119,360
Capitalized interest impaired	(1,961)	(56)	(710)
Interest expense not qualified for capitalization and included as other expense ^(a)	(5,325)	(15,636)	(25,388)
Capitalized interest amortized to home construction and land sales expenses ^(b)	(91,152)	(88,764)	(78,611)
Capitalized interest in inventory, end of period	\$ 144,645	\$ 139,203	\$ 138,108

^(a) The amount of interest we are able to capitalize is dependent upon 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.

^(b) Capitalized interest amortized to home construction and land sale 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, 2018 and September 30, 2017:

(In thousands)	September 30, 2018	September 30, 2017
Model furnishings and sales office improvements	\$ 28,311	\$ 28,589
Information systems	13,183	14,326
Furniture, fixtures and office equipment	9,332	10,971
Leasehold improvements	4,388	3,698
Property and equipment, gross	55,214	57,584
Less: Accumulated Depreciation	(34,371)	(40,018)
Property and equipment, net	\$ 20,843	\$ 17,566

(8) Borrowings

As of September 30, 2018 and September 30, 2017, we had the following debt, net of premium/discounts and unamortized debt issuance costs:

(In thousands)	Maturity Date	September 30, 2018	September 30, 2017
5 3/4% Senior Notes	June 2019	\$ —	\$ 321,393
8 3/4% Senior Notes	March 2022	500,000	500,000
7 1/4% Senior Notes	February 2023	24,834	199,834
6 3/4% Senior Notes	March 2025	250,000	250,000
5 7/8% Senior Notes	October 2027	400,000	—
Unamortized debt premium, net		2,640	3,413
Unamortized debt issuance costs		(14,336)	(14,800)
Total Senior Notes, net		1,163,138	1,259,840
Junior Subordinated Notes (net of unamortized accretion of \$36,770 and \$38,837, respectively)	July 2036	64,003	61,937
Other Secured Notes Payable	Various Dates	4,113	5,635
Total debt, net		\$ 1,231,254	\$ 1,327,412

As of September 30, 2018, the future maturities of our borrowings were as follows:

Fiscal Year Ended September 30,		
(In thousands)		
2019	\$	4,087
2020		—
2021		—
2022		500,000
2023		24,834
Thereafter		750,773
Total	\$	<u>1,279,694</u>

Secured Revolving Credit Facility

The Secured Revolving Credit Facility (the Facility) provides working capital and letter of credit capacity. In October 2017, a Fourth Amendment to the Facility was executed. The Fourth Amendment (1) extends the termination date of the Facility from February 15, 2019 to February 15, 2020; (2) increases the maximum aggregate amount of commitments under the Facility (including borrowings and letters of credit) from \$180.0 million to \$200.0 million; and (3) includes a condition that allows the Facility to be increased by an additional \$50.0 million to \$250.0 million, subject to the approval of any lenders providing any such increase. The aggregate collateral ratio (as defined by the underlying Credit Agreement) remained at 4.00 to 1.00 and the after-acquired exclusionary condition (also as defined by the underlying Credit Agreement) remained at \$800.0 million. The Facility continues to be with three 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 \$951.5 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, 2018, no borrowings and no letters of credit were outstanding under the Facility, resulting in a remaining capacity of \$200.0 million. As of September 30, 2017, no borrowings were outstanding under the Facility; however, \$34.7 million in letters of credit were outstanding, resulting in a remaining capacity of \$145.3 million. The Facility contains certain covenants, including negative covenants and financial maintenance covenants, with which we are required to comply. As of September 30, 2018, we were in compliance with all such covenants.

In October 2018, the Company executed a Fifth Amendment to the Facility, extending the termination date of the Facility from February 15, 2020 to February 15, 2021 and increasing the maximum aggregate amount of commitments under the Facility, including borrowings and letters of credit, from \$200.0 million to \$210.0 million. For a further discussion of the Fifth Amendment, refer to Note 22.

Letter of Credit Facilities

We have entered into stand-alone, cash-secured letter of credit agreements with banks to maintain our 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, 2018 and September 30, 2017, we had letters of credit outstanding under these additional facilities of \$10.4 million and \$10.8 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 (collectively, the "Bilateral Facility"). The Bilateral Facility will terminate on June 10, 2021. As of September 30, 2018, the total stated amount of performance letters of credit issued under the reimbursement agreement was \$27.7 million (and the stated amount of the backstop standby letter of credit issued under the credit agreement was \$30.0 million). The Company may enter into additional arrangements to provide greater letter of credit capacity.

Senior Notes

Our Senior Notes are unsecured obligations ranking pari passu with all other existing and future senior indebtedness. Substantially all of our 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 of our 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 to make certain investments. Compliance with our Senior Note covenants does not significantly impact our operations. We were in compliance with the covenants contained in the indentures of all of our Senior Notes as of September 30, 2018.

In September 2018, we redeemed our outstanding 5.75% unsecured Senior Notes due June 2019 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 and \$1.8 million was debt extinguishment costs. As a result, the Company terminated, cancelled, and discharged all of its obligations under the 2019 Notes. The retirement of the 2019 and 2027 Notes in fiscal 2018 resulted in an aggregate loss on extinguishment of debt of \$27.8 million for the year ended September 30, 2018.

In October 2017, we issued and sold \$400.0 million aggregate principal amount of 5.875% unsecured Senior Notes due October 2027 at par (before underwriting and other issuance costs) through a private placement to qualified institutional buyers (the 2027 Notes). 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. In addition, 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. The covenants related to the 2027 Notes are consistent with our other senior notes.

During the first quarter of fiscal 2018, the proceeds of the 2027 Notes, as well as \$34.5 million cash on hand, were used to redeem \$225.0 million of our 5.75% unsecured Senior Notes due 2019 and \$175.0 million of our 7.25% unsecured Senior Notes due 2023, 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 March 2017, we issued and sold \$250.0 million aggregate principal amount of 6.75% unsecured Senior Notes due March 2025 at par (before underwriting and other issuance costs) through a private placement to qualified institutional buyers (the 2025 Notes). Interest on the 2025 Notes is payable semi-annually, beginning on September 15, 2017. The 2025 Notes will mature on March 15, 2025. We may redeem the 2025 Notes at any time prior to March 15, 2020, 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. In addition, 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. Upon the occurrence of certain specified changes of control, the holders of the 2025 Notes will have the right to require us to purchase all or a part of the notes at a repurchase price equal to 101% of their principal amount, plus accrued and unpaid interest to, but excluding, the repurchase date. The covenants related to the 2025 Notes are consistent with our other senior notes.

During fiscal 2017, we redeemed our Senior Notes due 2021 and the remaining balance on our term loan, mainly by utilizing the proceeds received from the 2025 Notes issued during the current fiscal year, which is discussed above, as well as cash on hand. This debt repurchase activity resulted in a loss on extinguishment of debt of \$15.6 million for the year ended September 30, 2017.

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

Senior Note Description	Issuance Date	Maturity Date	Redemption Terms
8 3/4% Senior Notes	September 2016	March 2022	Callable at any time prior to March 15, 2019, 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 March 15, 2019, callable at a redemption price equal to 104.375% of the principal amount; on or after March 15, 2020, callable at a redemption price equal to 102.188% of the principal amount; on or after March 15, 2021, callable at a redemption price equal to 100% of the principal amount plus, in each case, accrued and unpaid interest
7 1/4% Senior Notes	February 2013	February 2023	Callable at any time on or after February 1, 2018 at a redemption price equal to 103.625% of the principal amount; on or after February 1, 2019, callable at a redemption price equal to 102.417% of the principal amount; on or after February 1, 2020, callable at a redemption price equal to 101.208% of the principal amount; on or after February 1, 2021, callable at 100% of the principal amount plus, in each case, accrued and unpaid interest
6 3/4% Senior Notes	March 2017	March 2025	Callable at any time prior to March 15, 2020, 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 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% of the principal amount, plus, in each case, accrued and unpaid interest
5 7/8% Senior Notes	October 2017	October 2027	Callable at any time prior to October 15, 2022, 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, 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% of the principal amount, plus, in each case, accrued and unpaid interest

Junior Subordinated Notes

Our 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 4.79% as of September 30, 2018 (because the rate on the portion of the Junior Subordinated Notes that was modified, as discussed below, is subject to a floor). The obligations relating to these notes are subordinated to the Facility and the Senior Notes. In January 2010, we 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, 2018, the unamortized accretion was \$36.8 million and will be amortized over the remaining life of the notes. As of September 30, 2018, we were in compliance with all covenants under our Junior Subordinated Notes.

Other Secured Notes Payable

We periodically acquire land through the issuance of notes payable. As of September 30, 2018 and September 30, 2017, we had outstanding notes payable of \$4.1 million and \$5.6 million, respectively, primarily related to land acquisitions. These secured notes payable have varying expiration dates in 2019, have a weighted-average fixed interest rate of 1.56% as of September 30, 2018 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 we 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 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:

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Balance at beginning of period	\$ 18,091	\$ 39,131	\$ 27,681
Accruals for warranties issued ^(a)	13,755	14,215	13,835
Changes in liability related to warranties existing in prior periods ^(b)	(2,401)	4,807	53,109
Payments made ^(b)	(14,114)	(40,062)	(55,494)
Balance at end of period	\$ 15,331	\$ 18,091	\$ 39,131

^(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 and 2016 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, 2018, we cumulatively recorded charges related to these issues of \$85.0 million.

Warranty reserves related to the Florida stucco issues decreased during the current fiscal year by \$0.6 million but increased by \$5.2 million during the prior year. As of September 30, 2018, 707 homes have been identified as likely to require repairs, of which 685 homes have been repaired. We made payments related to the Florida stucco issues of \$2.4 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 \$1.7 million as of September 30, 2018 compared to \$4.7 million as of September 30, 2017. 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, 2018. 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 \$0.2 million during fiscal 2018 and increased by \$4.8 million in fiscal 2017 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. The recoveries recorded during fiscal 2016 were \$3.6 million greater than the underlying expense related to the Florida stucco issues, as we began to recover more costs than initially anticipated. The remaining insurance recovery amount for the year ended September 30, 2016 beyond the Florida stucco issues related to expenditures for warranty issues that were individually immaterial but were also in excess of our insurance thresholds.

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.

Additionally, we entered into agreements with our third-party insurer during fiscal 2016 to resolve certain issues related to the extent of our insurance coverage for multiple policy years. These agreements resulted in our recognition of \$15.5 million in further insurance recoveries (in addition to those discussed above), which was recorded within our consolidated statements of operations as a reduction of our home construction expenses.

Litigation

From time to time, we receive claims from institutions that have acquired mortgages originated by our subsidiary, Beazer Mortgage Corporation (BMC), demanding damages or indemnity or that we repurchase such mortgages. BMC stopped originating mortgages in 2008. We have been able to resolve these claims for no cost or for amounts that are not material to our consolidated financial statements. At present there are no such claims outstanding; however, we cannot rule out the potential for additional mortgage loan repurchase or indemnity claims in the future. At this time, we do not believe that the exposure related to any such claims would be material to our consolidated financial condition, results of operations, or cash flows. As of September 30, 2018, no liability has been recorded for any such additional claims as such exposure is not both probable and reasonably estimable.

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, which 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.

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 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 \$3.7 million and \$3.9 million in other liabilities on our consolidated balance sheets related to litigation and other matters, excluding warranty, as of September 30, 2018 and 2017, respectively.

We had outstanding letters of credit and performance bonds of approximately \$38.1 million and \$237.8 million, respectively, as of September 30, 2018, 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, 2018, we recorded \$1.0 million in impairments on projects in process, impairments on land held for sale of \$5.9 million, and impairments on an investment in an unconsolidated entity of \$0.3 million. During the fiscal year ended September 30, 2017, we recorded impairments on projects in process of \$1.7 million and impairments related to land held for sale of \$0.6 million. During the fiscal year ended September 30, 2016, we recorded impairments on projects in process of \$13.7 million and impairments related to land held for sale of \$0.8 million.

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 our 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:

(In thousands)	Level 1	Level 2	Level 3	Total
Year Ended 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
Year Ended 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 ^(c)	325
Year Ended September 30, 2016				
Deferred compensation plan assets ^(a)	\$ —	\$ 765	\$ —	\$ 765
Development projects in progress ^(b)	—	—	34,418 ^(c)	34,418
Land held for sale ^(b)	—	—	19,973	19,973

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

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

^(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 our 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 of our other financial liabilities as of September 30, 2018 and September 30, 2017:

(In thousands)	As of September 30, 2018		As of September 30, 2017	
	Carrying Amount ^(a)	Fair Value	Carrying Amount ^(a)	Fair Value
Senior Notes ^(b)	\$ 1,163,138	\$ 1,096,214	\$ 1,259,840	\$ 1,355,657
Junior Subordinated Notes	64,003	64,003	61,937	61,937
Total	\$ 1,227,141	\$ 1,160,217	\$ 1,321,777	\$ 1,417,594

^(a) Carrying amounts are net of unamortized debt premium/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).

(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 \$4.8 million, \$4.9 million, and \$4.7 million for the fiscal years ended September 30, 2018, 2017, and 2016, 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, 2018, future minimum lease payments under noncancelable operating lease agreements are as follows:

Fiscal Year Ended September 30,

(In thousands)	
2019	\$ 4,624
2020	4,017
2021	3,326
2022	2,381
2023	1,643
Thereafter	839
Total	<u>\$ 16,830</u>

(12) Other Liabilities

Other liabilities consisted of the following as of September 30, 2018 and September 30, 2017:

(In thousands)	September 30, 2018	September 30, 2017
Accrued bonus and deferred compensation	\$ 41,508	\$ 36,753
Accrued warranty expenses	15,331	18,091
Customer deposits	14,903	11,704
Accrued interest	14,401	11,024
Litigation accrual	3,656	3,899
Income tax liabilities	710	811
Other	35,880	25,377
Total	<u>\$ 126,389</u>	<u>\$ 107,659</u>

(13) Income Taxes

Our expense from income taxes from continuing operations consists of the following for the periods presented:

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Current federal	\$ 57	\$ —	\$ —
Current state	512	859	595
Deferred federal ^(a)	102,082	1,625	5,574
Deferred state ^{(a) (b)}	(8,167)	212	10,329
Total	<u>\$ 94,484</u>	<u>\$ 2,696</u>	<u>\$ 16,498</u>

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

^(b) Fiscal 2016 expense includes \$8.6 million of additional valuation allowance on our state deferred tax assets due to a number of changes to the legal forms of our operating entities. This additional valuation allowance was for states that did not have a valuation allowance release in 2018. Refer to the discussion below titled "Valuation Allowance" for additional details.

The 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:

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Income tax computed at statutory rate	\$ 12,112	\$ 12,052	\$ 7,596
State income taxes, net of federal benefit	111	1,287	4,974
Deferred rate change	110,071	—	(678)
(Decrease) increase in valuation allowance - other ^(a) ^(b) ^(c)	(27,370)	(3,482)	6,457
Changes for uncertain tax positions	598	(685)	(40)
Stock based compensation	—	741	—
Permanent differences	2,133	496	400
Tax credits	(3,174)	(7,460)	(2,134)
Other, net	3	(253)	(77)
Total	\$ 94,484	\$ 2,696	\$ 16,498

^(a) For fiscal 2016, amount includes \$8.6 million of additional 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.”

^(b) For fiscal 2017, amount includes a \$3.5 million release of the valuation allowance on our state deferred tax assets due to changes in our state net operating loss estimates; refer to discussion below titled “Valuation Allowance.”

^(c) 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.

The principal differences between our effective tax rate and the U.S. federal statutory rate relate to state taxes, changes in our valuation allowance 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, 2018 and September 30, 2017:

(In thousands)	September 30, 2018	September 30, 2017
Deferred tax assets:		
Federal and state tax carryforwards	\$ 196,702	\$ 293,298
Inventory adjustments	29,565	59,507
Incentive compensation	11,959	19,043
Warranty and other reserves	6,350	6,140
Property, equipment and other assets	2,123	3,247
Other	734	1,785
Uncertain tax positions	734	1,332
Total deferred tax assets	248,167	384,352
Deferred tax liabilities:		
Deferred revenues	—	(11,297)
Total deferred tax liabilities	—	(11,297)
Net deferred tax assets before valuation allowance	248,167	373,055
Valuation allowance ^(a)	(34,212)	(65,159)
Net deferred tax assets	\$ 213,955	\$ 307,896

^(a) For fiscal 2018, amount includes a \$27.4 million release of the valuation allowance on our federal and state deferred tax assets. For fiscal 2017, amount includes a \$3.5 million release of the valuation allowance on our state deferred tax assets due to changes in our state operating loss estimates; refer to discussion below titled “Valuation Allowance.”

The Tax Cuts and Jobs Act (Tax Act) is comprehensive tax reform legislation that was enacted by the U.S. government on December 22, 2017. The Tax Act includes significant changes to the Internal Revenue Code, including a reduction in the corporate tax rate from 35.0% to 21.0%. Due to our fiscal year end, our fiscal 2018 provision was calculated using a blended 24.5% federal tax rate. The Tax Act contained additional changes that will impact our taxable income determinations, including, but not limited to, elimination of the corporate alternative minimum tax and a mechanism for refunding existing alternative minimum tax credits, and limitations on the deductibility of certain executive compensation. Although these provisions are not applicable until our fiscal 2019, we have recognized the impacts of the reduced federal tax rate and anticipated limitations on the deductibility of executive compensation in our fiscal 2018 provision. As of September 30, 2018, we have completed our analysis of the impacts of the Tax Act under SAB 118 with immaterial differences to our provisional amounts previously recorded.

As of September 30, 2018, our gross deferred tax assets above included \$133.2 million for federal net operating loss carryforwards, \$39.6 million for state net operating loss carryforwards, \$9.6 million for an alternative minimum tax credit and \$17.7 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 has an unlimited carryforward period. 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 expense from continuing operations of \$94.5 million in our fiscal 2018, compared to income tax expense from continuing operations of \$2.7 million and \$16.5 million in our fiscal 2017 and fiscal 2016, respectively. The income tax expense in our fiscal 2018 primarily resulted from income in the current 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. The income tax expense in our fiscal 2017 primarily resulted from income in the current year, 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. In fiscal 2016, our income tax expense primarily resulted from income generated in the fiscal year, offset by the generation of federal tax credits. Due to the effects of changes in our valuation allowance on our deferred tax balance and changes in our unrecognized tax benefits, our effective tax rates in fiscal 2018, 2017, and 2016 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 2016, we contemplated various tax planning strategies based on our operations profile. This planning resulted in a restructuring effort immediately following the close of our fiscal 2016, where we executed certain tax elections and a number of changes to the legal forms of our operating entities, which significantly reduced our income profile in certain state jurisdictions going forward. The restructuring reduced our effective tax rate in fiscal 2017 to an amount that is in-line with our peers, through a significant reduction in our state effective tax rate. In addition, the restructure provides cash tax savings in various jurisdictions where we no longer have significant state loss carryforwards available. In conjunction with the restructure, we also evaluated our ability to realize certain state components of our deferred tax asset. Given this change, we evaluated both positive and negative evidence, including consideration of a change in expected future taxable earnings in the separate state jurisdictions that will be impacted by the restructuring. Based on those evaluations, we recorded an additional \$8.6 million in valuation allowance during the quarter ended September 30, 2016 for state deferred tax assets we concluded are no longer more likely than not to be realized.

During fiscal 2017, we recorded additional 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.

In 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 current fiscal year, 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. As of September 30, 2018, the Company will have to cumulatively generate approximately \$768.0 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 \$34.2 million as of September 30, 2018 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:

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Balance at beginning of year	\$ 3,804	\$ 4,541	\$ 4,721
Additions for (reductions in) tax positions related to current year	—	61	(180)
Additions for tax positions related to prior years	—	2,611	—
Reductions in tax positions of prior years	—	(2,273)	—
Lapse of statute of limitations	(310)	(1,136)	—
Balance at end of year	\$ 3,494	\$ 3,804	\$ 4,541

If we were to recognize our \$3.5 million of gross unrecognized tax benefits remaining as of September 30, 2018, substantially all would impact our effective tax rate. Additionally, we had \$1.3 thousand and \$1.4 thousand of accrued interest and penalties as of September 30, 2018 and 2017, 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, 2018, it is reasonably possible that \$21.6 thousand of our uncertain tax positions will reverse within the next twelve months.

(14) Stockholders' Equity

Preferred Stock

We currently have no shares of preferred stock outstanding.

Common Stock

As of September 30, 2018, we had 63,000,000 shares of common stock authorized and 33,522,046 shares both issued and outstanding.

Common Stock Repurchases

During our fiscal 2018, 2017, and 2016, we did not repurchase any shares of our common stock in the open market. Any future stock repurchases, to the extent allowed by our existing debt covenants, must be approved by the Company's Board of Directors or its Finance Committee.

During our fiscal 2018, 2017, and 2016, 229,191, 32,035, and 16,779 shares of our common stock, respectively, were surrendered to us by employees as payment of minimum tax obligations upon the vesting of restricted stock awards under our stock incentive plans. We valued the surrendered stock at the market price on the date of surrender for an aggregate value of approximately \$3.4 million in fiscal 2018, \$0.4 million in fiscal 2017, and \$0.2 million in fiscal 2016.

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 2018, 2017, or 2016.

Section 382 Rights Agreement

In February 2011, the Company's stockholders approved an amendment 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 2013, 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. In February 2016, the Company's stockholders approved an extension of the Protective Amendment to November 12, 2019 and approved a new Section 382 Rights Agreement adopted by our Board of Directors with an expiration date of November 14, 2019.

(15) Retirement and Deferred Compensation Plans

401(k) Retirement Plan

We sponsor 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 after completing one calendar month of service. Participants may defer and contribute from 1% to 80% of their salary to the Plan, with certain limitations on highly compensated individuals. We match 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. Our total contributions for the fiscal years ended September 30, 2018, 2017, and 2016 were approximately \$3.3 million, \$3.0 million, and \$2.6 million, respectively. During fiscal 2018, 2017, and 2016, participants forfeited \$0.7 million, \$0.6 million, and \$0.4 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 \$1.6 million and \$1.1 million and deferred compensation liabilities of \$4.6 million and \$3.8 million as of September 30, 2018, and 2017, 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, 2018, 2017, and 2016, we contributed approximately \$0.2 million, \$0.3 million, and \$0.2 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. However, there are no more shares available for future issuance under our Amended and Restated 1999 Stock Incentive Plan (the 1999 Plan). We issue new shares upon the exercise of stock options and the vesting of restricted stock awards. In cases of forfeitures and shares returned to us for taxes, those shares are returned to the share pool for future issuance. As of September 30, 2018, we had approximately 2.6 million shares of common stock for issuance under our various equity incentive plans, of which approximately 2.1 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,		
	2018	2017	2016
Stock options expense	\$ 225	\$ 274	\$ 534
Restricted stock awards expense	10,033	7,885	7,425
Before tax stock-based compensation expense	10,258	8,159	7,959
Tax benefit	(2,622)	(2,917)	(2,832)
After tax stock-based compensation expense	\$ 7,636	\$ 5,242	\$ 5,127

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, 2018, the intrinsic value of our stock options outstanding, vested and expected to vest, vested and exercisable were \$0.1 million, \$0.1 million, and \$0.1 million, respectively. As of September 30, 2018 and September 30, 2017, there was \$0.2 million and \$0.3 million, respectively, of total unrecognized compensation cost related to unvested stock options. The cost remaining as of September 30, 2018 is expected to be recognized over a weighted-average period of 1.8 years.

During fiscal 2016, the Compensation Committee of our Board of Directors approved the Employee Stock Option Program (EOP). This program is available to all full-time employees, other than our senior leadership team, 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 3,950 options were granted through the end of fiscal 2018.

During the year ended September 30, 2018, we issued 25,230 stock options, including those issued under the EOP, each for one share of the Company's stock. These stock options typically vest ratably over three years from the date of grant, or two years from the date of grant if issued under the EOP. We used the following valuation assumptions for stock options granted for the periods presented:

	Fiscal Year Ended September 30,		
	2018	2017	2016
Expected life of options	5.0 years	5.4 years	4.9 years
Expected volatility	44.71%	50.10%	46.49%
Expected dividends	—	—	—
Weighted-average risk-free interest rate	2.10%	1.85%	1.36%
Weighted-average fair value	\$ 8.30	\$ 5.83	\$ 4.03

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:

	2018		2017		2016	
	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price
Outstanding at beginning of period	593,753	\$ 14.76	672,669	\$ 16.49	643,907	\$ 18.13
Granted	25,230	19.99	29,410	12.50	125,449	9.19
Exercised	(8,411)	7.52	(2,313)	10.80	—	—
Expired	(61,967)	23.19	(84,976)	28.45	(86,606)	19.70
Cancelled	—	—	(480)	23.65	—	—
Forfeited	(15,553)	10.46	(20,557)	11.97	(10,081)	10.98
Outstanding at end of period	533,052	\$ 14.26	593,753	\$ 14.76	672,669	\$ 16.49
Exercisable at end of period	479,538	\$ 14.03	476,606	\$ 15.91	503,594	\$ 17.76
Vested or expected to vest in the future	533,052	\$ 14.26	585,186	\$ 14.83	672,669	\$ 16.49

The following table summarizes information about stock options outstanding and exercisable as of September 30, 2018:

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	152,004	2.6	\$ 9.77	152,004	2.6	\$ 9.77
\$11 - \$15	207,451	3.2	13.33	177,617	2.7	13.37
\$16 - \$20	173,597	3.7	19.30	149,917	3.1	19.12
\$1 - \$20	533,052	3.2	\$ 14.26	479,538	2.8	\$ 14.03

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

	Fiscal Year Ended September 30,		
	2018	2017	2016
(In thousands)			
Intrinsic value of options exercised	\$ 76	\$ 13	\$ —
Fair market value of options vested	\$ 296	\$ 482	\$ 681

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, 2018 and September 30, 2017, there was \$8.8 million and \$8.8 million, respectively, of total unrecognized compensation cost related to unvested restricted stock awards. The cost remaining as of September 30, 2018 is expected to be recognized over a weighted-average period of 1.8 years.

We have issued restricted stock awards to officers and key employees under both the 2014 Plan and the 2010 Plan. During fiscal 2018, 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, 2018, we issued 165,085 shares of performance-based restricted stock (2018 Performance Shares) to our executive officers and certain other employees that also have market conditions. The 2018 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 2018 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 \$22.40 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,		
	2018	2017	2016
Expected volatility	21.1% - 61.2%	32.6% - 66.0%	29.9% - 151.2%
Risk-free interest rate	1.81%	1.30%	1.21%
Dividend yield	—	—	—
Grant-date stock price	\$ 20.50	\$ 12.51	\$ 14.24

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 2018 Performance Shares earned in excess of the target number of 165,085 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 2016 Performance Share grant was satisfied as of September 30, 2018. Based on the actual performance level achieved, 309,843 performance-based restricted stock awards from the 2016 Performance Share grant will cliff vest at the end of the three-year vesting period on November 23, 2018. Of the total \$4.8 million compensation cost related to these awards, we have recognized \$1.3 million, \$2.3 million, and \$1.0 million during the fiscal years ended September 30, 2018, 2017, and 2016, respectively. The remaining \$0.2 million of unrecognized compensation cost will be recognized in the first quarter of fiscal 2019.

Time-Based Restricted Stock Awards

During the year ended September 30, 2018, we also issued 277,165 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, 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

	Year Ended September 30, 2016					
	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	252,022	\$ 16.34	704,261	\$ 18.97	956,283	\$ 18.27
Granted	231,624	15.43	259,819	14.04	491,443	14.69
Vested	—	—	(127,993)	18.58	(127,993)	18.58
Forfeited	(34,953)	5.51	(28,963)	16.78	(63,916)	10.62
End of period	448,693	\$ 16.71	807,124	\$ 17.52	1,255,817	\$ 17.23

(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:

(In thousands, except per share data)	Fiscal Year Ended September 30,		
	2018	2017	2016
Numerator:			
(Loss) income from continuing operations	\$ (45,046)	\$ 31,953	\$ 5,205
Loss from discontinued operations, net of tax	(329)	(140)	(512)
Net (loss) income	\$ (45,375)	\$ 31,813	\$ 4,693
Denominator:			
Basic weighted-average shares	32,141	31,952	31,798
Dilutive effect of restricted stock awards	—	433	5
Dilutive effect of stock options	—	41	—
Diluted weighted-average shares ⁽¹⁾	32,141	32,426	31,803
Basic (loss) income per share:			
Continuing operations	\$ (1.40)	\$ 1.00	\$ 0.16
Discontinued operations	(0.01)	—	(0.01)
Total	\$ (1.41)	\$ 1.00	\$ 0.15
Diluted (loss) income per share:			
Continuing operations	\$ (1.40)	\$ 0.99	\$ 0.16
Discontinued operations	(0.01)	—	(0.01)
Total	\$ (1.41)	\$ 0.99	\$ 0.15

⁽¹⁾ 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 loss for the year ended September 30, 2018, all common stock equivalents were excluded from the computation of diluted loss per share for fiscal year 2018 because inclusion would have resulted in anti-dilution.

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Stock options	533	319	693
Time-based restricted stock	432	—	770
Performance-based restricted stock	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 income. Operating income for our homebuilding segments is defined as homebuilding and land sale and other revenues 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 income, and depreciation and amortization by segment for the periods presented:

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Revenue			
West	\$ 1,014,803	\$ 853,230	\$ 827,907
East	524,563	551,422	526,949
Southeast	567,767	511,626	467,258
Total revenue	\$ 2,107,133	\$ 1,916,278	\$ 1,822,114

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Operating income ^(a)			
West	\$ 142,310	\$ 110,600	\$ 99,835
East ^(b)	57,372	58,191	42,205
Southeast ^(c)	45,950	53,905	49,250
Segment total	245,632	222,696	191,290
Corporate and unallocated ^(d)	(164,084)	(160,558)	(131,965)
Total operating income	\$ 81,548	\$ 62,138	\$ 59,325

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Depreciation and amortization			
West	\$ 7,062	\$ 7,207	\$ 6,086
East	2,619	2,927	3,173
Southeast	3,053	2,564	2,451
Segment total	12,734	12,698	11,710
Corporate and unallocated ^(d)	1,073	1,311	2,084
Total depreciation and amortization	\$ 13,807	\$ 14,009	\$ 13,794

^(a) Operating 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) Operating income for our Southeast segment for the year ended September 30, 2016 was impacted by unexpected warranty costs related to the Florida stucco issues, net of expected insurance recoveries. This impact was a credit of \$3.6 million in fiscal 2016.
- (d) Corporate and unallocated operating loss includes amortization of capitalized interest and capitalized indirects; 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 certain other amounts that are not allocated to our operating segments. For the year ended September 30, 2016, the Corporate and unallocated operating loss includes a \$15.5 million reduction in home construction expenses resulting from an agreement entered into during the current fiscal year with our third-party insurer to resolve certain issues related to the extent of our insurance coverage (refer to Note 9).

Corporate and unallocated depreciation and amortization represents depreciation and amortization related to assets held by corporate functions that benefit all segments.

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

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Capital Expenditures			
West	\$ 8,152	\$ 7,086	\$ 6,570
East	2,234	2,474	2,441
Southeast	3,112	2,539	2,747
Corporate and unallocated	3,522	341	461
Total capital expenditures	<u>\$ 17,020</u>	<u>\$ 12,440</u>	<u>\$ 12,219</u>

The following table contains our asset balance by segment as of September 30, 2018 and 2017:

(In thousands)	September 30, 2018	September 30, 2017
Assets		
West	\$ 835,230	\$ 779,964
East	335,474	298,532
Southeast	414,685	331,618
Corporate and unallocated ^(a)	542,713	810,881
Total assets	<u>\$ 2,128,102</u>	<u>\$ 2,220,995</u>

- ^(a) Primarily consists of cash and cash equivalents, restricted cash, deferred taxes, capitalized interest and indirects 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 its subsidiaries. Some immaterial subsidiaries do not guarantee the Senior Notes. 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, 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 and other intangible assets, net	—	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 premium/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.
Condensed Consolidating Balance Sheet Information
September 30, 2017

<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	\$ 283,191	\$ 15,393	\$ 724	\$ (7,161)	\$ 292,147
Restricted cash	11,001	1,461	—	—	12,462
Accounts receivable (net of allowance of \$330)	—	36,322	1	—	36,323
Income tax receivable	88	—	—	—	88
Owned inventory	—	1,542,807	—	—	1,542,807
Investments in unconsolidated entities	773	3,221	—	—	3,994
Deferred tax assets, net	307,896	—	—	—	307,896
Property and equipment, net	—	17,566	—	—	17,566
Investments in subsidiaries	808,067	—	—	(808,067)	—
Intercompany	606,168	—	2,337	(608,505)	—
Other assets	599	7,098	15	—	7,712
Total assets	<u>\$ 2,017,783</u>	<u>\$ 1,623,868</u>	<u>\$ 3,077</u>	<u>\$ (1,423,733)</u>	<u>\$ 2,220,995</u>
LIABILITIES AND STOCKHOLDERS' EQUITY					
Trade accounts payable	\$ —	\$ 103,484	\$ —	\$ —	\$ 103,484
Other liabilities	11,229	96,189	241	—	107,659
Intercompany	2,337	613,329	—	(615,666)	—
Total debt (net of discount and debt issuance costs)	1,321,777	5,635	—	—	1,327,412
Total liabilities	<u>1,335,343</u>	<u>818,637</u>	<u>241</u>	<u>(615,666)</u>	<u>1,538,555</u>
Stockholders' equity	682,440	805,231	2,836	(808,067)	682,440
Total liabilities and stockholders' equity	<u>\$ 2,017,783</u>	<u>\$ 1,623,868</u>	<u>\$ 3,077</u>	<u>\$ (1,423,733)</u>	<u>\$ 2,220,995</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.
Fiscal Year Ended September 30, 2018					
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 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)
Fiscal Year Ended September 30, 2017					
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
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 (loss) 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.
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, 2016</i>					
Total revenue	\$ —	\$ 1,822,114	\$ 156	\$ (156)	\$ 1,822,114
Home construction and land sales expenses	77,941	1,431,840	—	(156)	1,509,625
Inventory impairments and abandonments	710	14,572	—	—	15,282
Gross (loss) profit	(78,651)	375,702	156	—	297,207
Commissions	—	70,460	—	—	70,460
General and administrative expenses	—	153,524	104	—	153,628
Depreciation and amortization	—	13,794	—	—	13,794
Operating (loss) income	(78,651)	137,924	52	—	59,325
Equity in income of unconsolidated entities	—	131	—	—	131
Loss on extinguishment of debt	(13,423)	—	—	—	(13,423)
Other (expense) income, net	(25,388)	1,061	(3)	—	(24,330)
(Loss) income before income taxes	(117,462)	139,116	49	—	21,703
(Benefit) expense from income taxes	(70,126)	86,605	19	—	16,498
Equity in income of subsidiaries	52,541	—	—	(52,541)	—
Income from continuing operations	5,205	52,511	30	(52,541)	5,205
Loss from discontinued operations, net of tax	—	(503)	(9)	—	(512)
Equity in loss of subsidiaries	(512)	—	—	512	—
Net income	\$ 4,693	\$ 52,008	\$ 21	\$ (52,029)	\$ 4,693

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.
Fiscal Year Ended September 30, 2018					
Net cash (used in) provided by operating activities	\$ (25,713)	\$ 56,153	\$ (152)	\$ —	\$ 30,288
Cash flows from investing activities:					
Capital expenditures	—	(17,020)	—	—	(17,020)
Proceeds from sale of fixed assets	—	370	—	—	370
Cash used for business 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	(497,915)	—	—	—	(497,915)
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	(107,501)	49,018	—	(49,018)	(107,501)
(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	294,191	16,855	724	(7,161)	304,609
Cash, cash equivalents and restricted cash at end of period	\$ 104,795	\$ 47,878	\$ 575	\$ —	\$ 153,248

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.
Fiscal Year Ended September 30, 2017					
Net cash (used in) provided by operating activities	\$ (74,046)	\$ 170,129	\$ (174)	\$ —	\$ 95,909
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	(253,046)	(12,437)	—	—	(265,483)
Proceeds from issuance of new debt	250,000	—	—	—	250,000
Repayment of borrowing from credit facility	(25,000)	—	—	—	(25,000)
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	(8,356)	(157,896)	—	145,459	(20,793)
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	228,512	18,405	859	(4,500)	243,276
Cash, cash equivalents and restricted cash at end of period	\$ 294,191	\$ 16,855	\$ 724	\$ (7,161)	\$ 304,609
Fiscal Year Ended September 30, 2016					
Net cash (used in) provided by operating activities	\$ (56,218)	\$ 219,401	\$ (158)	\$ —	\$ 163,025
Cash flows from investing activities:					
Capital expenditures	—	(12,219)	—	—	(12,219)
Proceeds from sale of fixed assets	—	2,624	—	—	2,624
Investments in unconsolidated entities	—	(4,241)	—	—	(4,241)
Return of capital from unconsolidated entities	—	1,142	—	—	1,142
Advances to/from subsidiaries	203,690	—	11	(203,701)	—
Net cash provided by (used in) investing activities	203,690	(12,694)	11	(203,701)	(12,694)
Cash flows from financing activities:					
Repayment of debt	(819,044)	(9,177)	—	—	(828,221)
Proceeds from issuance of new debt	642,150	—	—	—	642,150
Borrowing from credit facility	90,000	—	—	—	90,000
Repayment of borrowing from credit facility	(90,000)	—	—	—	(90,000)
Debt issuance costs	(11,246)	—	—	—	(11,246)
Other financing activities	(222)	—	—	—	(222)
Advances to/from subsidiaries	—	(202,393)	—	202,393	—
Net cash used in financing activities	(188,362)	(211,570)	—	202,393	(197,539)
Decrease in cash and cash equivalents	(40,890)	(4,863)	(147)	(1,308)	(47,208)
Cash, cash equivalents and restricted cash at beginning of period	269,402	23,268	1,006	(3,192)	290,484
Cash, cash equivalents and restricted cash at end of period	\$ 228,512	\$ 18,405	\$ 859	\$ (4,500)	\$ 243,276

(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, 2018 or September 30, 2017. 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:

(In thousands)	Fiscal Year Ended September 30,		
	2018	2017	2016
Total revenue	\$ 633	\$ —	\$ —
Home construction and land sales expenses	612	72	668
Inventory impairments and abandonments	450	—	—
Gross loss	(429)	(72)	(668)
General and administrative expenses	101	169	137
Operating loss	(530)	(241)	(805)
Equity in income of unconsolidated entities	93	31	12
Other (expense) income, net	(4)	(5)	6
Loss from discontinued operations before income taxes	(441)	(215)	(787)
Benefit from income taxes	(112)	(75)	(275)
Loss from discontinued operations, net of tax	\$ (329)	\$ (140)	\$ (512)

(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 2018	Quarter Ended			
	December 31	March 31	June 30	September 30
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

Fiscal 2017

Total revenue	\$ 339,241	\$ 425,468	\$ 478,588	\$ 672,981
Gross profit ^(a)	53,663	67,398	78,443	113,360
Operating income	1,275	7,511	15,569	37,783
Net (loss) income from continuing operations ^(b)	(1,359)	(7,495)	7,114	33,693
Basic EPS from continuing operations ^(c)	\$ (0.04)	\$ (0.23)	\$ 0.22	\$ 1.05
Diluted EPS from continuing operations ^(c)	\$ (0.04)	\$ (0.23)	\$ 0.22	\$ 1.03

^(a) Gross profit in fiscal 2018 and 2017 includes inventory impairment and abandonments as follows:

(In thousands)	Fiscal 2018		Fiscal 2017	
1st Quarter	\$	—	\$	—
2nd Quarter		—		282
3rd Quarter		168		470
4th Quarter		6,331		1,693
	\$	6,499	\$	2,445

^(b) Net (loss) income from continuing operations in fiscal 2018 and 2017 includes (loss) gain on extinguishment of debt as follows:

(In thousands)	Fiscal 2018		Fiscal 2017	
1st Quarter	\$	(25,904)	\$	—
2nd Quarter		—		(15,563)
3rd Quarter		—		—
4th Quarter		(1,935)		2,933
	\$	(27,839)	\$	(12,630)

^(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.

(22) Subsequent Events

On October 1, 2018, the Company executed a Fifth Amendment to the Facility. The Fifth Amendment extended the termination date of the Facility from February 15, 2020 to February 15, 2021, increased the maximum aggregate amount of commitments under the Facility (including borrowings and letters of credit) from \$200.0 million to \$210.0 million, and reduced the applicable margin by 50 basis points at each level.

On November 7, 2018, 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. Under the share repurchase program, the Company intends to initially purchase approximately \$16.5 million of its outstanding shares pursuant to an accelerated share repurchase program (ASR). Upon completion of the ASR, the Company may execute the remaining portion of its repurchase program from time to time on the open-market, through privately negotiated transactions, or otherwise. Repurchases of such shares may be made under a Rule 10b5-1 plan, which would permit repurchases when the Company might otherwise be precluded from doing so under insider trading laws. The timing and amount of repurchase transactions is subject to the Company's discretion and will depend on a variety of factors, including market and business conditions, compliance with the Company's debt agreements, and other considerations. The Company expects to fund repurchases under the share repurchase program with cash on hand and cash generated from operations. Once the ASR has been completed, the Company is not obligated to acquire any particular number of shares remaining under its repurchase program and the program may be suspended or discontinued at any time.

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, 2018 and 2017, the related consolidated statements of operations, stockholders' equity, and cash flows, for each of the three years in the period ended September 30, 2018, 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, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2018, 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, 2018, 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, 2018, 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, 2018

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, 2018, 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, 2018, 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, 2018, of the Company and our report dated November 13, 2018, expressed an unqualified opinion on those financial statements.

As described in Management's Report on Internal Control over Financial Reporting, management excluded from its assessment the internal control over financial reporting at Venture Homes which was acquired on July 13, 2018 and whose financial statements constitute 3.2% of total assets and 0.8% of revenues of the consolidated financial statement amounts as of and for the year ended September 30, 2018. Accordingly, our audit did not include the internal control over financial reporting at Venture Homes.

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, 2018

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, 2018 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, 2018.

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, 2018. 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, 2018. The effectiveness of our internal control over financial reporting as of September 30, 2018 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."

Management's evaluation did not include the internal controls over financial reporting of Venture Homes, which was acquired on July 13, 2018. Total assets and total revenue related to this acquisition represented 3.2% and 0.8%, respectively, of the related consolidated financial statement amounts as of and for the year ended September 30, 2018.

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, 2018 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 2019 Annual Meeting of Stockholders, which is expected to be filed on or before December 15, 2018.

Code of Ethics

Beazer Homes has adopted a Code of Business Conduct and Ethics (the "Code") for its senior financial officers, which applies to its principal executive officer, principal financial officer, principal accounting officer, and other senior financial officers. In November 2016, 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 2019 Annual Meeting of Stockholders, which is expected to be filed on or before December 15, 2018.

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 2019 Annual Meeting of Stockholders, which is expected to be filed on or before December 15, 2018.

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 2019 Annual Meeting of Stockholders, which is expected to be filed on or before December 15, 2018.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated by reference to our proxy statement for our 2019 Annual Meeting of Stockholders, which is expected to be filed on or before December 15, 2018.

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

	<u>Page Herein</u>
Consolidated Balance Sheets as of September 30, 2018 and 2017	44
Consolidated Statements of Operations for the fiscal years ended September 30, 2018, 2017, and 2016	45
Consolidated Statements of Stockholders' Equity for the fiscal years ended September 30, 2018, 2017, and 2016	46
Consolidated Statements of Cash Flows for the fiscal years ended September 30, 2018, 2017, and 2016	47
Notes to Consolidated Financial Statements	48

2. Financial Statement Schedules

None required.

3. Exhibits

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

<u>Exhibit Number</u>	<u>Exhibit Description</u>
3.1	— 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)
3.2	— 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)
3.3	— 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)
3.4	— 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)
3.5	— 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)
3.6	— 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)
3.7	— 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)
3.8	— 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)
4.1	— 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)
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 \(incorporated herein by reference to Exhibit 99.2 of the Company's Form 8-K filed on January 17, 2006\)](#)
- 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.
- 4.13 — [Indenture for 7.250% Senior Secured Notes due 2023, dated February 1, 2013, by and among the Company, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee \(incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on February 5, 2013\)](#)
- 4.14 — [Form of 7.250% Senior Secured Note due 2023 \(incorporated herein by reference to Exhibit 4.2 of the Company's Form 8-K filed on February 5, 2013\)](#)
- 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, 2015, and effective as of November 14, 2016, between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent \(incorporated herein by reference to Appendix II of the Company's Form DEF 14A filed on December 21, 2015\)](#)
- 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.

- 4.26 — [Indenture for 8.750% Senior Notes due 2022, dated September 21, 2016, by and among the Company, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee \(incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on September 22, 2016\)](#)
- 4.27 — [Form of 8.750% Senior Note due 2022 \(incorporated by reference to Exhibit 4.2 of the Company's Form 8-K filed on September 21, 2016\)](#)
- 4.28 — [Supplemental Indenture for 8.750% Senior Notes due 2022, dated September 30, 2016, by and among the Company, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee \(incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on September 30, 2016\)](#)
- 4.29 — [Registration Rights Agreement, dated as of September 21, 2016, by and among Beazer Homes USA, Inc. and Credit Suisse Securities \(USA\) LLC \(incorporated herein by reference to Exhibit 4.3 of the Company's Form 8-K filed September 22, 2016\)](#)
- 4.30 — [Registration Rights Agreement, dated as of September 30, 2016, by and among Beazer Homes USA, Inc. and Credit Suisse Securities \(USA\) LLC \(incorporated herein by reference to Exhibit 4.3 of the Company's Form 8-K filed September 30, 2016\)](#)
- 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 \(incorporated herein by reference to Exhibit 4.3 of the Company's Form 8-K filed March 15, 2017\)](#)
- 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](#)
- 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*	—	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	—	XRBL 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.

10.29*	—	<u>Severance and Change In Control Agreement by and between Keith L. Belknap and the Company, effective as of September 18, 2018</u>
21	—	<u>Subsidiaries of the Company</u>
23	—	<u>Consent of Deloitte & Touche LLP</u>
31.1	—	<u>Certification pursuant to 17 CFR 240.13a-14 promulgated under Section 302 of the Sarbanes-Oxley Act of 2002</u>
31.2	—	<u>Certification pursuant to 17 CFR 240.13a-14 promulgated under Section 302 of the Sarbanes-Oxley Act of 2002</u>
32.1	—	<u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
32.2	—	<u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
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	—	XRBL Definition Linkbase Document

* Represents a management contract or compensatory plan or arrangement.

(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, 2018

Beazer Homes USA, Inc.

By: /s/ Allan P. Merrill

Name: Allan P. Merrill

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, 2018

By: /s/ Stephen P. Zelnak

Name: Stephen P. Zelnak, Jr.

Director and Non-Executive Chairman of the Board

Date: November 13, 2018

By: /s/ Allan P. Merrill

Name: Allan P. Merrill

President, Chief Executive Officer and Director

Date: November 13, 2018

By: /s/ Elizabeth S. Acton

Name: Elizabeth S. Acton

Director

Date: November 13, 2018

By: /s/ Laurent Alpert

Name: Laurent Alpert

Director

Date: November 13, 2018

By: /s/ Brian C. Beazer

Name: Brian C. Beazer

Director and Chairman Emeritus

Date: November 13, 2018

By: /s/ Peter G. Leemputte

Name: Peter G. Leemputte

Director

Date: November 13, 2018

By: /s/ Peter M. Orser

Name: Peter M. Orser

Director

Date: November 13, 2018

By: /s/ Norma Provencio

Name: Norma Provencio

Director

Date: November 13, 2018

By: /s/ Danny R. Shepherd

Name: Danny R. Shepherd

Director

Date: November 13, 2018

By:

/s/ Robert L. Salomon

Name:

Robert L. Salomon
Executive Vice President and Chief Financial Officer

SEVERANCE AND CHANGE IN CONTROL AGREEMENT

THIS SEVERANCE AND CHANGE IN CONTROL AGREEMENT (this “Agreement”) is entered into effective as of September ____, 2018 (the “Effective Date”), by and between Beazer Homes USA, Inc., a Delaware corporation (the “Company”), and Keith L. Belknap (“Executive”).

RECITALS

- A. Executive is an experienced leader with considerable skill and expertise valuable to the success of the Company.
- B. The Company desires to employ Executive and Executive wishes to provide his services to the Company.
- C. The Company and Executive previously entered into a Severance and Change in Control Agreement, effective as of January 8, 2018 (the “Prior Agreement”), that is being superseded and replaced in its entirety by this Agreement.
- D. The Company desires to provide Executive compensation and benefits in the event his employment is terminated under certain circumstances as hereinafter provided.
- E. During employment with the Company, Executive will have access to certain Confidential Information and trade secrets of the Company and its Affiliates. It is desirable and in the best interests of the Company to protect the Confidential Information and trade secrets of the Company and its Affiliates, to prevent unfair competition by former executives of the Company following separation of their employment with the Company and to secure cooperation of former executives with respect to matters related to their employment with the Company.
- F. Executive acknowledges that his receipt of compensation and benefits under this Agreement depends on, among other things, Executive’s willingness to agree to and abide by the non-disclosure, non-competition, non-solicitation and other covenants contained in this Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing premises, the Company and Executive agree as follows:

1. **Employment.** As of the Effective Date, the Company will employ Executive, and Executive will accept such employment and perform services for the Company, upon the terms and conditions set forth in this Agreement. Executive is an at-will employee, whose employment with the Company may be terminated at any time, with or without Cause, for any reason or no reason, by either party, but subject to any notice requirements and post-termination obligations of the parties provided for in this Agreement.

2. **Position and Duties.**

(a) **Position with the Company.** Executive will be employed by the Company as Executive Vice President and General Counsel reporting to the President and Chief Executive Officer (“CEO”) of the Company. Executive shall have the duties and powers customarily associated with such offices and shall perform such duties and

responsibilities as the CEO or the Board of Directors (the “Board”) may assign to him from time to time, which will be consistent with his position. If requested by the Board, Executive will also serve on the board of directors of any of the Company’s Affiliates and provide services to the Company, or any of its Affiliates, in such capacities as may be requested from time to time by the CEO or the Board, all without additional compensation.

(b) **Performance of Duties and Responsibilities.** While Executive is employed by the Company, Executive will serve the Company and its Affiliates faithfully and to the best of his ability and will devote his full time, attention and efforts to the business of the Company and its Affiliates and the promotion of the Company’s interests. Executive will follow and comply with, and hereby agrees to be bound by, applicable policies, programs and procedures adopted by the Board or the Company from time to time, including without limitation, policies relating to business ethics, conflict of interest, trading the stock of the Company, non-discrimination and non-harassment, confidentiality and protection of trade secrets and programs relating to ownership of stock in the Company by executives. Executive agrees not to accept other employment or engage in other material business activity, including serving on the board of directors of other companies, except as approved in writing by the Board, but may participate in charitable and personal investment activities, so long as such activities do not interfere with the performance of his duties and responsibilities hereunder. Executive hereby represents and confirms that he is under no contractual or legal commitments that would prevent him from fulfilling his duties and responsibilities as set forth in this Agreement.

(c) **Place of Employment.** Executive’s initial primary office will be at the Company’s headquarters located at 1000 Abernathy Road, Atlanta, GA 30328. Executive will perform his duties primarily from such location, subject to business travel in the ordinary course of Executive’s performance of his duties and responsibilities as may reasonably be required, including visits to the Company’s then current offices and communities, as well as any new offices and communities the Company or its Affiliates shall operate from in the future.

3. **Compensation.**

(a) **Base Salary.** The Company shall pay to Executive an annual base salary of Four Hundred Fifty Thousand Dollars (\$450,000) (prorated for partial monthly and annual periods), less deductions and withholdings, which base salary shall be paid in accordance with the Company’s normal payroll policies and procedures (the “Base Salary”). The Board or the Compensation Committee of the Board (the “Committee”) shall conduct annual performance reviews of Executive for merit increases and may, in its sole discretion, increase Executive’s Base Salary from time to time.

(b) **Short-Term Incentive Compensation.** Executive shall be eligible to participate in the Company’s annual cash incentive program (the “STIP”) with an annual target bonus of one hundred percent (100%) of Executive’s Base Salary. The Board or the Committee will annually establish the terms and conditions of the STIP. Except as otherwise set forth herein, in order to be eligible to receive any performance-based bonus under this Section 3(b), Executive must be employed by the Company through the close of business on the first business day of the fiscal year immediately following the fiscal year for which such performance-based bonus was earned (or, if earlier, the date such performance-based bonus is paid). Achievement of the performance criteria for each such fiscal year will be determined by the Committee, in its sole discretion, within sixty (60) days after the end of the applicable fiscal year and will be earned and paid in accordance with the Company’s standard policies adopted from time to time, but in no event will any performance-based bonus under this Section 3(b) be paid later than last day of the calendar year during which the applicable fiscal year ends (e.g., for the fiscal year ending September 30, 2018 any payment would be made by no later than December 31, 2018).

(c) **Employee Benefits.** While Executive is employed by the Company hereunder, Executive shall be entitled to participate in all employee benefit plans and programs of the Company as are provided from time

to time by the Company or its Affiliates to senior executives of the Company to the extent that Executive meets the eligibility requirements for each individual plan or program. The Company provides no assurance as to the adoption or continuance of any particular employee benefit plan or program, and Executive's participation in any such plan or program shall be subject to the provisions, rules and regulations of such plan or program.

(d) **Long-Term Incentive Compensation.** Executive shall be eligible to participate in the Company's 2014 Long-Term Incentive Plan (as the same may be amended or replaced, the "LTI") and other long-term incentive compensation programs the Company may establish. Executive shall be eligible to receive annual awards or grants having a value of up to one hundred twenty-five percent (125%) of Executive's Base Salary (subject to increase or decrease by the Committee). The amount, form of award or grant, vesting and other terms and conditions of the award or grant shall be determined by the Committee, in its sole discretion.

(e) **Deferred Compensation Plan.** Executive will be eligible to participate in the Company's Deferred Compensation Plan ("DCP"). In addition to being able to contribute a portion of Executive's salary or bonus to the DCP, Executive will receive an annual Company contribution to his DCP account, which such contribution may, in the Committee's sole discretion, increase from time to time. Such contribution shall be paid in installments throughout the year in accordance with the Company's payroll practices.

(f) **Expenses.** The Company shall reimburse Executive for all reasonable out-of-pocket business, travel and entertainment expenses incurred by Executive in the performance of the duties and responsibilities hereunder. Such reimbursement shall be subject to the Company's normal policies and procedures for expense pre-approval and verification, documentation and reimbursement.

(g) **Vacation.** Executive shall be eligible for vacation each year in accordance with the Company's standard policies applicable to his position. Such vacation will be taken at such times so as not to disrupt the operations of the Company.

(h) **Recoupment of Incentive Compensation.** Performance-related bonuses and other incentive compensation, including equity awards, paid or granted to Executive will be subject to the terms of any policy of recovery or recoupment of compensation adopted from time to time by the Board or the Committee (as any such policy may be amended) as they deem necessary or desirable to provide for recovery of erroneously awarded compensation, including, without limitation, to comply with the requirements of Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (providing for recovery of erroneously awarded compensation), Section 304 of the Sarbanes-Oxley Act of 2002 (providing for forfeiture of certain bonuses and profits), and any implementing rules and regulations of the U.S. Securities and Exchange Commission and the national securities exchange on which the Company's stock is listed, adopted in accordance with either of those Acts, which policy is incorporated into this Agreement by this reference.

4. **Confidential Information.** Executive acknowledges that during his employment with the Company he will be in possession of, and will receive, Confidential Information (as hereinafter defined) and trade secrets of the Company and its Affiliates. Except as approved in writing by the Board or by Company policies approved by the Board, during his employment with the Company and at all times thereafter, Executive shall not divulge, furnish or make accessible to anyone or use in any way other than in the ordinary course of the business of the Company and its Affiliates, any Confidential Information or trade secrets of the Company or any of its Affiliates. For purposes of this Agreement, Confidential Information means and includes: (a) any confidential, proprietary or secret designs, processes, formulae, plans, devices or material (whether or not patented or patentable) directly or indirectly useful in any aspect of the business of the Company and/or its Affiliates, (b) any customer or supplier lists of the Company and/or its Affiliates, (c) any confidential, proprietary or secret development or research work of the Company and/or its Affiliates,

(d) any strategic or other business, marketing or sales plans of the Company and/or its Affiliates, or (e) any financial data or plans respecting the Company and/or its Affiliates. Executive acknowledges that the Confidential Information and trade secrets constitute a unique and valuable asset of the Company and/or its Affiliates and represent a substantial investment of time and expense by the Company and/or its Affiliates, and that any disclosure or other use of such Confidential Information and trade secrets other than for the sole benefit of the Company and/or its Affiliates, would be wrongful and would cause irreparable harm to the Company and/or its Affiliates. The foregoing obligations of confidentiality shall not apply to any knowledge or information that (x) is now or subsequently becomes generally publicly known in the form in which it was obtained from the Company, other than as a direct or indirect result of the breach of this Agreement by Executive or (y) is required to be disclosed by legal process. The obligations of Executive in this Section 4 will continue throughout Executive's employment with the Company and indefinitely following the termination of Executive's employment with the Company. Notwithstanding the foregoing, in accordance with the Defend Trade Secrets Act of 2016, Executive understands that an individual may not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret (as that term is defined in the Defend Trade Secrets Act of 2016) that is made in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney if such disclosure (a) is made solely for the purpose of reporting or investigating a suspected violation of law or (b) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

5. Ventures; Intellectual Property. If, during his employment with the Company, Executive is engaged in or associated with the planning or implementing of any project, program or venture involving the Company and/or its Affiliates and a third party or parties, all rights in such project, program or venture shall belong to the Company or its Affiliates. Except as approved in writing by the Board, Executive shall not be entitled to any interest in any such project, program or venture or to any commission, finder's fee or other compensation in connection therewith, other than the compensation to be paid to Executive by the Company as provided in this Agreement. Except as expressly permitted by Section 6(c), Executive shall have no interest, direct or indirect, in any customer or supplier that conducts business with the Company and/or its Affiliates, unless such interest has been disclosed in writing to and approved by the Board before such customer or supplier seeks to do business with the Company or its Affiliates, as applicable. All know-how, improvements and inventions, whether or not patentable, and trade secret information conceived or originated by Executive that arise during his employment with the Company or out of the performance of his duties and responsibilities under this Agreement or any related material or information shall be the property of the Company, and all rights therein are hereby assigned by Executive to the Company. All right, title and interest in all copyrightable material that Executive shall conceive or originate individually or jointly or commonly with others, and that arise during his employment with the Company or out of the performance of his duties and responsibilities under this Agreement, shall be the property of the Company, shall be considered "works made for hire," as defined in the U.S. Copyright Act, and are hereby assigned by Executive to the Company, along with ownership of any and all copyrights in the copyrightable material. Executive shall execute any and all instruments and perform all other acts necessary in furtherance of this Section 5, including without limitation, all actions necessary to file patent applications and to register copyrights on behalf of the Company. The obligations of Executive in this Section 5 shall survive the termination of Executive's employment with the Company.

6. Noncompetition and Nonsolicitation Covenants.

(a) Executive covenants and agrees that during employment and, in the event Executive receives severance payments as provided in Section 8 hereof, for the longer of (x) the twelve (12) month period immediately following Executive's Termination Date, or (y) the period immediately following Executive's Termination Date for which Executive receives severance pay as provided in Section 8 (whether paid in a lump sum or installments) (such applicable period in clause (x) or (y) being referred to herein as the "Restricted Period"), Executive will not (except

on behalf of the Company or an Affiliate), directly or indirectly, serve or act as an owner, principal, partner, employee, officer, director, stockholder or consultant (which term does not include acting in an investment banking capacity) of a Competitive Business in the Restricted Area. For purposes hereof, (i) “Competitive Business” shall mean the production homebuilding business for single family homes (whether attached or detached) and other businesses in which the Company and its Affiliates are engaged (or have prepared written plans to engage) at any time during the period between the Effective Date and the Termination Date and the business activities related to such production homebuilding business, including acquiring and developing land and related improvements, land banking, the design, construction, marketing and sale of single family homes (whether attached or detached), arranging contracts with vendors, suppliers and subcontractors, and establishing warranty services; provided, however, Competitive Business shall not include providing businesses with consulting advice and contact information with respect to lending institutions and other financing sources, but only if such businesses and their affiliates do not own or operate a production homebuilding business for single family homes, and (ii) the “Restricted Area” shall mean anywhere in the United States where the Company or any Affiliate is conducting, or is actively engaged in pursuing, the production homebuilding business for single family homes (whether attached or detached) on the Termination Date. Nothing in this Section 6(a) shall prohibit Executive from being a passive owner of not more than five percent (5%) of the outstanding shares of any class of securities of any Person listed on a national securities exchange which is engaged in a Competitive Business, so long as Executive has no active participation in the Competitive Business of such Person and does not serve on the board of directors or similar body of such Person.

(b) Executive covenants and agrees that during employment and during the Restricted Period, whether or not Executive is terminated with or without Cause, whether such termination is at the instance of Executive (with or without Good Reason) and regardless of whether Executive receives severance payments as provided in Section 8 hereof, Executive will not, on behalf of himself or directly or indirectly through another Person (including without limitation as an owner, principal, partner, officer, director, stockholder, employee, consultant or otherwise):

(i) call on, solicit for services, divert, take away or otherwise attempt in any manner to solicit the business of any customer, supplier or other business relation of the Company or any of its Affiliates for a purpose that is a Competitive Business, or in any way interfere with the relationship between any such customer, supplier or other business relation and the Company or any of its Affiliates (including, without limitation, inducing such Person to cease doing business with the Company or any of its Affiliates or making any negative statements or communications about the Company or any of its Affiliates); or

(ii) hire, engage, employ, solicit, take away, induce or attempt to hire, engage, solicit, take away or induce (either on Executive’s behalf or on behalf of any other Person) any Person who is then an employee or contractor of the Company or any of its Affiliates or who was an employee or contractor of the Company or any of its Affiliates (with respect to the Company’s or any of its Affiliates’ business) at any time during the twelve (12) month period immediately preceding Executive’s Termination Date, if applicable; provided, however, the foregoing shall not apply to any general solicitation conducted through the use of advertisements in the media, through the use of search firms or other routine recruiting activities, provided further that such searches are not specifically targeted at employees of the Company or any Affiliate and that any Person who Executive is otherwise precluded from hiring, engaging, employing, soliciting or taking away under this Section 6(b)(ii) is not hired to fill such open position.

(c) In the event Executive is subject to the noncompetition covenant set forth in Section 6(a) hereof, Executive shall notify the Company promptly upon his acceptance of employment (or commencement of providing consulting services) during the Restricted Period.

(d) The Company and Executive hereby agree and acknowledge that (i) the Company’s business is national in nature and therefore the geographic restrictions imposed by the noncompetition and nonsolicitation

covenants set forth in Sections 6(a) and 6(b) hereof are reasonable, necessary and appropriate in light of the nature of the Company's business; (ii) by having access to information concerning employees and customers of the Company, Executive shall obtain a competitive advantage as to such parties; (iii) the covenants and agreements of Executive contained in this Agreement are reasonably necessary to protect the interests of the Company in whose favor said covenants and agreements are imposed in light of the nature of the Company's business and the involvement of Executive in such business; (iv) the restrictions imposed by this Agreement are not greater than are necessary for the protection of the Company in light of the substantial harm that the Company will suffer should Executive breach any of the provisions of said covenants or agreements; and (v) the covenants and agreements of Executive contained in this Agreement form material consideration for this Agreement. In the event that a court of competent jurisdiction shall determine that any provision of this Agreement or the application thereof is unenforceable in whole or in part because of the geographic area, duration or scope thereof, the parties hereto agree that said court in making such determination shall have the power to modify the geographic area, duration and scope of such provision to the extent necessary to make it enforceable, and that the provision in its modified form shall be valid and enforceable to the full extent permitted by law.

(e) Executive acknowledges and affirms that a breach of Section 6(a) or 6(b) by Executive cannot be adequately compensated in an action for damages at law, and equitable relief would be necessary to protect the Company and its Affiliates from a violation of this Agreement and from the harm which this Agreement is intended to prevent. Accordingly, and notwithstanding anything contained in Section 14 hereof to the contrary, Executive agrees that in the event of any actual or threatened breach of such provisions, the Company and its Affiliates shall (in addition to any other remedies which they may have) be entitled to enforce their rights and Executive's obligations under this Section 6 not only by an action or actions for damages, but also by an action or actions for specific performance, temporary and/or permanent injunctive relief and/or other equitable relief in order to enforce or prevent any violations (whether anticipatory, continuing or future) of the provisions of this Section 6 (including the extension of the Restricted Period by a period equal to (i) the length of the violation of this Section 6, plus (ii) the length of any court proceedings necessary to stop such violation), and such relief may be granted without the necessity of proving actual damages or the inadequacy of money damages, or posting bond. In the event of a breach or violation by Executive of this Section 6, the running of the Restricted Period (but not Executive's obligations under this Section 6) shall be tolled with respect to Executive during the continuance of any breach of violation.

7. Termination of Employment.

(a) Executive's employment with the Company shall terminate upon:

(i) Executive's receipt of written notice from the Company of the termination of his employment for other than Cause (as hereinafter defined), effective as of the date indicated in such notice (which date may be the date of Executive's receipt of such notice);

(ii) Executive's receipt of written notice from the Committee that Executive's employment with the Company is being terminated for Cause, subject to compliance by the Committee with the procedures set forth in Section 8(h);

(iii) Executive's resignation or other voluntary termination of his employment (with or without Good Reason), including Retirement; provided that Executive shall be required to give thirty (30) days' advance written notice of his termination or resignation, except for a termination for Good Reason in which event the notice provisions of Section 8(l) shall apply;

(iv) Executive's Disability; or

(v) Executive's death.

(b) The date upon which Executive's termination of employment with the Company is effective shall be the "Termination Date."

(c) Upon termination of Executive's employment with the Company for any reason, Executive shall resign from all positions held as officer or director of the Company or its Affiliates effective as of the Termination Date.

(d) Upon termination of Executive's employment with the Company for any reason, Executive shall be entitled to receive unpaid Base Salary through the Termination Date, compensation for any earned but unused vacation or paid days off and any reimbursement of business expenses as provided in Section 3(e) hereof (together, the "Accrued Obligations") and any vested rights of Executive under any equity awards or agreements to the extent provided for in accordance with the terms of such awards or agreements.

8. Severance Pay Upon Termination of Employment.

(a) If Executive's employment with the Company is terminated by the Company without Cause or if Executive resigns with Good Reason and, in either instance, the Termination Date is not during the Change of Control Period, then the Company will pay to Executive as severance pay, an amount equal to (i) one and one-fourth (1.25) times the sum of his then current Base Salary and his target annual incentive bonus under the STIP for the Company's fiscal year in which his Termination Date occurs, and (ii) a pro rata annual incentive bonus under the STIP for the Company's fiscal year in which his Termination Date occurs (based upon the number of days that have elapsed in such fiscal year to the Termination Date) calculated based upon the Company's actual performance for such fiscal year. Such payments are subject to the conditions in Section 8(j), including, without limitation, subject to the condition that Executive is in compliance with the terms of Sections 4, 5 and 6 hereof. In addition Executive shall be entitled to receive the Accrued Obligations and the rights set forth in Section 7(d) hereof.

(b) If Executive's employment with the Company is terminated by the Company without Cause, or if Executive resigns with Good Reason and, in either instance, the Termination Date is during the Change in Control Period, then the Company will, subject to the conditions in Section 8(j) including, without limitation, subject to the condition that Executive is in compliance with Sections 4, 5 and 6 hereof, pay to Executive as severance pay an amount equal to two (2) times the sum of Executive's then current Base Salary and target annual incentive bonus under the STIP for the Company's fiscal year in which his Termination Date occurs. In addition, Executive shall be entitled to receive the Accrued Obligations and the rights set forth in Section 7(d) hereof.

(c) Severance pay pursuant to Section 8(a)(i) will be paid to Executive in twelve (12) equal monthly installments commencing on the first normal payroll date of the Company after the sixty (60) day period following the Termination Date (but commencing no later than ninety (90) days after his Termination Date) and severance pay pursuant to Section 8(a)(ii) will be paid to Executive at the same time bonuses are paid to other executives for such fiscal year. Severance pay pursuant to Section 8(b) will be paid to Executive in a lump sum no later than sixty (60) days after the Termination Date provided that the Change in Control also constitutes a "change in ownership", "change in effective control" or "change in ownership of a substantial portion of the Company's assets" within the meaning of Code Section 409A. If the Change in Control does not constitute a "change in ownership", "change in effective control" or "change in ownership of a substantial portion of the Company's assets" within the meaning of Code Section 409A, severance pay pursuant to Section 8(b) in an amount equal to the severance pay pursuant to Section 8(a) (to the extent not exempt from Code Section 409A) will be paid in the same manner as payable under Section 8(a) and any additional

amounts will be paid in a lump sum no later than sixty (60) days after the Termination Date. Severance pay shall be subject to all legally required tax withholdings and authorized deductions.

(d) If Executive is entitled to severance pay under Sections 8(a) or 8(b) above, Executive also shall be entitled to receive for up to twelve (12) months after his Termination Date, the group health, dental and vision coverages in which Executive participated immediately prior to the Termination Date at the same level as for active employees and in the same manner as if Executive's employment had not terminated. Any additional coverages Executive had at the Termination Date, including dependent coverage, will also be continued for that period on the same terms, to the extent permitted by the applicable policies or contracts. Executive will be responsible for paying any costs he was paying for those coverages at the Termination Date by separate check payable to the Company each month in advance (or by such other method as may be acceptable to the Company). If the terms of any benefit plan referred to in this subsection (d) or the laws applicable to that plan do not permit Executive's continued participation on the same basis as for active employees, then the Company will pay to Executive on the sixtieth (60th) day following the Termination Date a lump sum amount equal to the costs to continue such benefits for the twelve (12) month period, less the amount Executive would have to pay for such coverages.

(e) For awards granted to Executive under the LTIP (the "LTIP Awards") on or after the Effective Date, and for outstanding unvested LTIP Awards held by Executive as of the Effective Date, the following provisions shall apply and be incorporated into such LTIP Award agreements (capitalized terms used in this Section 8(e) and not otherwise defined in this Agreement shall have the meanings set forth in the LTIP):

(i) For Executive's LTIP Awards that vest solely on a time basis, in the event of (A) Executive's death or termination of employment for Disability, the LTIP Awards shall become fully vested and nonforfeitable as of Executive's Termination Date, and (B) Executive's termination of employment by the Company without Cause, by Executive for Good Reason or by Executive's Retirement, the unvested LTIP Awards will vest with respect to such number of Shares (rounded to the nearest whole Share) equal to the product of the total number of Shares multiplied by a fraction (not to exceed one (1)) the numerator of which is equal to the number of whole months elapsed from the grant date to Executive's Termination Date and the denominator of which is the total number of months in entire vesting period and the remaining Shares shall be forfeited.

(ii) For Executive's LTIP Awards that vest on a performance basis, in the event of (A) Executive's death or termination of employment for Disability, Shares equal to the Target Award shall become fully vested and non-forfeitable as of Executive's Termination Date and (B) Executive's termination of employment by the Company without Cause, by Executive for Good Reason or by Executive's Retirement, a pro rata amount of the Shares subject to the LTIP Award shall continue to be eligible to vest and be payable at the end of the Performance Period based upon the Company's performance for such Performance Period. The pro rata portion is determined by multiplying the actual number of Shares subject to the LTIP Award by a fraction (not to exceed one (1)) the numerator of which is equal to the number of whole months elapsed from the beginning of the Performance Period to Executive's Termination Date and the denominator of which is the total number of months in the entire Performance Period and the remaining Shares shall be forfeited.

(iii) In the event of an anticipated Change in Control, the Committee shall have the authority to determine that the LTIP Awards (which determination may be different for different types of LTIP Awards): (A) will be continued by the Company (if the Company is the surviving entity); or (B) will be assumed by the surviving entity or its parent or subsidiary; or (C) will be substituted for by the surviving entity or its parent or subsidiary with an equivalent award for the LTIP Award. If (A), (B) or (C) above apply, the continued, assumed or substituted awards will provide (X) similar terms and conditions, including vesting and performance measures, and preserve the same benefits as the LTIP Award that is being continued or replaced, and (Y) that, in the event of Executive's termination of

employment by the Company without Cause or termination by the Executive for Good Reason, within the Change in Control Period, the unvested LTIP Award (or unvested substituted award) will fully vest (and at the Target Award level, if applicable) and become immediately nonforfeitable. If the Committee determines that (A), (B) or (C) shall not apply to the anticipated Change in Control (or makes no such determination), the LTIP Award shall fully vest on the Closing Date (and at the Target Award level, if applicable).

(iv) The outstanding unvested LTIP Awards held by Executive as of the Effective Date shall be amended in accordance with the provisions of this Section 8(e).

(f) In the event of termination of Executive's employment, the sole obligation of the Company hereunder shall be its obligation to make the payments called for by Section 8(a) or 8(b), as the case may be, and provide the benefits in Section 8(d), and the Company shall have no other obligation to Executive or to his beneficiaries or his estate, except as otherwise provided by law, under the terms of any employee benefit plans or programs (excluding any severance plan or program) then maintained by the Company or any of its Affiliates in which Executive participates.

(g) Notwithstanding the foregoing provisions of this Section 8, the Company will not be obligated to make any payments under Section 8(a), Section 8(b) or Section 8(c) or provide the benefits under Section 8(d) hereof unless (i) Executive, if reasonably requested by the Board and for no additional consideration, completes such transitional duties as the Board may assign; (ii) Executive signs a release of claims in form satisfactory to the Company, which release shall contain a "carve-out" for any rights under Delaware law and the By-Laws of the Company to indemnification and advancement of expenses, on or before expiration of the twenty one (21) day period following the Termination Date and all applicable rescission periods provided by law have expired; and (iii) Executive is in compliance with the terms of this Agreement and any other agreements with the Company that survive the termination of Executive's employment, including, without limitation, Executive is in compliance with the terms of Sections 4, 5 and 6 hereof. Notwithstanding any provision of this Agreement to the contrary, the timing of Executive's execution of the release of claims will not, directly or indirectly, result in Executive designating the calendar year of any severance payment, and if a severance payment that is subject to execution of the release of claims could be made in more than one (1) taxable year, that payment will be made in the later taxable year.

(h) "Cause" means, in the good faith and reasonable judgment of the Committee, Executive has (i) willfully continued to fail to perform his duties with the Company or any of its Affiliates (occasioned by reason other than physical or mental illness or Disability of Executive); (ii) willfully engaged in illegal conduct or gross misconduct which is materially and demonstrably injurious to the Company; (iii) materially breached any of the restrictive covenants in Sections 4 and 6 of this Agreement; (iv) materially violated the Company's Code of Business Conduct and Ethics (or any successor policy); or (v) been convicted of any felony (with no further possibility of appeal), or Executive has entered a guilty plea or plea of nolo contendere to any felony.

The termination of employment of Executive under clauses (i), (ii), (iii) and (iv) above shall not be deemed to be for "Cause" unless and until reasonable notice is provided to Executive that the Committee is considering terminating Executive's employment for Cause and Executive is given an opportunity, together with his counsel, to be heard by the Committee.

(i) "Change of Control" shall mean:

(i) The acquisition by any Person (as hereinafter defined), including, without limitation, any group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of twenty five (25%) percent or more of either (A) the then outstanding shares of common stock of the

Company (the “Outstanding Company Common Stock”) or (B) the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the “Outstanding Company Voting Securities”); provided, however, that for purposes of this subsection (i), the following acquisitions shall not constitute a Change of Control: (1) any such acquisition directly from the Company unless it exceeds thirty-five (35%) of the Outstanding Company Common Stock or Outstanding Company Voting Securities, (2) any acquisition by the Company, (3) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company or (4) any acquisition by any corporation pursuant to a transaction which complies with clauses (A), (B) and (C) of subsection (iii) of this section; or

(ii) Individuals who, as of the Effective Date, constitute the Board (the “Incumbent Board”) cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the Effective Date hereof whose election, or nomination for election by the Company’s shareholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board; or

(iii) Consummation of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the Company (a “Business Combination”), in each case, unless, following such Business Combination, (A) all or substantially all of the individuals and entities who were the beneficial owners, respectively, of the Outstanding Company Common Stock and Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than fifty percent (50%) of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the corporation resulting from such Business Combination (including, without limitation, a corporation which as a result of such transaction owns the Company or all or substantially all of the Company’s assets either directly or through one (1) or more subsidiaries) in substantially the same proportions as their ownership, immediately prior to such Business Combination of the Outstanding Company Common Stock and Outstanding Company Voting Securities, as the case may be, (B) no Person (excluding any corporation resulting from such Business Combination or any employee benefit plan (or related trust) of the Company or such corporation resulting from such Business Combination) beneficially owns, directly or indirectly, twenty-five percent (25%) or more of, respectively, the then outstanding shares of common stock of the corporation resulting from such Business Combination or the combined voting power of the then outstanding voting securities of such corporation except to the extent that such ownership existed prior to the Business Combination and (C) at least a majority of the members of the board of directors of the corporation resulting from such Business Combination were members of the Incumbent Board at the time of the execution of the initial agreement, or of the action of the Board, providing for such Business Combination; provided, that for purposes of this subsection, a Change of Control shall not be deemed to have occurred as result of such Business Combination if the Business Combination was approved by the Board and no Person’s ownership exceeds thirty-five percent (35%) of the outstanding shares or combined voting power of the company resulting from such Business Combination; or

(iv) Approval by the shareholders of the Company of a complete liquidation or dissolution of the Company.

(j) “Change of Control Period” shall mean the period commencing on the date of the consummation of a Change of Control (the “Closing Date”) and ending on the second (2nd) anniversary of the Closing Date.

(k) “Disability” means, as a result of a physical or mental injury or illness, Executive is unable to perform the essential functions of Executive’s job with reasonable accommodation for a period of (i) one hundred twenty (120) consecutive days or (ii) one hundred eighty (180) days in any twelve (12) month period. Any question

as to the existence of a Disability to which the Executive and the Company cannot agree will be determined in writing by a qualified independent physician mutually acceptable to Executive and the Company. If Executive and the Company cannot agree as to a qualified independent physician, each will appoint a physician and those two physicians will select a third who shall make such determination in writing. This written determination of Disability will be final and conclusive for all purposes under this Agreement.

(l) “Good Reason” means, so long as no event, circumstance or condition has occurred or exists that would give rise to the Company’s right to terminate Executive for Cause, the occurrence of any of the following conditions without Executive’s consent:

(i) a material diminution in Executive’s authority, duties or responsibilities; or

(ii) a material diminution in Executive’s total compensation (including base salary, amounts received or to be received under the STIP, the LTIP and DCP and any other components of Executive’s then-compensation), compensation opportunities or benefits that is not part of a broader and comparable percentage reduction in such items for other similarly situated executives as part of an organizational cost cutting program; or

(iii) any other action or inaction that constitutes an uncured material breach by the Company of this Agreement; or

(iv) during the Change in Control Period, relocation of Executive’s primary office to a location more than thirty five (35) miles from Atlanta, Georgia.

Notwithstanding the foregoing, the occurrence of any of the events described above will not constitute Good Reason unless (A) Executive gives the Company written notice within fifteen (15) days after the initial occurrence of an event that Executive believes constitutes Good Reason and describes in such notice the details of such event; (B) the Company thereafter fails to cure any such event within fifteen (15) days after receipt of such notice; and (C) Executive’s Termination Date as a result of such event occurs at least thirty one (31) days after the Company’s receipt of the notice referred to in clause (A), but no more than sixty (60) days after the initial occurrence of such event.

(m) “Retirement” means a voluntary termination of employment by Executive (i) at age sixty-five (65) or older with at least five (5) years of service with the Company and/or its Affiliates or (ii) after at least twenty (20) years of service with the Company and/or its Affiliates.

9. Return of Records and Property. Upon termination of Executive’s employment with the Company or at any time upon the Company’s request, Executive shall promptly deliver to the Company any and all of the Company’s and its Affiliate’s records and any and all of the Company’s and its Affiliate’s property in his possession or under his control, including manuals, books, blank forms, documents, letters, memoranda, notes, notebooks, reports, printouts, computer disks, computer tapes, source codes, data, tables or calculations and all copies thereof, documents that in whole or in part contain any trade secrets or Confidential Information of the Company or its Affiliates and all copies thereof, and keys, access cards, access codes, passwords, credit cards, personal computers, telephones and other electronic equipment belonging to the Company or its Affiliates.

10. Remedies. Executive acknowledges that monetary damages alone will not adequately compensate the Company for the harm caused by any breach by him of the provisions of Sections 4, 5, 6, 9 or 11 hereof. Accordingly, in the event of any actual or threatened breach of any such provisions, and notwithstanding anything contained in Section 14 below to the contrary, the Company shall, in addition to any other remedies it may have, be entitled to injunctive and other equitable relief to enforce such provisions, and such relief may be granted without the necessity

of proving actual monetary damages. Nothing in this Section 10 shall be construed to limit or prevent the Company from recovering any monetary damages it can prove as a result of Executive's breach of Sections 4, 5, 6, 9 or 11 hereof.

11. Non-Disparagement. Executive will not at any time, during or after the Termination Date, disparage, defame or denigrate the reputation, character, image, products or services of the Company, or of any of its Affiliates, or, any of the Company's or its Affiliate's directors, officers, stockholders, members, employees or agents. The Company will not, except as may be required by law, issue any official press release or statement which is intended to disparage Executive.

12. Miscellaneous.

(a) Governing Law. All matters relating to the interpretation, construction, application, validity and enforcement of this Agreement, and any disputes or controversies arising hereunder, shall be governed by the laws of the State of Delaware without giving effect to any choice or conflict of law provision or rule, whether of the State of Delaware or any other jurisdiction, that would cause the application of laws of any jurisdiction other than the State of Delaware.

(b) Jurisdiction and Venue. Executive and the Company consent to jurisdiction of the courts of the State of Georgia in the greater Atlanta, Georgia area and/or the United States District Court for the Northern District of Georgia, for the purpose of resolving all issues of law, equity or fact, arising out of or in connection with this Agreement, and any action involving claims of a breach of this Agreement shall be brought in such courts. Each party consents to personal jurisdiction over such party in the state and/or federal courts of or in Georgia and hereby waives any defense of lack of personal jurisdiction. Venue, for the purpose of all such suits, shall be in any state or federal court in Georgia.

(c) Waiver of Jury Trial. SUBJECT TO SECTION 14 BELOW, IN THE EVENT OF ANY DISPUTE OR CONTROVERSY BETWEEN THE PARTIES ARISING HEREUNDER THAT IS THE SUBJECT OF A COURT PROCEEDING, THE PARTIES HEREBY KNOWINGLY AND VOLUNTARILY, AND HAVING HAD AN OPPORTUNITY TO CONSULT WITH COUNSEL, WAIVE ALL RIGHTS TO TRIAL BY JURY, AND AGREE THAT ANY AND ALL MATTERS SHALL BE DECIDED BY A JUDGE WITHOUT A JURY TO THE FULLEST EXTENT PERMISSIBLE UNDER APPLICABLE LAW.

(d) Entire Agreement. This Agreement contains the entire agreement of the parties relating to the compensation and benefits to be received by Executive under certain circumstances and supersedes all prior agreements and understandings with respect to such subject matter, and the parties hereto have made no agreements, representations or warranties relating to the subject matter of this Agreement that are not set forth herein. Without limiting the generality of the foregoing, this Agreement supersedes and replaces in its entirety the Prior Agreement and the Prior Agreement shall be of no force or effect.

(e) No Violation of Other Agreements or Obligations. Executive hereby represents and agrees that neither (i) Executive's entering into this Agreement nor (ii) Executive's carrying out the provisions of this Agreement, will violate any other agreement (oral, written or other) to which Executive is a party or by which Executive is bound, including without limitation any agreement to keep in confidence proprietary information, knowledge or data acquired by Executive in confidence or in trust prior to his employment with the Company. Executive will not disclose to the Company or induce the Company to use any confidential or proprietary information or material belonging to any previous employer or others and agrees not to enter into any agreement either written or oral in conflict with this Agreement.

(f) Amendments. No amendment or modification of this Agreement shall be deemed effective unless made in writing and signed by the parties hereto.

(g) No Waiver. No term or condition of this Agreement shall be deemed to have been waived, except by a statement in writing signed by the party against whom enforcement of the waiver is sought. Any written waiver shall not be deemed a continuing waiver unless specifically stated, shall operate only as to the specific term or condition waived and shall not constitute a waiver of such term or condition for the future or as to any act other than that specifically waived.

(h) Successors and Assigns. This Agreement will be binding upon and inure to the benefit of (a) the heirs, executors and legal representatives of Executive upon Executive's death or Disability and (b) any assignee or successor of the Company. Executive agrees that the Company may assign this Agreement. Any such assignee or successor of the Company will be deemed substituted for the Company (as applicable) herein. For purposes of this Section 12(h), "successor" means any person, firm, corporation or other business entity which at any time, whether by purchase, merger or otherwise, directly or indirectly acquires all or substantially all of the assets or business of the Company.

(i) Affiliated Entities. As used in this Agreement, the term "Affiliate" means, with respect to any Person, any Person controlling, controlled by or under common control with such Person, and, in the case of an individual, means his or her spouse, siblings, ascendants and descendants, and, with respect to the Company, includes, without limitation, each Person which controls the Company, is controlled by the Company or is under common control with the Company. For purposes of this definition, "control," "controlled by," and "under common control with," as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of that Person, whether through the ownership of voting securities, by contract or otherwise. As used in this Agreement, the term "Person" means and includes an individual, a partnership, a joint venture, a corporation, a trust, an association, a limited liability company, an unincorporated organization and any other entity, and a government or any department, political subdivision or agency thereof.

(j) Notices. Notices required to be given under this Agreement must be in writing and will be deemed to have been given when notice is personally served, one (1) business day after notice is sent by reliable overnight courier or three (3) business days after notice is mailed by United States registered or certified mail, return receipt requested, postage prepaid, to the last known residence address of Executive or, in the case of the Company, to its principal office, to the attention of the Chairman of the Board of Directors, or to such other address as either party may have furnished to the other in writing in accordance herewith, except that notice of change of address will be effective only upon receipt by the other party.

(k) Taxes. The Company may deduct from any payments made and benefits provided to Executive hereunder any withholding or other taxes which the Company is required or authorized to deduct under applicable law. Executive shall be liable and responsible for all of Executive's tax obligations applicable to the compensation and benefits provided to Executive under this Agreement.

(l) Code Section 409A. This Agreement shall at all times be interpreted and operated in compliance with Section 409A of the Code. The parties intend that the payments and benefits under this Agreement will qualify for any available exceptions from coverage under Code Section 409A and this Agreement shall be interpreted accordingly. Without limiting the generality of the foregoing and notwithstanding any other provision of this Agreement to the contrary, (i) with respect to any payments and benefits under this Agreement to which Code Section 409A applies, all references in this Agreement to the Termination Date or other termination of Executive's employment are intended to mean Executive's "separation from service" within the meaning of Code Section 409A(a)(2)(A)(i), (ii) each payment

made under this Agreement shall be treated as a separate payment and the right to a series of installment payments under this Agreement, including, without limitation, under Section 8(a), shall be treated as a right to a series of separate payments, (iii) each such payment that is made within two and one-half (2-1/2) months following the end of the calendar year that contains the date of the Executive's Termination Date is intended to be exempt from Code Section 409A as a short-term deferral within the meaning of the final regulations under Code Section 409A, (iv) each such payment that is made later than two and one-half (2-1/2) months following the end of the calendar year that contains the date of the Executive's Termination Date is intended to be exempt under the two-times pay exception of Treasury Reg. § 1.409A-1(b)(9)(iii), up to the limitation on the availability of that exception specified in the regulation, and (v) each payment that is made after the two-times pay exception ceases to be available shall be subject to delay (if necessary) as provided for "specified employees" below.

If Executive is a "specified employee" within the meaning of Code Section 409A at the time of Executive's separation from service, then to the extent necessary to avoid subjecting Executive to the imposition of any additional tax under Code Section 409A, amounts that would otherwise be payable under this Agreement during the six month period immediately following Executive's separation from service shall not be paid to Executive during such period, but shall instead be accumulated and paid to Executive (or, in the event of Executive's death, to Executive's estate) in a lump sum on the first business day after the earlier of the date that is six months following Executive's separation from service or Executive's death.

To the extent any reimbursements or in-kind benefits due to Executive under this Agreement are subject to Code Section 409A, (i) the expenses eligible for reimbursement or the in-kind benefits provided in any given calendar year will not affect the expenses eligible for reimbursement or the in-kind benefits provided in any other calendar year; (ii) the reimbursement of an eligible expense must be made no later than the last day of calendar year following the calendar year in which the expense was incurred; and (iii) the right to reimbursements or in-kind benefits cannot be liquidated or exchanged for any other benefit.

Notwithstanding the foregoing, no provision of this Agreement shall be interpreted or construed to transfer any liability for failure to comply with Code Section 409A from Executive or any other individual to the Company or any of its Affiliates.

(m) Counterparts. This Agreement may be executed in any number of counterparts (including by facsimile or other electronic transmission), and such counterparts executed and delivered, each as an original, shall constitute but one and the same instrument.

(n) Severability. Subject to Section 6 hereof, to the extent that any portion of any provision of this Agreement shall be invalid or unenforceable, the remainder of such provision and of this Agreement shall be unaffected and shall continue in full force and effect, and so far as is reasonable and possible, effect shall be given to the intent manifested by the portion held invalid and unenforceable.

(o) Captions and Headings. The captions and paragraph headings used in this Agreement are for convenience of reference only and shall not affect the construction or interpretation of this Agreement or any of the provisions hereof.

13. Parachute Payments.

(a) Notwithstanding anything contained herein to the contrary, any payment or benefit received or to be received by Executive, whether payable pursuant to the terms of this Agreement or any other plan, arrangements, award agreement or other agreement with the Company or any Affiliate of the Company (collectively, the "Total

Payments”), shall be reduced to the least extent necessary so that no portion of the Total Payments shall be subject to the excise tax imposed by Section 4999 of the Code, but only if, by reason of such reduction, the Net After-Tax Benefit (as defined below) received by Executive as a result of such reduction will exceed the Net After-Tax Benefit that would have been received by Executive if no such reduction was made. If excise taxes may apply to the Total Payments, the foregoing determination will be made by a nationally recognized accounting firm (the “Accounting Firm”) selected by the Company and reasonably acceptable to Executive. The Company will direct the Accounting Firm to submit any such determinations and detailed supporting calculations to both Executive and the Company not less than fifteen (15) days before the date on which a payment becomes due.

(b) If the Accounting Firm determines that a reduction in payments is required pursuant to this Section 13, cash benefits shall first be reduced, followed by a reduction of non-cash payments, including option or stock award vesting acceleration, in each case, beginning with payments that would be made last in time and only to the least extent necessary so that no portion thereof shall be subject to the excise tax imposed by Section 4999 of the Code, and the Company shall pay or provide such reduced amounts to Executive in accordance with the terms of this Agreement or any other applicable plan, arrangement or agreement governing such payments.

(c) If applicable, Executive and the Company will each provide the Accounting Firm access to and copies of any books, records and documents in their respective possession, reasonably requested by the Accounting Firm, and otherwise cooperate with the Accounting Firm in connection with the preparation and issuance of the determinations and calculations contemplated by this Section 13. The fees and expenses of the Accounting Firm for its services in connection with the determinations and calculations contemplated by this Section 13 will be borne by the Company.

(d) For purposes of this Section 13, “Net After-Tax Benefit” means (i) the Total Payments that Executive becomes entitled to receive from the Company or any Affiliate of the Company which would constitute “parachute payments” within the meaning of Code Section 280G, less (ii) the amount of all federal, state and local income and employment taxes payable by Executive with respect to the Total Payments, calculated at the maximum applicable marginal income tax rate, less (iii) the amount of excise taxes imposed on Executive with respect to the Total Payments under Section 4999 of the Code.

14. Arbitration; Attorneys’ Fees. Except as provided in Section 6(e) and Section 10, any dispute or controversy arising under or in connection with this Agreement shall be settled exclusively by arbitration in Atlanta, Georgia by three arbitrators in accordance with the National Rules for the Resolution of Employment Disputes of the American Arbitration Association in effect at the time of submission to arbitration. The provisions hereof are intended to supersede the Company’s “RCB Program”. Judgment may be entered on the arbitrators’ award in any court having jurisdiction. For purposes of entering any judgment upon an award rendered by the arbitrators, the Company and Executive hereby consent to the jurisdiction of any or all of the following courts: (a) the United States District Court of the Northern District of Georgia, (b) any of the courts of the State of Georgia in the greater Atlanta, Georgia area, or (c) any other court having jurisdiction. The Company and Executive further agree that any service of process or notice requirements in any such proceeding shall be satisfied if the rules of such court relating thereto have been substantially satisfied. The Company and Executive hereby waive, to the fullest extent permitted by applicable law, any objection which it may now or hereafter have to such jurisdiction and any defense of inconvenient forum. The Company and Executive hereby agree that a judgment upon an award rendered by the arbitrators may be enforced in other jurisdictions by suit on the judgment or in any other manner provided by law. Each party shall bear all of its own costs and expenses, including attorneys’ fees, incurred in connection with any dispute under this Agreement, including in connection with any arbitration proceeding pursuant to this Section 14; provided, however, that if Executive incurs legal fees in seeking to defend, obtain or to enforce any rights or benefits provided by this Agreement and is successful

in such defense, obtainment or enforcement of any rights or benefits through settlement, arbitration or otherwise, the Company shall promptly pay Executive's reasonable legal fees incurred in connection therewith.

[Signature Page Follows]

IN WITNESS WHEREOF, Executive and the Company have executed this Agreement as of the date set forth in the first paragraph.

COMPANY:

BEAZER HOMES USA, INC.

By: /s/ Allan P. Merrill

Name: Allan P. Merrill

Title: President and Chief Executive Officer

EXECUTIVE:

/s/ Keith L. Belknap

Keith L. Belknap

SUBSIDIARIES OF THE COMPANY

Name	Jurisdiction of Incorporation
April Corporation	Colorado
Arden Park Ventures, LLC	Florida
Beazer Clarksburg, LLC	Maryland
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
United Home Insurance Company, <i>A Risk Retention Group</i>	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, 333-217903 and 333-216290 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, 2018, 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, 2018.

/s/ Deloitte & Touche LLP

Atlanta, Georgia
November 13, 2018

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, 2018

/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 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, 2018

/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, 2018, 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, 2018

/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, 2018, 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, 2018

/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.